

RESOLUTION NO. 05/07/22
of the Management Board
of Dom Development S.A. with its registered seat in Warsaw
held on 25 July 2022
on a justification of the drafts of the resolutions to be adopted by the Extraordinary
General Meeting of Dom Development S.A. on 30 August 2022

The Management Board of Dom Development Spółka Akcyjna with its registered seat in Warsaw (the “**Company**”), acting pursuant to point 2.2 of the Dom Development S.A. Shareholders Meeting Bylaws and rule 4.6. of Best Practice for WSE Listed Companies 2021, adopts as follows:

§ 1

1. The Management Board of Dom Development Spółka Akcyjna with its registered seat in Warsaw, hereby presents a justification of the drafts of the resolutions of the Extraordinary General Meeting of Dom Development S.A. with its registered seat in Warsaw dated 30 August 2022 on acceptance of the agenda of the Extraordinary General Meeting, on revoking the secrecy of ballots for the resolution on appointing the Returning Committee and on appointing the Returning Committee.

The resolutions on acceptance of the agenda of the Extraordinary General Meeting, on revoking the secrecy of ballots for the resolution on appointing the Returning Committee and on appointing the Returning Committee arise through the formal course of the meeting and approval of them is in accordance with the Commercial Companies Code (“**Commercial Companies Code**”) and the Dom Development S.A. Shareholders Meeting Bylaws.

2. The Management Board of Dom Development S.A. with its registered seat in Warsaw hereby presents its justification for the draft resolution of the Extraordinary General Meeting of Dom Development S.A. with its registered seat in Warsaw dated 30 August 2022 on the adoption of the Management Share Options Programme VII for Leszek Stankiewicz, Vice-President of the Management Board – Financial Director of Dom Development S.A., regarding 250,000 Shares of Dom Development S.A. (“**Management Share Options Programme VII**”).

The Company has to date implemented four Management Share Options Programmes and the fifth Management Share Options Programme is currently in the process of being implemented.

The Management Share Options Programme VII is exclusively addressed to Leszek Stankiewicz, Vice-President of the Management Board – Financial Director of the Company and the Vice-President of the Management Board of Dom Construction sp. z o.o. with its registered seat in Warsaw, a subsidiary of Dom Development S.A. Capital Group (the “Group”). The reason behind this exclusivity is the special role that Mr. Leszek Stankiewicz plays in managing Company and Group operations when the further development plans of the Company and the Group require consistency and continuity in the financial transformation of the Company and Group, as well as the development of an effective general contractor for building services. Therefore, the aim of this Programme is for the Company to obtain the effective means and mechanisms to motivate Mr. Leszek Stankiewicz to perform actions that ensure the long-term increase in value of both the Company and the Group.

The Programme shall provide that when participant of the Management Share Options Programme VII submit his requests to join the programme in order to exercise Share options to subscribe for the Shares (subscription warrants) allocated to them, the Management Board will adopt, upon the consent of the Supervisory Board, resolutions on increasing the share capital within the limits of the authorised and unissued capital, in the performance of which the holder of a subscription warrants could exercise his rights to subscribe for the Shares.

In accordance with the provisions of the Management Share Options Programme VII the Company plans to issue on one or several occasions, up to 250,000 Shares with a nominal value of PLN 1.00 each, intended for the implementation of the Management Share Options Programme VII, within the limits of the authorised capital. In the case of the Management Share Options Programme VII the issue price will be set directly by the General Shareholders Meeting at PLN 50.00 (in words: fifty Polish zloty) for one share.

3. The Management Board of Dom Development S.A with its registered seat in Warsaw hereby presents a justification for the draft resolution of the Extraordinary General Meeting of Dom Development S.A. with its registered seat in Warsaw dated 30 August 2022 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.

A draft resolution provides the Management Board the authorisation to increase the share capital by way of a new share issue with an aggregate nominal value of up to PLN 1,350,000.00 (in words: one million three hundred and fifty thousand Polish zloty), on one or several occasions, within the limits set out above, with the right granted to the Management Board to exclude, in full or in part, upon the consent of the Supervisory Board, the pre-emptive rights the existing shareholders may have with respect to the new shares and subscription warrants which entitle their holders to subscribe for shares. The purpose of this resolution is:

- a) to facilitate the Company to perform its obligations under the Management Share Options Programme V for Mikołaj Konopka, Member of the Management Board of Dom Development S.A., regarding 250,000 Shares of Dom Development S.A. and to facilitate the Company to perform its obligations under the Management Share Options Programme VII or
- b) to facilitate Dom Development S.A. to increase the Dom Development S.A. share capital in a flexible manner to obtain additional funding intended for the achievement of the Dom Development S.A. objectives, including for the development of projects or the exploitation of development opportunities, including possible acquisitions.

A detailed justification of the draft of said resolution is set out in the resolution of the Management Board of Dom Development S.A. no. 04/07/22 dated 25 July 2022 on justifying the reasons for granting to the Management Board the right to exclude the pre-emptive rights of the existing shareholders of Dom Development S.A. and specifying the manner in which the issue price will be determined in the event that the Management Board increases the Dom Development S.A. share capital within the limits of the authorised and unissued capital.

4. The Management Board of Dom Development S.A with its registered seat in Warsaw hereby presents a justification of the draft of the resolution of the Extraordinary General

Meeting of Dom Development S.A. with its registered seat in Warsaw dated 30 August 2022 concerning the adoption of the Dom Development S.A. uniform Statute.

In accordance with the proposal of the adoption of the above-mentioned resolution concerning an amendment of the 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, that the existing shareholders may have with respect to new shares and subscription warrants which entitle holders to subscribe for new shares issued as a result of an increase in share capital, in the opinion of the Management Board, the adoption by the General Meeting of the uniform Statute of Dom Development S.A. is both essential and reasonable.

5. The Management Board of Dom Development S.A. with its registered seat in Warsaw hereby presents its justification of the draft of the resolution of the Extraordinary General Meeting of Dom Development S.A. with its registered seat in Warsaw dated 30 August 2022 on the adoption of the Diversity Policy applicable to the Supervisory Board of Dom Development S.A.

The adoption by the General Meeting of the resolution in question results from the Company's declaration that the Company will develop and adopt the Diversity Policy (point 2.1. of the of Best Practice for WSE Listed Companies 2021). To that purpose, the Management Board of the Company introduces to the General Meeting a draft Diversity Policy applicable to the Supervisory Board of Dom Development S.A.

§ 2

Drafts of the resolutions described in the § 1 above are attached to resolution no. 03/07/22 of the Management Board of Dom Development S.A. dated 25 July 2022 on the justification of the request to call the Extraordinary General Meeting of Dom Development S.A. on 30 August 2022 and specified issues put to the agenda.

§ 3

The resolution shall become effective upon its adoption.