

RESOLUTION NO. 08/03/17
of the Management Board
of Dom Development S.A. with its registered seat in Warsaw
held on 28 March 2017
on the justification of the request to call
the Ordinary General Shareholders Meeting of Dom Development S.A. on 25 May 2017
and specified issues put to the agenda

§ 1

The Management Board of Dom Development Spółka Akcyjna with its registered seat in Warsaw, acting pursuant to Article 399 § 1 of the Commercial Companies Code in conjunction with Article 395 § 1 of the Commercial Companies Code, point 8.2.3 of the Statute and point 3.1 and 3.2 of the Shareholders Meeting Bylaws, convenes the Ordinary General Shareholders Meeting of Dom Development S.A. with its registered seat in Warsaw, for 25 May 2017, at 2:00 p.m., at the Sofitel Warsaw Victoria hotel, 11 Królewska street, first floor, in the Salon Saski room. The agenda shall be as follows:

- 1) Opening of the Ordinary General Shareholders Meeting.
- 2) Preparation and signing of the list of attendees and making said list available during the Ordinary General Shareholders Meeting.
- 3) Statement that the Ordinary General Shareholders Meeting has been convened in a proper manner and is duly entitled to adopt resolutions.
- 4) Acceptance of the agenda of the Ordinary General Shareholders 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 2016,
 - b. report of the Management Board on the activities of Dom Development S.A. in 2016.
- 8) Presentation by the Dom Development S.A. Supervisory Board of the:

- a. Assessment by the Supervisory Board of Dom Development S.A. on the position of the Company in 2016 including evaluation of the internal control, risk management, compliance and internal audit system,
 - b. Report of the Dom Development S.A. Supervisory Board on the Supervisory Board activities conducted from 1 January 2016 to 31 December 2016,
 - c. Assessment by the Supervisory Board of Dom Development S.A. of the Company's compliance with the duty of disclosure in respect of applying the principles of corporate governance as specified defined in the Stock Exchange Rules, and the regulations concerning current and periodic submissions by security issuers and the soundness of the sponsorship, charity and other similar policies in place at the Company.
- 9) Consideration of the financial statements of Dom Development S.A. for the year ended on 31 December 2016, and of the report of the Management Board on the activities of Dom Development S.A. in 2016.
- 10) Consideration of the consolidated financial statements of Dom Development S.A. Capital Group for the year ended on 31 December 2016, and of the report of the Management Board on the activities of Dom Development S.A. Capital Group in 2016.
- 11) Consideration of the reports of the Dom Development S.A. Supervisory Board:
 - a. on evaluation of the financial statements of Dom Development S.A. for the year ended on 31 December 2016, of the report of the Management Board on the activities of Dom Development S.A. in 2016, of the consolidated financial statements of Dom Development S.A. Capital Group for the year ended on 31 December 2016, and of the report of the Management Board on the activities of Dom Development S.A. Capital Group in 2016,
 - b. on the Supervisory Board activities conducted from 1 January 2016 to 31 December 2016.
- 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 2016.
- 13) Adoption of a resolution concerning consideration and approval of the report of the Management Board on the activities of Dom Development S.A. in 2016.
- 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 2016.

- 15) Adoption of a resolution concerning consideration and approval of the report of the Management Board on the activities of Dom Development S.A. Capital Group in 2016.
- 16) Adoption of a resolution concerning allocation of the Dom Development S.A. net profit as of 2016 and setting the dividend day and the date of payment of dividends.
- 17) 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 2016.
- 18) 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 2016.
- 19) Adoption of a resolution on an authorization of the Supervisory Board of the Company to accept the Provisions of the Management Share Options Programme IV for the Vice President of the Management Board - the Chief Operations Officer, regarding 500,000 Shares of Dom Development S.A. and on authorization of the Management Board and the Supervisory Board of the Company to implement the Management Share Options Programme IV for the Vice President of the Management Board - the Chief Operations Officer, regarding 500,000 Shares of Dom Development S.A.
- 20) Adoption of a resolution 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.
- 21) Adoption of a resolution on adoption of the Dom Development S.A. uniform Statute.
- 22) Closing of the Meeting.

The Management Board of Dom Development S.A. convenes a General Shareholders Meeting in compliance with authorization resulting from Article 399 § 1 of the Commercial Companies Code, point 8.2.3. of the Statute and point 3.1 and 3.2 of the Shareholders Meeting Bylaws.

In the opinion of the Management Board, it is reasonable to convene an Ordinary General Shareholders Meeting on 25 May 2017, because pursuant to Article 395 § 1 of the Commercial Companies Code, an Ordinary General Shareholders Meeting must be held no later than six months after the end of each financial year in order to examine and approve of the Management Board's report on company activities and the financial statements for the proceeding financial year, and to adopt a resolution on the allocation of profit or financing of losses and to grant a vote of acceptance to members of company bodies to confirm the discharge of their duties. Additionally, in accordance with Article 395 § 5 of the Commercial Companies Code, the Ordinary General Shareholders Meeting may also consider and approve the financial statements of the capital group and matters other than those listed above.

§ 2

Drafts of the resolutions described in the § 1 above are attached to this resolution.

§ 3

The resolution shall become effective upon its adoption.