

#### PROXY VOTE FORM (this form shall not replace the power of proxy document)

		(place, date)
Sł	hareholder's name/ name and surname:	
Sł	nareholder's address:	
KF	RS number/ NIP/ Other registry number of the shareholder*:	
Sł	nareholder's PESEL*:	
Co	ontact email:	
Co	ontact phone number:	
("	Shareholder")	
Pr	roxy's name/ name and surname*:	
Pr	roxy's address:	
K	RS number/ NIP/ Other registry number of the proxy:	
Pr	roxy's PESEL number*:	
Pr	roxy's identity document no.:	
Co	ontact email:	
Co	ontact phone number:	
("	'Proxy")	

The proxy vote form enables the shareholder to place instructions on how to vote at the general meeting. The Company's Management Board shall not verify whether the proxies exercise their voting rights in accordance with the instructions they have received from the Shareholder.

#### INSTRUCTION ON THE EXERCISE OF VOTING RIGHTS BY A PROXY at the Annual General Meeting of XTPL S.A. with its registered office in Wrocław to be held on June 27, 2025

#### **EXPLANATIONS:**

Shareholders are requested to issue instructions by putting an "X" in the appropriate field and stating the number of shares, from which voting on the resolution will take place.

If the "Instruction text" or "Objection text" field is left blank, the Shareholder is requested to cross it out.

If the "Instruction content" is completed, shareholders are asked to provide in this field detailed instructions regarding the exercise of voting rights by a proxy, also in the event of submitting other draft resolutions by the Company's shareholders, including in the event of reporting any changes to the draft resolutions corresponding to particular items of the meeting agenda.

In the event of voting against a given resolution, the Shareholder may object below and ask for putting the objection on the record. In such a case, the Shareholder is requested to enter the content of the objection "Objection text" field.

The Issuer notes that the content of the draft resolutions attached to this form may differ from the content of the resolutions published on the Issuer's website. For the avoidance of doubt as to how the proxy should vote in such a case, we recommend specifying in the field "Instruction content in the event of a different draft resolution" how the proxy should act in such a situation.

The Issuer requests the Shareholder to sign each page of the form if the form is in writing.

\* delete if not applicable



# Resolution No. 01/06/2025 of the Annual General Meeting of XTPL S.A. with its registered office in Wrocław of June 27, 2025

on the election of the Chair of the Annual General Meeting

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Other comments:



# Resolution No. 02/06/2025 of the Annual General Meeting of XTPL S.A. with its registered office in Wrocław of June 27, 2025

#### on the adoption of the agenda of the General Meeting

- 1. The Annual General Meeting of Shareholders of XTPL S.A. with its registered office in Wrocław hereby adopts the following agenda:
  - 1) Opening the General Meeting.
  - 2) Electing the Chair of the General Meeting.
  - 3) Confirming that the General Meeting has been duly convened and has the capacity to adopt resolutions.
  - 4) Adopting the agenda.
  - 5) Consideration of the Management Board's report on XTPL S.A. and XTPL Group activities for the financial year 2024.
  - 6) Consideration of the standalone financial statements of XTPL S.A. for the financial year 2024, taking into account the report of the independent auditor on the audit of the standalone financial statements.
  - 7) Consideration of the consolidated financial statements of the XTPL group for the financial year 2024, including the independent auditor's report on the audit of the consolidated financial statements.
  - 8) Consideration of the Management Board's proposal regarding the covering of the loss of XTPL S.A. for the financial year 2024
  - 9) Consideration of the report on the activities of the Supervisory Board of XTPL S.A. for the financial year 2024, as well as the results of the evaluation conducted by the Supervisory Board of the financial statements and the Management Board's report on operations for the financial year 2024.
  - 10) Adopting a resolution on the report on the activities of the Supervisory Board of XTPL S.A. for the financial year 2024.
  - 11) Adoption of a resolution on the approval of the Management Board's report on the activities of XTPL S.A. and XTPL group for the financial year 2024.
  - 12) Adoption of a resolution on the approval of the standalone financial statements of XTPL S.A. for the financial year 2024.
  - 13) Adoption of a resolution on the approval of the consolidated financial statements of XTPL group for the financial year 2024.
  - 14) Adoption of a resolution on the coverage of XTPL S.A.'s loss for the financial year 2024.
  - 15) Adoption of resolutions on granting the members of the Management Board of XTPL S.A. discharge for the performance of their duties in 2024.
  - 16) Adoption of resolutions on granting the members of the Supervisory Board of XTPL S.A. discharge for the performance of their duties in 2024.
  - 17) Discussion of the remuneration report.
  - 18) Closing the General Meeting.



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# Resolution No. 03/06/2025 of the Annual General Meeting of XTPL S.A. with its registered office in Wrocław of June 27, 2025

on approval of the report on the activities of the Supervisory Board of XTPL S.A. for the financial year 2024.

- 1. The Annual General Meeting of XTPL S.A., after reviewing the report on the activities of the Supervisory Board of XTPL S.A. for the financial year 2024, as well as the results of the assessment conducted by the Supervisory Board of the financial statements and the Management Board's report on activities for the financial year 2024, hereby fully approves the report on the activities of the Supervisory Board of XTPL S.A. for the financial year 2024.
- 2. The resolution is effective immediately.

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# Resolution No. 04/06/2025 of the Annual General Meeting of XTPL S.A. with its registered office in Wrocław of June 27, 2025

on the approval of the Management Board's report on the activities of XTPL S.A. and XTPL group for the financial year 2024

- 1. Based on Article 393 point 1 and Article 395 § 2 point 1 of the Commercial Companies Code, after considering the Management Board's report on the activities of XTPL S.A. and the XTPL group for the financial year 2024 (covering the period from January 1, 2024 to December 31, 2024), the Annual General Meeting of XTPL S.A., taking into account the results of the report's evaluation conducted by the Supervisory Board of XTPL S.A., approves in full the Management Board's report on the activities of XTPL S.A. and XTPL group for the financial year 2024.
- 2. The resolution is effective immediately.

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# Resolution No. 05/06/2025 of the Annual General Meeting of XTPL S.A. with its registered office in Wrocław of June 27, 2025

on the approval of the standalone financial statements of XTPL S.A. for the financial year 2024

- 1. Based on Article 393 point 1 and Article 395 § 2 point 1 of the Commercial Companies Code, after considering the standalone financial statements of XTPL S.A. for the financial year 2024 (covering the period from January 1, 2024, to December 31, 2024), the Annual General Meeting of XTPL S.A., taking into account the results of the report evaluation conducted by the Supervisory Board of XTPL S.A., as well as the content of the independent auditor's report on the audit of the standalone financial statements hereby approves in full the standalone financial statements of XTPL S.A. for the financial year 2024.
- 2. The resolution is effective immediately.

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# Resolution No. 06/06/2025 of the Annual General Meeting of XTPL S.A. with its registered office in Wrocław of June 27, 2025 on the approval of the consolidated financial statements of XTPL group for the financial year 2024.

- 1. Based on Article 393 point 1 and Article 395 § 2 point 1 of the Commercial Companies Code, after considering the standalone financial statements of XTPL S.A. for the financial year 2024 (covering the period from January 1, 2024, to December 31, 2024), the Annual General Meeting of XTPL S.A., taking into account the results of the report evaluation conducted by the Supervisory Board of XTPL S.A., as well as the content of the independent auditor's report on the audit of the consolidated financial statements, hereby approves in full the consolidated financial statements of XTPL Group for the financial year 2024.
- 2. The resolution is effective immediately.

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# Resolution No. 07/06/2025 of the Annual General Meeting of XTPL S.A. with its registered office in Wrocław of June 27, 2025

on the coverage of the loss of XTPL S.A. for the financial year 2024

- 1. After considering the Management Board's motion to cover the loss for the financial year 2024, taking into account the results of the assessment of this proposal made by the Supervisory Board of XTPL S.A., pursuant to Article 395 § 2 item 2 of the Commercial Companies Code, the Annual General Meeting of XTPL S.A. Shareholders resolves that the net loss for the financial year 2024 in the amount of PLN -20,864 thousand (minus twenty million eight hundred and sixty-four thousand zlotys) will be covered from the supplementary capital of XTPL S.A.
- 2. The resolution is effective immediately.

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# Resolution No. 08/06/2025 of the Annual General Meeting of XTPL S.A. with its registered office in Wrocław of June 27, 2025 on granting discharge to Filip Granek

- 1. Based on Article 393 point 1 and Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting of XTPL S.A. grants Filip Granek discharge for the performance of his duties as President of the Management Board of XTPL S.A. for the period from January 1, 2024 to December 31, 2024.
- 2. The resolution is effective immediately.

I am voting for the resolution	I am voting against the resolution	I am abstaining from vote	I request that the objection be recorded	At the proxy's discretion		
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# Resolution No. 09/06/2025 of the Annual General Meeting of XTPL S.A. with its registered office in Wrocław of June 27, 2025 on granting discharge to Jacek Olszański

- 1. Based on Article 393 point 1 and Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting of XTPL S.A. grants Jacek Olszański discharge for the performance of his duties as Member of the Management Board of XTPL S.A. for the period from January 1, 2024 to December 31, 2024.
- 2. The resolution is effective immediately.

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# Resolution No. 10/06/2025 of the Annual General Meeting of XTPL S.A. with its registered office in Wrocław of June 27, 2025 on granting discharge to Wiesław Rozłucki

- 1. Based on Article 393 point 1 and Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting of XTPL S.A. grants Wiesław Rozłucki discharge for the performance of his duties as Chairman of the Supervisory Board of XTPL S.A. for the period from January 1, 2024 to December 31, 2024.
- 2. The resolution is effective immediately.

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# Resolution No. 11/06/2025 of the Annual General Meeting of XTPL S.A. with its registered office in Wrocław of June 27, 2025 on granting discharge to Bartosz Wojciechowski

- 1. Based on Article 393 point 1 and Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting of XTPL S.A. grants Bartosz Wojciechowski discharge for the performance of his duties as Deputy Chairman of the Supervisory Board of XTPL S.A. for the period from January 1, 2024 to December 31, 2024.
- 2. The resolution is effective immediately.

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# Resolution No. 12/06/2025 of the Annual General Meeting of XTPL S.A. with its registered office in Wrocław of June 27, 2025 on granting discharge to Agata Gładysz-Stańczyk

- 1. Based on Article 393 point 1 and Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting of XTPL S.A. grants Agata Gładysz-Stańczyk discharge for the performance of her duties as Member of the Supervisory Board of XTPL S.A. for the period from June 28, 2024 to December 31, 2024.
- 2. The resolution is effective immediately.

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# Resolution No. 13/06/2025 of the Annual General Meeting of XTPL S.A. with its registered office in Wrocław of June 27, 2025 on granting discharge to Beata Turlejska

- 1. Based on Article 393 point 1 and Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting of XTPL S.A. grants Beata Turlejska discharge for the performance of her duties as Member of the Supervisory Board of XTPL S.A. for the period from January 1, 2024 to December 31, 2024.
- 2. The resolution is effective immediately.

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### Resolution No. 14/06/2025 of the Annual General Meeting of XTPL S.A. with its registered office in Wrocław of June 27, 2025 on granting discharge to Piotr Lembas

- 1. Based on Article 393 point 1 and Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting has decided to grant discharge to Piotr Lembas for the performance of his duties as Member of the Supervisory Board of XTPL S.A. in the period from January 1, 2024 to December 31, 2024.
- 2. The resolution is effective immediately.

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# Resolution No. 15/06/2025 of the Annual General Meeting of XTPL S.A. with its registered office in Wrocław of June 27, 2025 on granting discharge to Herbert Wirth

- 1. Based on Article 393 point 1 and Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting has decided to grant discharge to Herbert Wirth for the performance of his duties as Member of the Supervisory Board of XTPL S.A. in the period from January 1, 2024 to December 31, 2024.
- 2. The resolution is effective immediately.

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