

Current Report No. **16/2015**

Report Date: **23 April 2015**

Abbreviated name of the issuer:

**DOM DEVELOPMENT S.A.**

Subject:

**First notification of the intention to merge of Dom Development S.A. and Divina Sp. z o.o. and announcement on the convening of the Ordinary General Meeting of Shareholders of Dom Development S.A. with its registered seat in Warsaw**

Legal basis:

**Article 56.1.2 of the Public Offering Act – current and interim reports**

**The Report:**

The Management Board of Dom Development S.A. with its registered seat in Warsaw, acting pursuant to Article 504, §1 and §2 of the Commercial Companies Code Act, dated 15 September 2000 (Journal of Laws 2013, item 1030 uniform text, as amended, "**Commercial Companies Code**") in connection with Article 402<sup>1</sup>, §1 of the Commercial Companies Code, hereby notifies for the first time of the intention to merge Dom Development S.A. and Divina sp. z o.o. with its registered seat in Warsaw ("**Divina**"), ("**Merger**").

The merger plan for Dom Development S.A. and Divina by the transfer of all assets of Divina to Dom Development (merger by acquisition), dated 23 April 2015 (the "**Merger Plan**") are available on Dom Development S.A. website at the following web addresses:

<http://inwestor.domdevelopment.pl/company-info/corporate-governance/merger-divina>

From 23 April 2015, shareholders may read the documents mentioned in the Article 505 §1 of the Commercial Companies Code, on the Dom Development S.A. website, at the following web addresses:

- 1) the Merger Plan;
- 2) financial statements and reports of the Management Board on the activities of Dom Development S.A. for the three preceding financial years together with the opinion and report of the auditor; financial statements and report of the Management Board on the activities of Divina for the period from 24 September 2013 to 31 December 2014; and the documents mentioned in the Article 499, §2 of the Commercial Companies Code, i.e.:
- 3) drafts of the Merger resolutions;
- 4) the valuation of the assets of Divina;
- 5) Divina's accounting statement drawn up for the purposes of the Merger.

With reference to information passed in the current report no. 15/2015 of 23 April 2015, whereas Dom Development S.A. (as the acquiring company) holds 100% shares in Divina's (the company being acquired) share capital, in accordance with Article 516, §6 of the Commercial Companies Code, the management boards of Dom Development S.A. and Divina will not prepare the written statements mentioned in the Article 501 of the Commercial Companies Code nor the Merger Plan be examined by an auditor mentioned in the Article 502 of the Commercial Companies Code. In accordance to

Article 500 §2<sup>1</sup> of the Commercial Companies Code, the Merger Plan is, beginning from 23 April 2015, publicly available on Dom Development S.A. website at the following web addresses:

<http://inwestor.domdevelopment.pl/company-info/corporate-governance/merger-divina>

Dom Development S.A. will not announce the Merger Plan in the “Monitor Sądowy i Gospodarczy”. Moreover, the following documents have not been prepared and incorporated into the Merger Plan: an appendix mentioned in the Article 499, § 2 section 2 of the Commercial Companies Code namely the draft amendments to the statutes of the acquiring company, the reason being that no amendments to the Dom Development's statutes connected to the Merger were planned, and an appendix referred to in Article 499 § 2 point 4 of the Commercial Companies Code, namely a statement by Dom Development S.A. on the book value of the Company, prepared for the purposes of the Merger, as the exception provided for in Article 499 § 4 of the Commercial Companies Code was applied.

The Management Board of Dom Development S.A., acting pursuant to §38.1 section 1-2 of the Regulation of the Minister of Finance dated 19 February 2009 regarding current and interim reports published by issuers of securities, and the terms and conditions of finding as equivalent the information required under laws of a non-member state (Journal of Laws 2014, item 133), hereby provides the information set in the announcement of the Ordinary General Shareholders Meeting of Dom Development S.A.

**ANNOUNCEMENT OF THE CONVENING OF THE ORDINARY GENERAL SHAREHOLDERS MEETING OF  
DOM DEVELOPMENT S.A.  
WITH ITS REGISTERED SEAT IN WARSAW**

The Management Board of Dom Development S.A. with its registered seat in Warsaw at pl. Piłsudskiego 3, entered in the Register of Business Entities maintained by the District Court for the Capital City of Warsaw in Warsaw, XII Commercial Division of the National Court Register, under No. KRS 0000031483 with a capital of PLN 24,771,272 paid in full, Regon 012212483, NIP 525-14-92-233 (“**Company**”), acting pursuant to Article 399, §1, Article 402<sup>1</sup>, §1 and 2 of the Commercial Companies Code and section 8.2.3 of the Statute, hereby convenes the Ordinary General Shareholders Meeting, to be held on 28 May 2015, at 2:00 p.m., in Warsaw, at the Sofitel Warsaw Victoria hotel, 11 Królewska street, first floor, in the Salon Saski room.

**I. The agenda:**

- 1) Opening of the Ordinary General Shareholders Meeting.
- 2) Preparation and signing of the list of attendees and making said list available during the Ordinary General Shareholders Meeting.
- 3) Statement that the Ordinary General Shareholders Meeting has been convened in a proper manner and is duly entitled to adopt resolutions.
- 4) Acceptance of the agenda of the Ordinary General Shareholders Meeting.
- 5) Adoption of a resolution on revoking the secrecy of ballots within the appointing of the Returning Committee.
- 6) Appointing of the Returning Committee.

- 7) Presentation by the Dom Development S.A. Management Board of the:
  - a. financial statements of Dom Development S.A. for the year ended on 31 December 2014,
  - b. report of the Management Board on the activities of Dom Development S.A. in 2014.
- 8) Presentation by the Dom Development S.A. Supervisory Board of the Assessment by the Supervisory Board of Dom Development S.A. on the position of the Company in 2014, including evaluation of the internal control system and the significant risk management system, prepared pursuant to the Code of Best Practice for WSE Listed Companies.
- 9) Consideration of the financial statements of Dom Development S.A. for the year ended on 31 December 2014, and of the report of the Management Board on the activities of Dom Development S.A. in 2014.
- 10) Consideration of the consolidated financial statements of Dom Development S.A. Capital Group for the year ended on 31 December 2014, and of the report of the Management Board on the activities of Dom Development S.A. Capital Group in 2014.
- 11) Consideration of the reports of the Dom Development S.A. Supervisory Board:
  - a. on evaluation of the financial statements of Dom Development S.A. for the year ended on 31 December 2014, of the report of the Management Board on the activities of Dom Development S.A. in 2014, of the consolidated financial statements of Dom Development S.A. Capital Group for the year ended on 31 December 2014, and of the report of the Management Board on the activities of Dom Development S.A. Capital Group in 2014,
  - b. on the Supervisory Board activities conducted from 1 January 2014 to 31 December 2014.
- 12) Adoption of a resolution concerning consideration and approval of the financial statements of Dom Development S.A. for the year ended on 31 December 2014.
- 13) Adoption of a resolution concerning consideration and approval of the report of the Management Board on the activities of Dom Development S.A. in 2014.
- 14) Adoption of a resolution concerning consideration and approval of the consolidated financial statements of Dom Development S.A. Capital Group for the year ended on 31 December 2014.
- 15) Adoption of a resolution concerning consideration and approval of the report of the Management Board on the activities of Dom Development S.A. Capital Group in 2014.
- 16) Adoption of a resolution concerning allocation of the Dom Development S.A. net profit as of 2014 and setting the dividend day and the date of payment of dividends.
- 17) Adoption of resolutions concerning the granting to the Dom Development S.A. Management Board members of an acknowledgement of fulfilment of their duties for the year 2014.
- 18) Adoption of resolutions concerning the granting to the Dom Development S.A. Supervisory Board members of an acknowledgement of fulfilment of their duties for the year 2014.
- 19) Adoption of a resolution on a merger of Dom Development S.A. and Divina sp. z o.o.
- 20) Adoption of a resolution on an amendment of the Dom Development S.A. Statute aimed at authorising the Management Board to increase the share capital within the limits of the authorised and unissued share capital with the right to exclude, at the discretion of the Management Board and upon the consent of the Supervisory Board, the pre-emptive rights, in full or in part, the existing shareholders may have with respect to new shares and

subscription warrants which entitle their holders to subscribe for new shares issued as a result of share capital increase.

21) Adoption of a resolution on adoption of the Dom Development S.A. uniform Statute.

22) Closing of the Meeting.

**II. Pursuant to Article 402<sup>2</sup> of the Commercial Companies Code, the Company publishes information regarding participation in the Ordinary General Meeting of the Company and the exercise of voting rights**

**1. The shareholder's right to demand placement of specific matters on the agenda of the General Meeting**

Shareholder(s) representing at least 1/20 of the share capital have the right to demand placement of specific matters on the agenda of the Ordinary General Meeting of the Company. The request should be delivered to the Company's Management Board no later than 21 days prior to the date of the Ordinary General Meeting, i.e. at least on 7 May 2015. The request should contain grounds for or a draft resolution regarding the proposed point on the agenda. The request may be delivered in writing, personally or sent by post to the Company's address i.e. pl. Piłsudskiego 3, 00-078 Warsaw, or electronically sent to the following email address of the Company: [wza@domd.pl](mailto:wza@domd.pl)

Shareholder(s) of the Company should evidence the holding of a relevant number of shares as of the date of filing the request by attaching one or several depositary certificates to the request or other registered certificate(s) of right to participate in the Ordinary General Meeting of the Company and in the case of:

- a. shareholders being legal persons or entities not having a legal personality – to evidence also their right to act in the name of such entity by enclosing a current excerpt from the register appropriate for such person/entity;
- b. shareholders being natural persons – to enclose a copy of a document evidencing identity of the shareholder;
- c. request being submitted by an attorney – to enclose the power of attorney for notification of such request, signed by the shareholder, and a copy of the document evidencing identity of the attorney; and if the attorney is not a natural person, a copy of an excerpt from the appropriate register evidencing authorisation of person acting in the name of an attorney not being a natural person.

The shareholders who file their request using electronic means of communication should send such documents as PDF files. Certified translations into Polish must be attached to any documents that are in a language other than Polish.

Any risk involved in a shareholder's use of electronic means of communication shall be borne by the shareholder.

The Management Board of the Company shall immediately, and not later than 18 days prior the scheduled date of the Ordinary General Meeting, i.e. at the latest on 11 May 2015, announce

changes in its agenda made at the request of the shareholders. The announcement of the changes shall be made in a manner applicable for the announcement of the convening of the General Meeting.

**2. Shareholder's right to present draft resolutions regarding matters included in the agenda of the General Meeting or matters which may be included in the agenda prior to the date of the General Meeting**

Shareholder(s) of the Company representing at least 1/20 of the share capital may present draft resolutions regarding matters included in the agenda of the Ordinary General Meeting or matters which may be introduced to the agenda. Such draft resolutions may be presented prior to the date of the Ordinary General Meeting in writing, submitted personally or sent by the post to the Company's address i.e.: pl. Piłsudskiego 3, 00-078 Warsaw or electronically sent (in the manner and to the Company's email address as provided in section 1 above), prior to the date of the Ordinary General Meeting.

The Company shall forthwith publish draft resolutions on its website.

Documents, stipulated in point II. 1. above, evidencing the right to submission of that request i.e. one or several depositary certificates or other registered certificate(s) of the right to participate in the Ordinary General Meeting of the Company and allowing for identifying the shareholder, i.e. in the case of:

- a. shareholders being legal persons or entities not having a legal personality – evidencing also their right to act in the name of such entity by enclosing a current excerpt from the register appropriate for such person/entity;
- b. shareholders being natural persons – enclosing a copy of a document evidencing identity of the shareholder;
- c. request being submitted by an attorney – enclosing the power of attorney for notification of such request, signed by the Shareholder, and a copy of the document evidencing identity of the attorney; and if the attorney is not a natural person, a copy of an excerpt from the appropriate register evidencing authorisation of person acting in the name of an attorney not being a natural person; shall be attached to draft resolutions.

The shareholders who file their request using electronic means of communication should send such documents as PDF files. Certified translations into Polish must be attached to any documents that are in a language other than Polish.

Any risk involved in a shareholder's use of electronic means of communication shall be borne by the shareholder.

Submission of draft resolutions regarding matters included in the agenda of the General Meeting or matters, which may be included in the agenda, should be made by the end of the day preceding the date of holding the Ordinary General Meeting. The Company can not guarantee its ability to verify the above-mentioned event on the day of the Ordinary General Meeting.

**3. Shareholder's right to present draft resolutions concerning the matters included in the agenda in the course of the General Meeting**

Each shareholder authorised to participate in the General Meeting may propose draft resolutions regarding matters included in the agenda in the course of the Ordinary General Meeting.

**4. Information concerning how the right to vote may be exercised by a proxy, including in particular information concerning the forms used during voting by proxy, and how the company is to be notified by means of electronic communication that a proxy has been appointed**

A shareholder who is a natural person may participate in the Ordinary General Meeting and exercise voting rights either personally or through a proxy. A shareholder other than a natural person may participate in the Ordinary General Meeting and exercise the voting right by a person authorized to make statements on its behalf or by proxy. The proxy of the shareholder shall exercise all rights of the shareholder, unless the power of attorney provides otherwise. The proxy may grant a further proxy if his power of attorney so allows. One proxy may represent more than one shareholder. If the shareholder holds shares registered on more than one securities account, the shareholder may appoint separate proxies to exercise the share rights under the shares registered on each of the accounts.

The power of attorney for voting through a proxy should be granted in writing or electronically. The granting of a power of attorney electronically does not require a secure electronic signature verified using a valid qualified certificate.

In order to notify the Company in electronic form that a shareholder has granted, or revoked, a power of attorney authorising its holder to participate in the General Meeting and to exercise the right to vote, such a shareholder must send to the Company a completed form of the power of attorney, or form of revocation of the power of attorney in PDF format. Said forms are available on the Company's website at the following web addresses:

*The power of attorney to participate in the Ordinary General Shareholders Meeting of Dom Development S.A. with its registered seat in Warsaw to be held on 28 May 2015 and exercising the share rights:*

<http://inwestor.domdevelopment.pl/uploads/dokumenty/Poa-OGSM-28-05-2015.pdf>

*The statement of the revocation of the power of attorney to participate in the Ordinary General Shareholders Meeting of Dom Development S.A. with its registered seat in Warsaw to be held on 28 May 2015 and exercising the share rights:*

<http://inwestor.domdevelopment.pl/uploads/dokumenty/statement-of-revocation-of-Poa-OGSM-28-05-2015.pdf>

These must be sent to the following email address of the Company, [wza@domd.pl](mailto:wza@domd.pl), no later than on the day preceding the date of holding the Ordinary General Meeting.

Along with the above form, duly completed, the shareholder must send, also in PDF format, scans of the following documents: identity card, passport or other personal identification document or an up-to-date or a full copy of an extract from the National Court Register or other register of legal persons, an organisational unit without legal personality allowing verification of the proxy and the shareholder as his principal. For the purposes of allowing the Company to contact the shareholder to verify the validity of the power of attorney granted electronically, the shareholder must provide his telephone number along with the above form.

The Company announces that a form allowing the exercise of voting rights by proxy containing the information specified in Article. 402<sup>3</sup> § 3 of the Commercial Companies Code is to be found on the Company's website at:

<http://inwestor.domdevelopment.pl/uploads/dokumenty/voting-form-proxy-OGSM-28-05-2015.pdf>

Use of the form is not mandatory. The form includes instructions on how to exercise voting rights by proxy, but doesn't replace the power of attorney granted to the proxy by a shareholder. The company will not verify whether the proxies vote in accordance with instructions received from the principals. Accordingly, the Management Board of the Company announces that voting instructions should only be given to the proxy.

If the vote at the Ordinary Shareholders Meeting takes place using an electronic system for casting and counting of votes, the form allowing the exercising of voting rights by the proxy will not apply.

Certified translations into Polish must be attached to any documents that are in a language other than Polish.

Any risk involved in a shareholder's use of electronic means of communication shall be borne by the shareholder.

Shareholders of the Company may also revoke their powers of attorney to participate in the Ordinary General Meeting and to exercise the voting rights that were granted in electronic form by presenting the Company with a relevant representation delivered during the Ordinary General Meeting. The notification on revocation of a power of attorney is effective if it was made no later than at the moment of disposition of voting in the Ordinary General Meeting.

Shareholders of the Company will be admitted to participate in the Ordinary General Meeting upon presentation of a personal identification document, and the proxies will be admitted once they present a personal identification document and a valid power of attorney (or a sequence of powers of attorney), granted in writing or in electronic form (in the latter case the proxy should present a printed copy of the power of attorney). Representatives of legal persons or organisational unit without legal personality should, additionally, present up-to-date copies of extracts from relevant registers confirming the authorised persons' right to represent those entities.

##### **5. Information about alternative forms of participation in the General Meeting and the exercise of voting rights**

The Company Statute does not allow for participation in the General Meeting, speaking during the General Meeting, or exercising the right to vote, by using means of electronic communication. The Bylaws of the General Meeting do not allow for exercising the voting rights at the General Meeting by mail. The Company does not allow for exercising the voting rights by mail or using means of electronic communication.

### **III. Date of registration of participation in the General Meeting**

The date of registration of participation in the Ordinary General Meeting is 12 May 2015. The following persons will be entitled to participate in the Ordinary General Meeting of the Company:

- a) persons who, on the day of registration, i.e. sixteen days prior to the date of the Ordinary General Meeting i.e. on 12 May 2015 were shareholders of the Company, i.e. shares in the Company will be registered in their securities account;

and

- b) persons who, not earlier than after the announcement of the convening of the Ordinary General Meeting i.e. not earlier than on 23 April 2015 and not later than on the first weekday following the day of registration of the participation in Ordinary General Meeting, i.e. not later than on 13 May 2015, file a request, with the entity that keeps their securities account in which the shares in the Company are registered, for the issuance of a registered certificate regarding their right to participate in the Ordinary General Meeting.

It is recommended that the shareholders collect said certificate confirming their right to participate and to take it with them on the date of the Ordinary General Meeting, and to check if the shareholder was placed on the list of shareholders referred to in section IV below.

### **IV. The list of shareholders authorised to participate in the General Meeting**

The Company determines the list of shareholders authorised to participate in the Ordinary General Meeting on the basis of a list delivered thereto by the National Depository of Securities (*Krajowy Depozyt Papierów Wartościowych S.A.*), and made on the basis of registered certificates issued by the entities keeping the securities accounts to confirm the right to participate in the General Meeting. Three days before the date of the Ordinary General Meeting, i.e. starting from 25 May 2015, from 9:00 a.m. to 5:00 p.m., at the secretary's office of the Company's Management Board, Entrance No. 2, the Metropolitan Building, pl. Piłsudskiego 3, Warsaw, a list of shareholders authorised to participate in the Ordinary General Meeting will be made available for review. A shareholder will have the right to demand that such list be sent thereto, free of charge, by email, by disclosing the address to which it is to be sent.

The request for sending the list of shareholders shall be sent to the following email address: [wza@domd.pl](mailto:wza@domd.pl) or submit in the office of the Company in Warsaw, Pl. Piłsudskiego 3, and additionally in the case of:



- a. shareholders not having a legal personality – to evidence also their right to act in the name of shareholder by enclosing a current excerpt from the register appropriate for the shareholder;
- b. shareholders being natural persons – to enclose a copy of a document evidencing identity of the shareholder;
- c. request being submitted by an attorney – to enclose the power of attorney for notification of such request, signed by the Shareholder, and copy of document evidencing identity of the attorney; and if the attorney is not a natural person, a copy of an excerpt from the appropriate register evidencing authorisation of person acting in the name of an attorney not being a natural person.

The shareholder should evidence his status as the shareholder of the Company in the manner stipulated in point II. 1. of this Announcement.

The shareholders who file their request using electronic means of communication should send such documents as PDF files. Certified translations into Polish must be attached to any documents that are in a language other than Polish language.

Persons entitled to participate in the Ordinary General Meeting will be able to receive the voting cards on the day of the Ordinary General Meeting in the voting room, from 1:00 p.m.

#### **V. Place where the documents and information concerning the General Meeting will be available**

The full text of the documentation that is to be presented at the Ordinary General Meeting, and the drafts of resolutions, will be available, starting from the date on which the General Meeting is convened, at the secretary's office of the Company's Management Board, Entrance No. 2, the Metropolitan Building, pl. Piłsudskiego 3, Warsaw, from 9:00 a.m. to 5:00 p.m. and on the Company's website at <http://inwestor.domdevelopment.pl/company-info/corporate-governance/shareholders-meeting/28-05-2015>

The comments of the Company's Management Board or the Company's Supervisory Board regarding placement of specific matters on the agenda of the Ordinary General Meeting or matters which are to be introduced to the agenda prior to the date of the Ordinary General Meeting will be available on the Company's website at <http://inwestor.domdevelopment.pl/company-info/corporate-governance/shareholders-meeting/28-05-2015> immediately after they are made.

The Company will publish all the information regarding the Ordinary General Meeting on the Company's website at <http://inwestor.domdevelopment.pl/company-info/corporate-governance/shareholders-meeting/28-05-2015>

In the case of questions or uncertainty relating to participation in the Ordinary General Meeting, please contact us at the following email address of the Company: [wza@domd.pl](mailto:wza@domd.pl).

#### **VI. In accordance with Article 402 § 2 of the Commercial Companies Code, the Management Board of Dom Development S.A. hereby presents the existing wording of the point 3.2.8 of the**

**Company Statute and the wording of the proposed amendments of the point 3.2.8 of the Company's Statute:**

The current wording of point 3.2.8 of the Statute:

*"The Management Board is authorised to increase the Company's share capital by way of the issue of new shares with an aggregate nominal value of no more than PLN 1,615,825 (in words: one million, six hundred and fifteen thousand, eight hundred and twenty-five Polish zloty) in one or several share capital increases within the limits specified above (authorised and unissued capital). The Management Board's authorisation to increase the share capital and to issue new shares within the limits of the authorised and unissued capital shall expire after three (3) years from the date on which the amendment to the statute made by virtue of resolution of the general meeting No. 23 dated 23 May 2012 is entered in the register of business entities."*

Proposed wording of point 3.2.8 of the Statute:

*"The Management Board is authorised to increase the Company's share capital by way of the issue of new shares with an aggregate nominal value of no more than PLN 1,514,950 (in words: one million, five hundred and fourteen thousand, nine hundred and fifty Polish zloty) in one or several share capital increases within the limits specified above (authorised and unissued capital). The Management Board's authorisation to increase the share capital and to issue new shares within the limits of the authorised and unissued capital shall expire after three (3) years from the date on which the amendment to the statute made by virtue of resolution of the general meeting No. 23 dated 28 May 2015 is entered in the register of business entities."*