

**ANNOUNCEMENT OF THE CONVENING OF THE ORDINARY GENERAL  
SHAREHOLDERS MEETING OF DOM DEVELOPMENT S.A.  
WITH ITS REGISTERED SEAT IN WARSAW**

The Management Board of Dom Development S.A. with its registered seat in Warsaw at pl. Piłsudskiego 3, entered in the Register of Business Entities maintained by the District Court for the Capital City of Warsaw in Warsaw, XII Commercial Division of the National Court Register, under No. KRS 0000031483 with a capital of PLN 25,598,422 paid in full, Regon 012212483, NIP 525-14-92-233 (“**Company**”), acting pursuant to Article 399, §1, Article 402<sup>1</sup>, §1 and 2 of the Commercial Companies Code and section 8.2.3 of the Statute, hereby convenes the Ordinary General Shareholders Meeting, to be held on 15 June 2023, at 2:00 p.m., in Warsaw, at the Metropolitan building, 3 Plac Józefa Marszałka Piłsudskiego, entrance 3, floor 2<sup>nd</sup>, in the offices of Dom Development S.A. Management Board.

**I. The agenda:**

- 1) Opening of the Ordinary General Meeting.
- 2) Preparation and signing of the list of attendees and making said list available during the Ordinary General Meeting.
- 3) Statement that the Ordinary General Meeting has been convened in a proper manner and is duly entitled to adopt resolutions.
- 4) Acceptance of the agenda of the Ordinary General Meeting.
- 5) Adoption of a resolution on revoking the secrecy of ballots within the appointing of the Returning Committee.
- 6) Appointing of the Returning Committee.
- 7) Presentation by the Dom Development S.A. Management Board of the:
  - a. financial statements of Dom Development S.A. for the year ended on 31 December 2022,
  - b. report of the Management Board on the activities of Dom Development S.A. and its Capital Group in 2022,
  - c. consolidated financial statements of Dom Development S.A. Capital Group for the year ended on 31 December 2022,
- 8) Presentation by the Dom Development S.A. Supervisory Board of the:
  - a. Report of the Dom Development S.A. Supervisory Board on the Supervisory Board activities conducted from 1 January 2022 to 31 December 2022,

- b. Supervisory Board report on remuneration for members of Dom Development S.A. Management Board and Supervisory Board for 2022.
- 9) Consideration of the financial statements of Dom Development S.A. for the year ended on 31 December 2022, and of the report of the Management Board on the activities of Dom Development S.A. and its Capital Group in 2022.
- 10) Consideration of the consolidated financial statements of Dom Development S.A. Capital Group for the year ended on 31 December 2022.
- 11) Consideration of the reports of the Dom Development S.A. Supervisory Board:
  - a. on the Supervisory Board activities conducted from 1 January 2022 to 31 December 2022,
  - b. on remuneration for members of Dom Development S.A. Management Board and Supervisory Board for 2022.
- 12) Adoption of a resolution concerning consideration and approval of the financial statements of Dom Development S.A. for the year ended on 31 December 2022.
- 13) Adoption of a resolution concerning consideration and approval of the report of the Management Board on the activities of Dom Development S.A. and its Capital Group in 2022.
- 14) Adoption of a resolution concerning consideration and approval of the consolidated financial statements of Dom Development S.A. Capital Group for the year ended on 31 December 2022.
- 15) Adoption of a resolution concerning allocation of the Dom Development S.A. net profit as of 2022, and setting the dividend day and the date of payment of dividends.
- 16) Adoption of a resolution concerning approval of the Supervisory Board report on the Supervisory Board activities conducted from 1 January 2022 to 31 December 2022.
- 17) Adoption of a resolution on the opinion of the Supervisory Board report on remuneration for members of Dom Development S.A. Management Board and Supervisory Board for 2022.
- 18) Adoption of resolutions concerning the granting to the Dom Development S.A. Management Board members of an acknowledgement of fulfilment of their duties for the year 2022.
- 19) Adoption of resolutions concerning the granting to the Dom Development S.A. Supervisory Board members of an acknowledgement of fulfilment of their duties for the year 2022.

- 20) Adoption of resolutions concerning appointment of members of the Dom Development S.A. Supervisory Board.
- 21) Adoption of a resolution on an amendment of the Dom Development S.A. Statute.
- 22) Adoption of a resolution on the adoption of the Dom Development S.A. uniform Statute.
- 23) Closing of the Meeting.

## **II. Pursuant to Article 402<sup>2</sup> of the Commercial Companies Code, the Company publishes information regarding participation in the Ordinary General Meeting of the Company and the exercise of voting rights**

### **1. The shareholder's right to demand placement of specific matters on the agenda of the General Meeting**

Shareholder(s) representing at least 1/20 of the share capital have the right to demand placement of specific matters on the agenda of the Ordinary General Meeting of the Company. The request should be delivered to the Company's Management Board no later than 21 days prior to the date of the Ordinary General Meeting, i.e. at least on 25 May 2023. The request should contain grounds for or a draft resolution regarding the proposed point on the agenda. The request may be delivered in writing, personally or sent by post to the Company's address i.e. pl. Piłsudskiego 3, 00-078 Warsaw, or electronically sent to the following email address of the Company: [wza@domd.pl](mailto:wza@domd.pl)

Shareholder(s) of the Company should evidence the holding of a relevant number of shares as of the date of filing the request by attaching one or several depository certificates to the request or other registered certificate(s) of right to participate in the Ordinary General Meeting of the Company and in the case of:

- a. shareholders being legal persons or entities not having a legal personality – to evidence also their right to act in the name of such entity by enclosing a current excerpt from the register appropriate for such person/entity;
- b. shareholders being natural persons – to send data of a document evidencing the identity of the shareholder;
- c. request being submitted by an attorney – to enclose the power of attorney for notification of such request, signed by the shareholder, and to send data of a document evidencing the identity of the attorney; and if the attorney is

not a natural person, a copy of an excerpt from the appropriate register evidencing authorisation of person acting in the name of an attorney not being a natural person.

The shareholders who file their request using electronic means of communication should send such documents as PDF files. Certified translations into Polish must be attached to any documents that are in a language other than Polish.

Any risk involved in a shareholder's use of electronic means of communication shall be borne by the shareholder.

The Management Board of the Company shall immediately, and not later than 18 days prior the scheduled date of the Ordinary General Meeting, i.e. at the latest on 29 May 2023, announce changes in its agenda made at the request of the shareholders. The announcement of the changes shall be made in a manner applicable for the announcement of the convening of the General Meeting.

## **2. Shareholder's right to present draft resolutions regarding matters included in the agenda of the General Meeting or matters which may be included in the agenda prior to the date of the General Meeting**

Shareholder(s) of the Company representing at least 1/20 of the share capital may present draft resolutions regarding matters included in the agenda of the Ordinary General Meeting or matters which may be introduced to the agenda. Such draft resolutions may be presented prior to the date of the Ordinary General Meeting in writing, submitted personally or sent by the post to the Company's address i.e.: pl. Piłsudskiego 3, 00-078 Warsaw or electronically sent (in the manner and to the Company's email address as provided in section 1 above), prior to the date of the Ordinary General Meeting.

The Company shall forthwith publish draft resolutions on its website.

Documents, stipulated in point II. 1. above, evidencing the right to submission of that request i.e. one or several depository certificates or other registered certificate(s) of the right to participate in the Ordinary General Meeting of the Company and allowing for identifying the shareholder, i.e. in the case of:

- a. shareholders being legal persons or entities not having a legal personality – evidencing also their right to act in the name of such entity by enclosing a current excerpt from the register appropriate for such person/entity;
- b. shareholders being natural persons – sending data of a document evidencing the identity of the shareholder;
- c. request being submitted by an attorney – enclosing the power of attorney for notification of such request, signed by the Shareholder, and sending data of a document evidencing the identity of the attorney; and if the attorney is not a natural person, a copy of an excerpt from the appropriate register evidencing authorisation of person acting in the name of an attorney not being a natural person; shall be attached to draft resolutions.

The shareholders who file their request using electronic means of communication should send such documents as PDF files. Certified translations into Polish must be attached to any documents that are in a language other than Polish.

Any risk involved in a shareholder's use of electronic means of communication shall be borne by the shareholder.

Submission of draft resolutions regarding matters included in the agenda of the General Meeting or matters, which may be included in the agenda, should be made, in accordance with rule 4.8. of Best Practices for WSE Listed Companies 2021 applied by the Company, three days prior to the Ordinary General Meeting i.e. no later than 12 June 2023.

### **3. Shareholder's right to present draft resolutions concerning the matters included in the agenda in the course of the General Meeting**

Each shareholder authorised to participate in the General Meeting may propose draft resolutions regarding matters included in the agenda in the course of the Ordinary General Meeting, however in accordance with the 4.8. rule of Best Practices for WSE Listed Companies 2021 applied by the Company, draft resolutions regarding matters included in the agenda in the course of the Ordinary General Meeting should be proposed three days prior to the Ordinary General Meeting i.e. no later than 12 June 2023.

### **4. Information concerning how the right to vote may be exercised by a proxy, including in particular information concerning the forms used during voting by**

**proxy, and how the company is to be notified by means of electronic communication that a proxy has been appointed**

A shareholder who is a natural person may participate in the Ordinary General Meeting and exercise voting rights either personally or through a proxy. A shareholder other than a natural person may participate in the Ordinary General Meeting and exercise the voting right by a person authorized to make statements on its behalf or by proxy. The proxy of the shareholder shall exercise all rights of the shareholder, unless the power of attorney provides otherwise. The proxy may grant a further proxy if his power of attorney so allows. One proxy may represent more than one shareholder. If the shareholder holds shares registered on more than one securities account, the shareholder may appoint separate proxies to exercise the share rights under the shares registered on each of the accounts.

The power of attorney for voting through a proxy should be granted in writing or electronically. The granting of a power of attorney electronically does not require a qualified electronic signature.

Notification on granting the power of attorney via electronic means should include the name and/or name and surname of the mandator, his or her phone number and e-mail address, as well as the name and/or name and surname of the proxy, his or her phone number and e-mail address.

Together with the notification on granting the power of attorney, the shareholder shall provide the Company, to the following email address of the Company: [wza@domd.pl](mailto:wza@domd.pl), no later than 3:00 pm on the day preceding the date of the Ordinary General Meeting, with the power of attorney, in PDF format, including at least the following data: the name and/or name and address of the mandator, the name and/or name and surname of the proxy, data of the document evidencing the identity of the proxy being a natural person, authorisation of the proxy to represent the shareholder at the Ordinary General Meeting, the date of the Ordinary General Meeting at which the voting right is to be exercised, the date of granting the power of attorney and the signature of the shareholder.

Examples of power of attorney for participation in the Ordinary General Meeting and examples of a statement of revocation of the power of attorney to participate in the Ordinary General Meeting are available on the Company's website at the following web address: <https://inwestor.domd.pl/en/wza>

Additionally, if authorisation has not been granted by a natural person, the shareholder shall provide the Company, in PDF format, in the notification on granting authorisation via electronic means, with an excerpt from the register where the shareholder is registered and/or a scan of other documents confirming the authorisation of persons granting the power of attorney to act on behalf of the shareholder. If the proxy is not a natural person, the shareholder additionally provides the Company, in PDF format, with an excerpt from the register, where the proxy is registered and/or a scan of other documents confirming the existence of such a proxy.

Providing the Company with the above-mentioned documents does not exempt the proxy from his or her obligation to present documents helping with his or her identification when an attendance list of shareholders authorised to participate in the Ordinary General Meeting is prepared.

The Company announces that a form allowing the exercise of voting rights by proxy containing the information specified in Article. 402<sup>3</sup> § 3 of the Commercial Companies Code is to be found on the Company's website at:

<https://inwestor.domd.pl/en/wza>

Use of the form is not mandatory. The form includes instructions on how to exercise voting rights by proxy, but doesn't replace the power of attorney granted to the proxy by a shareholder. The company will not verify whether the proxies vote in accordance with instructions received from the principals. Accordingly, the Management Board of the Company announces that voting instructions should only be given to the proxy.

If the vote at the Ordinary Shareholders Meeting takes place using an electronic system for casting and counting of votes, the form allowing the exercising of voting rights by the proxy will not apply.

Certified translations into Polish must be attached to any documents that are in a language other than Polish.

Any risk involved in a shareholder's use of electronic means of communication shall be borne by the shareholder.

Shareholders of the Company may also revoke their powers of attorney to participate in the Ordinary General Meeting and to exercise the voting rights that were granted in electronic form by presenting the Company with a relevant representation delivered during the Ordinary General Meeting. The notification on revocation of a power of attorney is effective if it was made no later than at the moment of disposition of voting in the Ordinary General Meeting.

Shareholders of the Company will be admitted to participate in the Ordinary General Meeting upon presentation of a personal identification document, and the proxies will be admitted once they present a personal identification document and a valid power of attorney (or a sequence of powers of attorney), granted in writing or in electronic form (in the latter case the proxy should present a printed copy of the power of attorney). Representatives of legal persons or organisational unit without legal personality should, additionally, present up-to-date copies of extracts from relevant registers confirming the authorised persons' right to represent those entities.

#### **5. Information about alternative forms of participation in the General Meeting and the exercise of voting rights**

Management Board of the Company informs that it will not be allowed to: (i) participate in the General Meeting by using means of electronic communication, (ii) speak during the General Meeting by using means of electronic communication, nor (iii) exercise the right to vote by mail (the Bylaws of the General Meeting do not allow for exercising the voting rights at the General Meeting by mail) nor by using means of electronic communication.

#### **6. A shareholder's right to ask questions on matters included in the agenda of a General Meeting**

A shareholder is entitled to ask questions on matters included in the agenda of a General Meeting.

A shareholder request for information on or regarding the Company shall be presented during a General Meeting, so that the matter included on the agenda can be considered. When warranted, the Management Board of the Company may provide information in writing outside of a General Meeting, provided that the information is made available no later than two weeks from the day the request is made at the General Meeting.



An answer is given only when the necessary information is made available on the Company's website in the section designated for shareholder questions and answers.

The Management Board shall refuse to provide information where this could result in damage to the Company, an affiliated company or subsidiary company, especially in the case of disclosing technical, commercial or organisational secrets relating to the enterprise.

A Management Board member may refuse to provide information that may expose the member to criminal, civil or administrative liability.

### **7. Date of registration of participation in the General Meeting**

The date of registration of participation in the Ordinary General Meeting is 30 May 2023. The following persons will be entitled to participate in the Ordinary General Meeting of the Company:

- a) persons who, on the day of registration, i.e. sixteen days prior to the date of the Ordinary General Meeting i.e. on 30 May 2023 were shareholders of the Company, i.e. shares in the Company will be registered in their securities account;

and

- b) persons who, not earlier than after the announcement of the convening of the Ordinary General Meeting i.e. not earlier than on 17 May 2023 and not later than on the first weekday following the day of registration of the participation in Ordinary General Meeting, i.e. not later than on 31 May 2023, file a request, with the entity that keeps their securities account in which the shares in the Company are registered, for the issuance of a registered certificate regarding their right to participate in the Ordinary General Meeting.

It is recommended that the shareholders collect said certificate confirming their right to participate and to take it with them on the date of the Ordinary General Meeting, and to check if the shareholder was placed on the list of shareholders referred to in section III below.

### **III. The list of shareholders authorised to participate in the General Meeting**

The Company determines the list of shareholders authorised to participate in the Ordinary General Meeting on the basis of a list delivered thereto by the National Depository of Securities (*Krajowy Depozyt Papierów Wartościowych S.A.*), and made on the basis of registered certificates issued by the entities keeping the securities accounts to confirm the right to participate in the General Meeting. Three days before the date of the Ordinary General Meeting, i.e. starting from 12 June 2023, from 9:00 a.m. to 5:00 p.m., at the secretary's office of the Company's Management Board, Entrance No. 3, the Metropolitan Building, pl. Piłsudskiego 3, Warsaw, a list of shareholders authorised to participate in the Ordinary General Meeting will be made available for review. A shareholder will have the right to demand that such list be sent thereto, free of charge, by email, by disclosing the address to which it is to be sent.

The request for sending the list of shareholders shall be sent to the following email address: [wza@domd.pl](mailto:wza@domd.pl) or submit in the office of the Company in Warsaw, Pl. Piłsudskiego 3, and additionally in the case of:

- a. shareholders not having a legal personality – to evidence also their right to act in the name of shareholder by enclosing a current excerpt from the register appropriate for the shareholder;
- b. shareholders being natural persons – to send data of a document evidencing the identity of the shareholder;
- c. request being submitted by an attorney – to enclose the power of attorney for notification of such request, signed by the Shareholder, and to send data of document evidencing the identity of the attorney; and if the attorney is not a natural person, a copy of an excerpt from the appropriate register evidencing authorisation of person acting in the name of an attorney not being a natural person.

The shareholder should evidence his status as the shareholder of the Company in the manner stipulated in point II. 1. of this Announcement.

The shareholders who file their request using electronic means of communication should send such documents as PDF files. Certified translations into Polish must be attached to any documents that are in a language other than Polish language.

Persons entitled to participate in the Ordinary General Meeting will be able to receive the voting devices on the day of the Ordinary General Meeting in the voting room, from 1:00 p.m.

#### **IV. Proposed amendments to the Company Statute**

The Company Management Board announces proposed amendment to the Company Statute:

Point 7.14. in the following wording:

“7.14 The Supervisory Board may adopt resolutions, provided that all of the members were invited at least 7 business days prior to the planned meeting and there are present at a meeting: (i) at least half of Board members and (ii) at least half of the members appointed by the shareholder holding at least 50.1% of the shares in the Company in accordance with p. 7.4 above. Point (ii) of this Clause 7.14 shall not apply where the Board was appointed in group voting.”

- shall read as follows:

“7.14 The Supervisory Board may adopt resolutions, provided that all of the members were invited at least 3 business days prior to the planned meeting and there are present at a meeting: (i) at least half of Board members and (ii) at least half of the members appointed by the shareholder holding at least 50.1% of the shares in the Company in accordance with p. 7.4 above. Point (ii) of this Clause 7.14 shall not apply where the Board was appointed in group voting.”

#### **V. Place where the documents and information concerning the General Meeting will be available**

The full text of the documentation that is to be presented at the Ordinary General Meeting, and the drafts of resolutions, will be available, starting from the date on which the General Meeting is convened, on the Company’s website at <https://inwestor.domd.pl/en/wza>

The comments of the Company’s Management Board or the Company’s Supervisory Board regarding placement of specific matters on the agenda of the Ordinary General Meeting or matters which are to be introduced to the agenda prior to the date of the Ordinary General Meeting will be available on the Company’s website at <https://inwestor.domd.pl/en/wza> immediately after they are made.

The Company will publish all the information regarding the Ordinary General Meeting on the Company's website at <https://inwestor.domd.pl/en/wza>

In the case of questions or uncertainty relating to participation in the Ordinary General Meeting, please contact us at the following email address of the Company: [wza@domd.pl](mailto:wza@domd.pl).

Based on Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (General Data Protection Regulation), Official Journal of the European Union L no. 119, the Company hereby informs that in connection with convention of the Ordinary General Shareholders Meeting, the Company may process personal data of the Company's shareholders, proxies entitled to vote or other persons entitled to vote at the Ordinary General Shareholders Meeting, including personal data disclosed during and in connection with the Ordinary General Shareholders.

The controller of the personal data is Dom Development S.A. with its registered seat in Warsaw, 00-078, at Pl. Piłsudski 3. The full content of the information on processing personal data, in connection with implementation of the above-mentioned purpose, you may find on <https://www.domd.pl/pl/polityka-prywatnosci-warszawa>, and <https://www.domd.pl/getmedia/49a5cd2a-8643-4a44-a62e-45353b968c88/Polityka-prywatnosci-relacje-inwestorskie-Warszawa.pdf>

You may contact with Data Protection Officer designated by the Company at the following email address: [iodo@domd.pl](mailto:iodo@domd.pl)