

**RESOLUTION No 03/01/19**

**of the Management Board of Dom Development S.A.**

**with its registered seat in Warsaw**

**dated 24 January, 2019**

**on increasing the share capital by issuing shares of series Z within the authorised capital and the depriving of shareholders of their pre-emptive rights in whole**

§ 1

In compliance with the authorisation granted in point 3.2.8. of Statute of Dom Development S.A. with its registered seat in Warsaw (the “**Company**”) and according to the Supervisory Board resolutions no: 01/01/19 dated 18 January 2019 on granting the consent to deprive the previous shareholders of Dom Development S.A. of their pre-emptive rights in whole by the Management Board and on the opinion on increasing the share capital of the Company by issuing shares within the authorised capital and No 02/01/19 dated 18 January 2019 on granting the consent to the Management Board to set the share issue price of shares of series ‘Z’ in the amount of PLN 35.00 per share, the Management Board of the Company agrees that:

- 1)** the share capital of the Company is increased from the previous amount of PLN 24,968,422.00 (twenty four million, nine hundred and sixty eight thousand, four hundred and twenty two Polish zloty) up to the amount of PLN 25,068,422.00 (twenty five million, sixty eight thousand, four hundred and twenty two Polish zloty) i.e. by the amount of PLN 100,000.00 (one hundred thousand Polish zloty) by issuing 100,000 (one hundred thousand) of ordinary bearer shares of series ‘Z’, with a nominal value of PLN 1.00 (one Polish zloty) each, numbered from 1 to 100,000,
- 2)** the share issue price of shares of series ‘Z’ is fixed at the amount of PLN 35.00 (thirty five Polish zloty) each,
- 3)** the new shares of series ‘Z’ will participate in the dividend for the year which ends on 31 December 2018 i.e. beginning from 1 January 2018, with the proviso that in the dividends for that year and for the following years, the shares of series ‘Z’, which are signed onto the securities accounts not later than on the dividend day set out in the appropriate resolution of the Ordinary General Shareholders Meeting of the Company in relation with allocation the Company’s profit for the given year for division between shareholders in the form of dividend will participate,
- 4)** in compliance with the Supervisory Board Resolution No 01/01/19 dated on 18 January 2019 on granting the consent to deprive the previous shareholders of Dom Development S.A. of their pre-emptive rights in whole by the Management Board and on the opinion on increasing the share capital of the Company by issuing shares within the authorised capital, the Management Board

deprives the shareholders of their pre-emptive rights of 100,000 (one hundred thousand) of ordinary bearer shares of series 'Z', with a nominal value of PLN 1.00 (one Polish zloty) each, numbered from 1 to 100,000.

The purpose of the issue of shares of series 'Z', which gives the right to subscribe for shares within authorized capital, is to facilitate the Company to fulfill of its obligations resulting from the Management Share Option Programme IV for Małgorzata Kolarska, Vice President of the Management Board, Chief Operations Officer, regarding 500,000 Shares of Dom Development S.A. (the "**Scheme IV**"). Scheme IV was introduced in relation to the increasing scale and territorial range of business operations of the Company and the key role of the areas within the scope of duties of the Vice President of the Management Board and Chief Operations Officer, where this scope of duties includes inter alia purchase of land and development of projects and in order to establish a link between the ongoing operational activities and a long-term development of the Company and increase in the value for the shareholders. The exclusion of the pre-emptive rights of the shareholders is justified by the fact that the present issue of shares of series 'Z' is directed solely to participant of Scheme IV, Mrs. Małgorzata Kolarska, and in order to facilitate the exercise of her rights under the subscription warrants,

- 5)** the issue of shares of series 'Z' is taken up by way of private subscription and the shares are intended to be subscribed for the following person:

Małgorzata Kolarska, PESEL 67010502520 – 100,000 (one hundred thousand) ordinary bearer shares of series 'Z' numbered from 1 to 100,000, with a nominal value of PLN 1.00 (one Polish zloty) each and with a total nominal value of PLN 100,000.00 (one hundred thousand Polish zloty),

- 6)** the new shares of series 'Z' are covered by a cash contribution in whole, before the registration of the increasing the share capital,
- 7)** the deadline to subscribe for shares of series 'Z' i.e. the deadline to make the statement of acceptance of the offer to subscribe for shares of series 'Z' expires on 1 February 2019, at 5:00 p.m., Warsaw time.

## § 2

In connection with the increase of the share capital of the Company by issuing the shares of series 'Z', according to § 1 of the present resolution, point 3.2.1 of the Company's Statute receives the following wording:

### **"3.2.1**

*The share capital amounts to PLN 25,068,422.00 (twenty five million, sixty eight thousand, four hundred and twenty two) zlotys and is divided into:*

- a) 21,344,490 (twenty one million, three hundred and forty four thousand, four hundred and ninety) ordinary bearer shares of Series A, from numbers 1 to 21,344,490 with a nominal value of PLN 1.00 each;*
- b) 2,705,882 (two million, seven hundred and five thousand, eight hundred and eighty two) ordinary bearer shares of Series F, from numbers 1 to 2,705,882 with a nominal value of PLN 1.00 each;*
- c) 172,200 (one hundred and seventy two thousand, two hundred) ordinary bearer shares of Series H, from numbers 1 to 172,200 with a nominal value of PLN 1.00 each;*
- d) 92,700 (ninety two thousand, seven hundred) ordinary bearer shares of Series I, from numbers 1 to 92,700 with a nominal value of PLN 1.00 each;*
- e) 96,750 (ninety six thousand, seven hundred and fifty) ordinary bearer shares of Series J, from numbers 1 to 96,750 with a nominal value of PLN 1.00 each;*
- f) 148,200 (one hundred and forty eight thousand, two hundred) ordinary bearer shares of Series L, from numbers 1 to 148,200 with a nominal value of PLN 1.00 each;*
- g) 110,175 (one hundred and ten thousand, one hundred and seventy five) ordinary bearer shares of Series Ł, from numbers 1 to 110,175 with a nominal value of PLN 1.00 each;*
- h) 24,875 (twenty four thousand, eight hundred and seventy five) ordinary bearer shares of Series M, from numbers 1 to 24,875 with a nominal value of PLN 1.00 each;*
- i) 20,000 (twenty thousand) ordinary bearer shares of Series N, from numbers 1 to 20,00 with a nominal value of PLN 1.00 each;*
- j) 26,000 (twenty six thousand) ordinary bearer shares of Series O, from numbers 1 to 26,000 with a nominal value of PLN 1.00 each;*
- k) 925 (nine hundred and twenty five) ordinary bearer shares of Series P, from numbers 1 to 925 with a nominal value of PLN 1.00 each;*

- l) 11,000 (eleven thousand) ordinary bearer shares of Series R, from numbers 1 to 11,000 with a nominal value of PLN 1.00 each;*
- m) 17,075 (seventeen thousand seventy five) ordinary bearer shares of Series S from number 1 to 17,075 with a nominal value of PLN 1.00 each;*
- n) 1,000 (one thousand) ordinary bearer shares of Series T from number 1 to 1,000 with a nominal value of PLN 1.00 each;*
- o) 10,320 (ten thousand, three hundred and twenty) ordinary bearer shares of Series U from number 1 to 10,320 with a nominal value of PLN 1.00 each;*
- p) 1,000 (one thousand) ordinary bearer shares of Series V from number 1 to 1,000 with a nominal value of PLN 1.00 each;*
- q) 85,830 (eighty five thousand, eight hundred and thirty) ordinary bearer shares of Series W from number 1 to 85,830 with a nominal value of PLN 1.00 each;*
- r) 100,000 (one hundred thousand) ordinary bearer shares of Series Y from number 1 to 100,000 with a nominal value of PLN 1.00 each;*
- s) 100,000 (one hundred thousand) ordinary bearer shares of Series Z from number 1 to 100,000 with a nominal value of PLN 1.00 each.”*

§ 3

The resolution becomes applicable on the day of its adoption.