

RESOLUTION NO. 03/05/25
of the Management Board
of Dom Development S.A. with its registered seat in Warsaw
held on 6 May 2025
on a justification of the drafts of the resolutions to be adopted by the Ordinary General
Meeting of Dom Development S.A. on 12 June 2025

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 Ordinary General Meeting of Dom Development S.A. with its registered seat in Warsaw dated 12 June 2025 on acceptance of the agenda of the Ordinary 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 Ordinary 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 Spółka Akcyjna with its registered seat in Warsaw, hereby presents a justification of the drafts of the resolutions of the Ordinary General Meeting of Dom Development S.A. with its registered seat in Warsaw dated 12 June 2025 concerning consideration and approval of the separate financial statements of Dom Development S.A. for the year ended on 31 December 2024.

Adoption of the resolution in question by the Ordinary General Meeting results from absolutely binding provisions of Art. 395 § 2 point 1 in connection with Art. 393 point 1) of the Commercial Companies Code. According to Art. 395 § 2, the agenda of the ordinary general meeting shall include:

- 1) consideration and approval of the management board report on the operations of the company and of the financial report for the previous financial year,
- 2) adoption of a resolution on the distribution of profits or the financing of losses,
- 3) granting of approval of the performance of duties by members of the company governing bodies.

3. 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 Ordinary General Meeting of Dom Development S.A. with its registered seat in Warsaw dated 12 June 2025 concerning consideration and approval of the report of the Management Board on the activities of Dom Development S.A. and its capital group in 2024.

Adoption of the resolution in question by the Ordinary General Meeting results from absolutely binding provisions of Art. 395 § 2 point 1 in connection with Art. 393 point 1) of the Commercial Companies Code. According to Art. 395 § 2, the agenda of the ordinary general meeting shall include:

- 1) consideration and approval of the management board report on the operations of the company and of the financial report for the previous financial year,
- 2) adoption of a resolution on the distribution of profits or the financing of losses,
- 3) granting of approval of the performance of duties by members of the company governing bodies.

4. 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 Ordinary General Meeting of Dom Development S.A. with its registered seat in Warsaw dated 12 June 2025 concerning consideration and approval of the consolidated financial statements of Dom Development S.A. Capital Group for the year ended on 31 December 2024.

Adoption of the resolution in question by the Ordinary General Meeting results from the application of Art. 395 § 5 of the Commercial Companies Code, according to which the ordinary general meeting may also consider and approve the financial report of the capital group in the meaning of accounting law, and matters other than those listed in § 2. Taking into account that Dom Development S.A. as the parent undertaking together

with its subsidiaries form a capital group, the adoption by the General Meeting of the above-mentioned resolution is fully justified.

5. 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 Ordinary General Meeting of Dom Development S.A. with its registered seat in Warsaw dated 12 June 2025 concerning allocation of the Dom Development S.A. net profit as of 2024, and setting the dividend day and the date of payment of dividends.

Adoption of the resolution in question by the Ordinary General Meeting results from absolutely binding provisions of Art. 395 § 2 point 2 of the Commercial Companies Code. According to Art. 395 § 2, the agenda of the ordinary general meeting shall include:

- 1) consideration and approval of the management board report on the operations of the company and of the financial report for the previous financial year,
- 2) adoption of a resolution on the distribution of profits or the financing of losses,
- 3) granting of approval of the performance of duties by members of the company governing bodies.

The Management Board of Dom Development S.A. proposes to allot for payment a cash dividend to the shareholders of Dom Development S.A. in the amount of PLN **13.00** (thirteen zlotys) per share, amounting to **PLN 335,379,486.00** (three hundred and thirty-five million, three hundred and seventy-nine thousand, and four hundred and eighty-six zlotys), which is 59% of the consolidated net profit of Dom Development S.A. Capital Group as of 2024. The payment to the shareholders of Dom Development S.A. of the dividend in the amount of 59% of the consolidated net profit of Dom Development S.A. Capital Group as of 2023 will be in accordance with the Dividend Policy of Dom Development S.A. accepted based on the Management Board resolution no. 02/04/13 of 3 April 2013 on the Dividend Policy of Dom Development S.A.

6. The Management Board of Dom Development S.A with its registered seat in Warsaw hereby presents a justification for the draft resolution of the Ordinary General Meeting of Dom Development S.A. with its registered seat in Warsaw dated 12 June 2025 concerning approval of the Supervisory Board report on the Supervisory Board activities conducted from 1 January 2024 to 31 December 2024.

Adoption of the resolution in question by the Ordinary General Meeting results from (i) Art. 382§ 3 clause 3) of the Commercial Companies Code, according to which one obligation of the supervisory board is to prepare and submit an annual written report for

the previous financial year to a general meeting and (ii) the application by the Company of rule 2.11 of Best Practice for WSE Listed Companies 2021, according to which, except for activities resulting from law, the supervisory board prepares and presents for approval an annual report to the annual general meeting once per year.

7. The Management Board of Dom Development S.A with its registered seat in Warsaw hereby presents a justification for the draft resolution of the Ordinary General Meeting of Dom Development S.A. with its registered seat in Warsaw dated 12 June 2025 on the opinion of the Supervisory Board report on remuneration for members of Dom Development S.A. Management Board and Supervisory Board for 2024.

The obligation to adopt by the general meeting a resolution providing an opinion on the remuneration report is enshrined in Art. 90g section 1 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of 29 July 2005 and in Art. 395§ 2¹ of the Commercial Companies Code. The resolution is of an advisory character.

8. The Management Board of Dom Development S.A with its registered seat in Warsaw hereby presents a justification for the draft resolutions of the Ordinary General Meeting of Dom Development S.A. with its registered seat in Warsaw dated 12 June 2025 concerning the granting to the Dom Development S.A. Management Board members of an acknowledgement of fulfilment of their duties for the year 2024.

Adoption of the resolution in question by the Ordinary General Meeting results from absolutely binding provisions of Art. 395 § 2 point 3 in connection with Art. 393 point 1) of the Commercial Companies Code. According to Art. 395 § 2, the agenda of the ordinary general meeting shall include:

- 1) consideration and approval of the management board report on the operations of the company and of the financial report for the previous financial year,
 - 2) adoption of a resolution on the distribution of profits or the financing of losses,
 - 3) granting of approval of the performance of duties by members of the company governing bodies.
9. The Management Board of Dom Development S.A with its registered seat in Warsaw hereby presents a justification for the draft resolutions of the Ordinary General Meeting of Dom Development S.A. with its registered seat in Warsaw dated 12 June 2025 concerning the granting to the Dom Development S.A. Supervisory Board members of an acknowledgement of fulfilment of their duties for the year 2024.

Adoption of the resolution in question by the Ordinary General Meeting results from absolutely binding provisions of Art. 395 § 2 point 3 in connection with Art. 393 point 1) of the Commercial Companies Code. According to Art. 395 § 2, the agenda of the ordinary general meeting shall include:

- 1) consideration and approval of the management board report on the operations of the company and of the financial report for the previous financial year,
- 2) adoption of a resolution on the distribution of profits or the financing of losses,
- 3) granting of approval of the performance of duties by members of the company governing bodies.

10. The Management Board of Dom Development S.A with its registered seat in Warsaw hereby presents a justification for the draft resolution of the Ordinary General Meeting of Dom Development S.A. with its registered seat in Warsaw dated 12 June 2025 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 1,000,000.00 (in words: one million Polish zlotys), 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 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. 02/05/25 dated 6 May 2025 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.

11. 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 Ordinary General Meeting of Dom Development S.A. with its registered seat in Warsaw dated 15 June 2023 concerning the adoption of the Dom Development S.A. uniform Statute.

In accordance with draft resolution no. 23 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, in the opinion of the Management Board, adoption by the General Meeting of the uniform Statute of Dom Development S.A. is both essential and reasonable.

12. 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 Ordinary General Meeting of Dom Development S.A. with its registered seat in Warsaw dated 12 June 2025 on amendment of the amount of remuneration for Supervisory Board Members.

In accordance with Art. 392 § 1 of the Commercial Companies Code and section 7.18 of the Statutes of Dom Development S.A., remuneration for the Company Supervisory Board Members is set out in General Meeting resolutions. Previous amounts of basic remuneration for Supervisory Board Members were set out under resolution No. 4 Extraordinary General Meeting of the Company of 26 January 2016 and have not been amended hitherto. In recent years the Company Capital Group has seen dynamic development, with numerous amendments to regulations, described competences and responsibilities of the supervisory boards, and the expanding role of the supervisory boards in the joint stock companies.

Updating basic remuneration for the Supervisory Board Members is a response to the expanded scope of competences and responsibilities within functions held and is aimed at adjusting the amount of remuneration to market standards. Setting the adequate

remuneration to duties performed is essential to ensuring the stable and effective supervision over the Company.

§ 2

Drafts of the resolutions described in the § 1 above and Attachment to one of them i.e. “Remuneration policy for members of Dom Development S.A. Management Board and Supervisory Board” are attached to resolution no. 01/05/25 of the Management Board of Dom Development S.A. dated 6 May 2025 on the justification of the request to call the Ordinary General Meeting of Dom Development S.A. on 12 June 2025 and specified issues put to the agenda.

§ 3

The resolution shall become effective upon its adoption.