

# **SHAREHOLDERS MEETING BYLAWS**

**of the company operating under the business name**

**DOM DEVELOPMENT S.A.**

**with its registered office in Warsaw**

**dated 5 September 2006**

**amended by Resolutions No. 27 dated 15 May 2008 and No. 31 dated 21 May 2009**

## **1 General Provisions**

- 1.1** These Bylaws (the „**Bylaws**”) set out in detail the terms and procedure for calling and holding the Shareholders Meeting of Dom Development S.A., with its registered office in Warsaw (the „**Company**”).
- 1.2** The Shareholders Meeting may be Ordinary or Extraordinary, and as a governing body of the Company operates on the basis of the Commercial Companies Code, the Company's Statute and the provisions of these Bylaws.

## **2 Calling and Cancelling the Shareholders Meeting**

- 2.1** The Shareholders Meeting shall be called on the terms set out in the Company's Statute and the Commercial Companies Code.
- 2.2** A request to call the Shareholders Meeting should be justified. The request to call the Shareholders Meeting should be accompanied by the drafts of the proposed resolutions and all other significant materials connected with the draft resolutions. Draft resolutions proposed to be adopted at the Shareholders Meeting should be justified except for the resolutions on organizational and formal issues and resolutions that are typical resolutions adopted in the course of an Ordinary Shareholders Meeting. Considering the above, the Management Board should present a justification, or request the entity presenting the motion on placing a given issue in the agenda of a Shareholders Meeting to provide such justification.
- 2.3** It is possible to cancel or change the date of the Shareholders Meeting only in justified extraordinary circumstances and/or in the event that the Shareholders Meeting becomes pointless. Any such cancellation or change of the date of the Shareholders Meeting shall take place according to the procedure for calling the Shareholders Meeting, provided that any adverse consequences thereof for the shareholders are mitigated. Any cancellation of the Shareholders Meeting shall take place no later than two weeks prior to the initial planned date thereof.

## **3 Preparation of the Shareholders Meeting**

- 3.1** The Management Board is obliged to prepare and organize the Shareholders Meeting.

- 3.2** The Management Board's duties in this respect include all activities arising from the relevant provisions of law and the Company's Statute, and in particular:
- 3.2.1** determination of the agenda, unless otherwise stipulated by the provisions of law or the Company's Statute;
  - 3.2.2** announcement of the Shareholders Meeting;
  - 3.2.3** furnishing the Company's shareholders via the Company's website with the draft resolutions proposed to be adopted by the Shareholders Meeting and other significant materials, including the opinion of the Supervisory Board from the date of the convening of the Shareholders Meeting.
  - 3.2.4** preparing and signing the list of shareholders entitled to participate in the Shareholders Meeting;
  - 3.2.5** making sure that the list of shareholders entitled to participate in the Shareholders Meeting is placed in the Management Board's offices three days prior to the holding of the Shareholders Meeting;
  - 3.2.6** making sure that minutes are drawn up of the course of the meeting and resolutions, in such form as required by law.
- 3.3** In order for a shareholder to provide a notification to the Company of the granting or revocation in electronic form of a power of attorney to participate in the Shareholders Meeting and to exercise a voting right, a shareholder must submit a completed application form concerning the granting or revocation of said power of attorney, to the Company's e-mail address as specified on the Company's website ([www.domdevelopment.com.pl](http://www.domdevelopment.com.pl) or any other Company's website that replaces it), at the latest the day before the Shareholders Meeting. Said application form can be found on the Company's website at ([www.domdevelopment.com.pl](http://www.domdevelopment.com.pl) or any other Company's website that replaces it). A shareholder who grants a power of attorney in electronic form must include his or her telephone number in the above-mentioned application form in order to enable the Company to contact the shareholder to verify the validity of the power of attorney granted in electronic form.
- 3.4** A shareholder may also revoke a power of attorney to participate in the Shareholders Meeting and to exercise a voting right granted in electronic form by a notification made to the Company during the Shareholders Meeting. A notification on revocation of a power attorney is effective, if it was made not later than at the moment of disposition of voting in the Shareholders Meeting.

## **4 Making the List of Attendees of the Shareholders Meeting**

- 4.1** For the Shareholders Meeting a list of attendees is prepared on the basis of the list of shareholders entitled to participate in the Shareholders Meeting, kept by the Management Board. The list of attendees is to be prepared by the persons indicated by the Management Board.
- 4.2** The list of attendees shall contain:

- 4.2.1 name and surname or business name of the shareholder, and if the shareholder is represented by a proxy, also the name and surname of the proxy;
- 4.2.2 number of shares held and number of votes attached to such shares.
- 4.3 When making the list of attendees one should:
  - 4.3.1 check whether the shareholder is entered on the list of shareholders entitled to participate in the Shareholders Meeting;
  - 4.3.2 verify the identity of the shareholder or his proxy on the basis of a personal identity card, passport, an extract from the relevant register or any other relevant document;
  - 4.3.3 check the authorizations of the persons acting on behalf of the shareholders and attach them to the list of attendees, in the event of power of attorneys granted in written form;
  - 4.3.4 make the shareholders or proxies sign the list of attendees;
  - 4.3.5 provide the shareholders or proxies with an appropriate voting card.
- 4.4 The list of attendees shall be signed by the participants of the Shareholders Meeting.
- 4.5 After the list of attendees is prepared, it is signed by the Chairman of the Shareholders Meeting and made available during the Shareholders Meeting.
- 4.6 Complaints concerning the authority to participate in the Shareholders Meeting shall be addressed to the Chairman of the Shareholders Meeting, appointed in accordance with the provisions of Section 6 below. The decision in this respect shall be taken by the Shareholders Meeting.

## **5 Supervisory Board Members, Management Board Members and Experts Participating in the Shareholders Meeting**

- 5.1 The members of the Management Board and Supervisory Board of the Company shall participate in the Shareholders Meeting without any invitation being required.
- 5.2 The Management Board shall be obliged to notify the Supervisory Board members of the dates of the Shareholders Meetings.
- 5.3 When invited by the Management Board, other persons, including auditors and experts, may participate in the Shareholders Meeting or the relevant part thereof, if their participation is justified by the need to present the participants of the Shareholders Meeting with an opinion on the discussed matters.
- 5.4 An auditor should be present at Shareholders Meeting which consider the Company's financial affairs.

## **6 Opening of the Shareholders Meeting; Obligations of the Chairman**

- 6.1** The Shareholders Meeting shall be opened by the Chairman of the Supervisory Board or in his absence by the Deputy Chairman of the Supervisory Board.
- 6.2** The Shareholders Meeting shall be conducted by the Chairman indicated by the Management Board in the written notice referred to in §8.2.7 of the Statute or the Chairman indicated by the entitled shareholders in compliance with §8.2.4 of the Statute..
- 6.3** With the reservation of the provisions of §8.2.4 of the Statute, if the Management Board fails to indicate the Chairman, art. 409 §1 of the Commercial Companies Code shall apply accordingly.
- 6.4** In the circumstances described in Section 6.3 above, the Chairman of the Shareholders Meeting shall be elected in a secret vote from amongst the persons authorized to participate in the Shareholders Meeting. The candidate who gets the most votes and agrees to act as the Chairman becomes the Chairman of the Shareholders Meeting.
- 6.5** The Chairman may resign from his function only for good reasons.
- 6.6** In particular, the Chairman shall have the following rights and obligations:
  - 6.6.1** running the meeting,
  - 6.6.2** announcing the agenda,
  - 6.6.3** announcing the results of voting,
  - 6.6.4** ordering votes,
  - 6.6.5** allowing or disallowing the participants to speak and setting the order in which they will speak,
  - 6.6.6** limiting the right to speak,
  - 6.6.7** requesting brief adjournments in the meeting, subject to the provisions of art. 408 § 2 of the Commercial Companies Code.
- 6.7** The participants of the Shareholders Meeting shall have the right to object to the Chairman's decisions, including these referred to in Section 6.6 above.
- 6.8** In the event of any such objection, the Shareholders Meeting shall decide whether to uphold or revoke the Chairman's decision.

## **7 Course of Meeting**

- 7.1** After the list of attendees is signed and checked, the Chairman puts the agenda to a vote.
- 7.2** The Shareholders Meeting may adopt the agenda without any changes, change the order of particular items on the agenda or remove certain items therefrom, subject to the provisions of the Statute. The Shareholders Meeting may also introduce new matters to the agenda and discuss them without passing resolutions concerning such matters. The Chairman of the

Shareholders Meeting shall not have the right to remove or change any items placed on the agenda without the Shareholders Meeting's consent.

- 7.3** The Chairman of the Shareholders Meeting should conduct the Shareholders Meeting in such manner as to ensure that it is run efficiently and that all shareholders' rights and interests are respected.
- 7.4** Each participant of the Shareholders Meeting may participate in the discussion of the matters encompassed by the agenda which are currently reviewed.
- 7.5** The Chairman of the Shareholders Meeting shall allow the participants of the Shareholders Meeting, the members of the governing bodies and the employees of the Company as well as the experts to speak in order to present their explanations.
- 7.6** Each participant of the Shareholders Meeting may submit a motion concerning formal matters. In formal matters the Chairman shall allow participants to speak notwithstanding the agreed order. Motions concerning formal matters shall be motions concerning the method of debate and voting.
- 7.7** The Chairman of the Shareholders Meeting may allow the members of the Company's governing bodies and employees as well as the experts to speak in order to present their explanations.
- 7.8** Voting on formal matters may only concern matters connected with the conduct of the Shareholders Meeting. This voting procedure shall not be applied to any resolutions which may affect the exercise of the shareholders' rights by the Company's shareholders.
- 7.9** A resolution concerning abstention from review of the matter placed on the agenda may be passed only for good reasons and requires a majority of  $\frac{3}{4}$  votes cast to be valid, following the prior consent of all present shareholders who submitted such motion.

## **8 Adjournments**

- 8.1** The Chairman of the Shareholders Meeting may not request adjournments of the meeting or comply with the requests of the participants of the Shareholders Meeting in this respect if it is only intended to make it difficult for the shareholders to exercise their rights.
- 8.2** In the event that Shareholders Meeting resolves on an adjournment, it is not necessary for the continuity of the Shareholders Meeting to ensure that the participants of the Shareholders Meeting are the same persons, and in particular:
  - 8.2.1** a different number of participants of the Shareholders Meeting may participate in the Shareholders Meeting after the adjournment, provided that such participants are entered on the list of attendees drawn up on the date on which the meeting is resumed;
  - 8.2.2** if the Chairman elected prior to the adjournment is present, there shall be no new elections and the same person shall chair the meeting;

- 8.2.3** if the shareholders' proxies are different, their authorization or any other relevant document authorizing them to represent the shareholder at the Shareholders Meeting must be submitted;
- 8.2.4** the right to participate in the Shareholders Meeting shall be ascertained on the basis of the rules set out in art. 406<sup>1</sup> – 406<sup>3</sup> of the Commercial Companies Code on the date of the registration in the Shareholders Meeting.
- 8.3** It is not permissible to extend the agenda of the Shareholders Meeting included in the announcement of the adjourned meeting.
- 8.4** A resolution concerning an adjournment of the Shareholders Meeting shall not require a separate announcement according to the procedure for calling the Shareholders Meeting, or announcement concerning the place in which the meeting will be resumed after the adjournment, provided that the Shareholders Meeting shall take place in the same city.
- 8.5** If the Shareholders Meeting requests an adjournment of the meeting, the resolutions passed prior to the adjournment shall be recorded in the minutes and a note shall be made that the Shareholders Meeting has been adjourned.
- 8.6** Following the resumption of the Shareholders Meeting the resolutions passed during the adjourned part of the meeting shall be recorded in separate minutes, and if there are several adjournments – in several separate minutes.
- 8.7** All minutes in the form of a notarial deed drawn up in accordance with Section 8.5 above shall be accompanied by a list of attendees of the Shareholders Meeting, participating in a relevant part thereof.

## **9 Passing Resolutions**

- 9.1** The Shareholders Meeting shall pass resolutions concerning the matters encompassed by the agenda following a vote.
- 9.2** Voting is open, subject to the relevant provisions of the Statute, the Commercial Companies Code and Section 11.2 below.
- 9.3** The votes of the shareholders who do not participate in the voting but are present in the room shall be treated as abstentions. The shareholder who does not wish to cast his vote in a given voting shall be obliged to inform the Chairman thereof prior to the voting.
- 9.4** Any votes cast in contradiction with the Commercial Companies Code or the Statute shall be deemed invalid.
- 9.5** A Shareholders Meeting is valid and can adopt resolutions exclusively when shareholders representing at least 50.1 % of all votes are represented.
- 9.6** Resolutions shall be adopted by an absolute majority of the votes cast, unless the provisions of the Commercial Companies Code or this Statute stipulate otherwise.
- 9.7** Voting may be held through the use of an electronic voting system for casting and calculating votes. The system should ensure that votes are cast for or

against a resolution or motion in such number as corresponds to the number of shares held by the shareholder, and differently for each share held. In the event of a secret vote, the system should permit the elimination of voter identification.

- 9.8** The Chairman of the Shareholders Meeting should allow those who raise any objections to any resolution to briefly justify their objections. At the request of any participant of the Shareholders Meeting, his written statement must be recorded in the minutes.

## **10 Appointment of the Supervisory Board**

- 10.1** The Supervisory Board shall comprise between five and nine members, including the Chairman and 2 Deputy Chairmen. The Chairman of the Supervisory Board and 1 Deputy Chairman are appointed and dismissed by the Supervisory Board. In the case of appointing the Supervisory Board by separate groups pursuant to art. 385 §5 or §6 of the Commercial Companies Code, the Chairman of the Supervisory Board shall be indicated by a shareholder holding at least 50.1% of the shares in the Company.
- 10.2** A Shareholders Meeting shall determine the number of members of the Supervisory Board. In the event that the Supervisory Board is appointed by separate groups it shall comprise nine members.
- 10.3** Subject to Section 10.4 below, the Shareholders Meeting shall appoint and dismiss members of the Supervisory Board.
- 10.4** A shareholder holding at least 50.1 % of the shares in the Company is vested with the personal right to appoint and dismiss half of the members of the Supervisory Board, including 1 Deputy Chairman thereof. In the event of an odd number of Supervisory Board members, a shareholder holding at least 50.1% shares in the Company is authorised to appoint three (where the Supervisory Board is comprised of five persons), four (where the Supervisory Board is comprised of seven persons) or five (where the Supervisory Board is comprised of nine persons) Supervisory Board members, respectively. The above authorisation is exercised by way of serving a written statement to the Company on appointment or dismissal of a given Supervisory Board member.
- 10.5** At the request of the shareholders representing at least one fifth of the share capital, the Supervisory Board should be appointed by way of voting by separate groups. A motion concerning the appointment of the Supervisory Board by a separate group or by separate groups should be submitted to the Management Board at such time as makes it possible to place it on the agenda of the Shareholders Meeting.
- 10.6** Prior to the appointment by separate groups, the Chairman shall inform the Shareholders Meeting of the number of the present shareholders, the number of shares held by the present shareholders and the number of shares required to create a group capable of appointing a member of the Supervisory Board.
- 10.7** Persons representing at the Shareholders Meeting such number of shares as arises from the division of the total number of represented shares by the number of the Supervisory Board members may create a separate group in order to appoint one member of the Supervisory Board. However, such

persons shall not participate in the appointment of the other members of the Supervisory Board.

- 10.8** Groups may join other groups to create one group in order to make a joint appointment.
- 10.9** The Chairman of the Shareholders Meeting shall coordinate the procedure for appointment of the Supervisory Board members by way of voting by separate groups, set the order of voting and order voting in separate groups.
- 10.10** The Shareholders Meeting may provide the created groups or group with a separate meeting and voting place.
- 10.11** A simple majority of votes cast in the group shall decide about the appointment of a Supervisory Board member within one group.
- 10.12** In the voting according to the procedure set out in Section 10.5 above, each share shall entitle its holder to one vote without any privileges or limitations, subject to art. 353 §3 of the Commercial Companies Code.
- 10.13** Upon appointment of at least one member of the Supervisory Board pursuant to the procedure set out in Section 10.5 above, mandates of all remaining members of the Supervisory Board shall prematurely expire.
- 10.14** Positions in the Supervisory Board that are not filled by an appropriate shareholder group created in accordance with the provisions of this Section, shall be filled by way of voting, in which all shareholders who have not cast their votes during the appointment of the Supervisory Board members appointed by voting in groups shall participate.
- 10.15** If at least one group capable of appointment a Supervisory Board member is not created at the Shareholders Meeting, the appointment of the Supervisory Board members shall not be made and the existing members shall continue in office.

## **11 Ballot Counting Committee**

- 11.1** The Shareholders Meeting may appoint a Ballot Counting Committee consisting of 3 members, from amongst the candidates indicated by the participants of the Shareholders Meeting holding voting rights.
- 11.2** The appointment shall be made in a secret vote. The Shareholders Meeting may pass a resolution on waiving the secrecy requirement.
- 11.3** If the Ballot Counting Committee is appointed, its duties shall include:
  - 11.3.1** making sure that each voting is properly held;
  - 11.3.2** overseeing the operation of the electronic voting system;
  - 11.3.3** checking and providing the voting results to the Chairman of the Shareholders Meeting;
  - 11.3.4** informing the Chairman of the Shareholders Meeting immediately of any irregularities of the vote.



- 11.4** Upon ascertaining that the voting was properly held, all members of the Ballot Counting Committee shall sign a protocol of each voting, containing the voting results, prepared by the Committee.

## **12 Final Provisions**

- 12.1** After the matters placed on the agenda are exhausted, the Chairman closes the meeting and signs the minutes of the Shareholders Meeting. The Chairman may not unreasonably delay the execution of the minutes of the Shareholders Meeting. The Management Board and the Chairman of the Shareholders Meeting are obliged to ensure the release of the minutes of the Shareholders Meeting to the Management Board by the notary no later than within three business days of the date of holding the Shareholders Meeting.
- 12.2** At the request of any shareholder, the Management Board shall be obliged to deliver a copy of these Bylaws to such shareholder.
- 12.3** All amendments hereto shall take effect as of the date of the Shareholders Meeting following the Shareholders Meeting, on which such amendments are effected.
- 12.4** These Regulations shall be published on the Company's website.