

Current Report No. **16/2015**

Report Date: **23 April 2015**

Abbreviated name of the issuer:

**DOM DEVELOPMENT S.A.**

Subject:

**Second notification of the intention to merge of Dom Development S.A. and Divina Sp. z o.o.**

Legal basis:

**Article 56.1.1 of the Public Offering Act – confidential information**

**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 second 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.