

**RESOLUTION NO. 04/05/26**  
**of the Management Board**  
**of Dom Development S.A. with its registered seat in Warsaw**  
**held on 8 May 2026**  
**on a justification of the drafts of the resolutions to be adopted by the Ordinary General**  
**Meeting of Dom Development S.A. on 18 June 2026**

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 18 June 2026 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 18 June 2026 concerning consideration and approval of the separate financial statements of Dom Development S.A. for the year ended on 31 December 2025.

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 18 June 2026 concerning consideration and approval of the report of the Management Board on the activities of Dom Development S.A. and its capital group in 2025.

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 18 June 2026 concerning consideration and approval of the consolidated financial statements of Dom Development S.A. Capital Group for the year ended on 31 December 2025.

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 18 June 2026 concerning allocation of the Dom Development S.A. net profit as of 2025, 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 **14.00** (fourteen zlotys) per share, amounting to **PLN 361,177,908.00** (in words: three hundred and sixty one million, one hundred and seventy seven thousand, nine hundred and eight zlotys), which is 55% of the consolidated net profit of Dom Development S.A. Capital Group as of 2025. The payment to the shareholders of Dom Development S.A. of the dividend in the amount of 55% of the consolidated net profit of Dom Development S.A. Capital Group as of 2025 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 18 June 2026 concerning approval of the Supervisory Board report on the Supervisory Board activities conducted from 1 January 2025 to 31 December 2025.

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 18 June 2026 on the opinion of the Supervisory Board report on remuneration for members of Dom Development S.A. Management Board and Supervisory Board for 2025.

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§ 2<sup>1</sup> 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 18 June 2026 concerning the granting to the Dom Development S.A. Management Board members of an acknowledgement of fulfilment of their duties for the year 2025.

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 18 June 2026 concerning the granting to the Dom Development S.A. Supervisory Board members of an acknowledgement of fulfilment of their duties for the year 2025.

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 18 June 2026 on determining the number of Supervisory Board members of Dom Development S.A. The draft of the above-mentioned resolution is a consequence of the expiration, on the date of the session of the General Meeting approving the financial statements of the Company as of 2025, of the mandates of the current members of the Dom Development S.A. Supervisory Board. According to point 7.2. of Company Statute, the number of Supervisory Board members shall be determined by Shareholders Meeting.
11. 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 18 June 2026 concerning appointment of members of the Dom Development S.A. Supervisory Board. Drafts of the above-mentioned resolutions are a consequence of the expiration, on the date of the session of the General Meeting approving the financial statements of the Company as of 2025, of the mandates of the current members of the Dom Development S.A. Supervisory Board. According to point 7.3. of Company's Statute, half of members of the Supervisory Board, including independent members, shall be appointed and dismissed by a Shareholders Meeting.
12. 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 18 June 2026 on amendments of the Dom Development S.A. Statute.

The proposed amendments to point 6.2.2, point 7.1, point 7.4 and point 7.14 of the Company Statute concern the decreasing the shareholding entitlement threshold for the appointment

and dismissal of half or a majority of the members of the Management Board and the Supervisory Board of the Company from 50,1% to 35% of the total number of votes.

The proposed changes result from the evolution of the Company's shareholding structure. At the time of the initial public offering (IPO), the key shareholder Groupe Belleforêt S.à r.l. with its registered seat in Luxembourg (previously Dom Development B.V. with its registered seat in Rotterdam), held 64,43 % of the Company's shares. Currently, and as a result of successive capital increases (with the implementation of option programmes) and disposal transactions, its share has undergone natural dilution (to 54,81%).

Changing the threshold for personal rights from 50,1% to 35% is aimed at maintaining the stability of corporate oversight and the continuity of the Company's management. Lowering the threshold ensures that the entity holding the largest block of shares will retain influence over the composition of the Management Board and the Supervisory Board, which is key to the implementation of the Company's long-term strategy and protecting the interests of all shareholders.

The Management Board assesses that the proposed change is beneficial for the Company as it will allow for the continuity of supervision over the Company. The change does not infringe upon the rights of other shareholders; on the contrary, it is an expression of the Company's flexibility in adapting to changing market conditions and the investment decisions of its shareholders.

The proposed amendment to point 7.10 of the Company Statute, consisting in specifying a fixed number of Audit Committee members at "three" instead of the current wording "at least three" is aimed at aligning the statutory provisions to long-standing, and established corporate practice and the actual manner of the Company's operation. Since its appointment in 2006, the Audit Committee has operated with three members, which ensures optimal efficiency of work, decision-making speed, and necessary substantive expertise. Current practice shows that a composition defined in this way is sufficient for the performance of the tasks entrusted to the Audit Committee by the Supervisory Board.

The proposed amendments to point 8.2.4 of the Statute regarding the removal of the right of a shareholder holding at least 50.1% of shares to convene an Ordinary General Meeting, and point 8.3.1 regarding the removal of the provision stating that a General Meeting is valid only if shareholders holding at least 50.1% of all votes are represented, are a consequence of the broader aforementioned revision of corporate governance, aimed at making the Company control rights more realistic.

The proposed deletion of point 11.1 of the Company Statute is dictated by its historical nature. The indicated provision refers to legal events that took place in 2006, on the day of the first General Meeting after the registration by the Registry Court of the share capital increase established through the Company's initial public offering. Maintaining legacy provisions in the Statute may be misleading. The removal of the aforementioned provision is intended to organize the text of the Statute and increase its transparency.

In view of the above, the adoption of the resolution is considered justified and expedient.

13. 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 18 June 2026 concerning the adoption of the Dom Development S.A. uniform Statute.

In accordance with draft resolution no. 29 on amendments of the Dom Development S.A. Statute, 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.

## § 2

Drafts of the resolutions described in the § 1 above are attached to resolution no. 03/05/26 of the Management Board of Dom Development S.A. dated 8 May 2026 on the justification of the request to call the Ordinary General Meeting of Dom Development S.A. on 18 June 2026 and specified issues put to the agenda.

## § 3

The resolution shall become effective upon its adoption.