

DOM DEVELOPMENT S.A.

**REPORT
OF THE REMUNERATION
COMMITTEE
OF DOM DEVELOPMENT S.A.
ON THE ACTIVITIES CONDUCTED
FROM 1 JANUARY 2021
TO 31 DECEMBER 2021**



I. Personnel, composition and organisation of the Remuneration Committee.

Pursuant to the provisions of the Statute of Dom Development S.A. with its registered seat in Warsaw ('the Company') and Remuneration Committee Bylaws dated 5 September 2006 and amended on 29 December 2006 and 5 October 2010, the Remuneration Committee is a permanent committee of the Supervisory Board.

The Remuneration Committee is composed of at least three members appointed by the Supervisory Board from among its members, at least two of whom shall be Independent Members of the Supervisory Board (in the meaning of point 7.7 of the Company's Statute).

From 1 January 2021 to 31 December 2021, the Remuneration Committee acted under the following composition:

Marek Moczulski - Chairman of the Remuneration Committee,

Mark Spiteri - Member of the Remuneration Committee,

Krzysztof Grzyliński - Member of the Remuneration Committee.

The rules of organisation and the methods of operation of the Remuneration Committee are specified by the provisions of the Company's Statute and the Remuneration Committee Bylaws dated 5 September 2006 and amended on 29 December 2006 and 5 October 2010.

II. Activity of the Remuneration Committee.

1. During the period under review, the Remuneration Committee conducted its activity by way of sessions convened by the Chairman of the Supervisory Board. Said sessions took place in accordance with the 2021 Company Activity Schedule and depending on needs. The Remuneration Committee also conducted sessions via teleconference and videoconference. Minutes were taken during all sessions and the decisions made by the Committee took the form of resolutions.

2. During the period from 1 January 2021 to 31 December 2021, the most important tasks of the Remuneration Committee were the periodical assessment of the terms of remuneration of the Management Board members, preparation of remuneration proposals including granting additional incentive-based benefits for management, such as bonus schemes and share option programs.

During the period covered by this report, 9 sessions of the Dom Development S.A. Remuneration Committee took place, on the following dates:

1. 1 March 2021;
2. 8 March 2021;
3. 23 March 2021;
4. 8 April 2021;
5. 19 April 2021;
6. 25 May 2021;
7. 4 October 2021;
8. 29 November 2021;
9. 27 December 2021.

All sessions of the Remuneration Committee were convened correctly. All members of the Remuneration Committee were present at all sessions. Some sessions of the Remuneration Committee were also attended by the President of the Management Board Mr. Jarosław Szanajca and HR Director Mr. Jakub Poddany.

At the meeting on 1 March 2021, an amendment to the provisions of the management share options programmes was recommended (due to the obligatory dematerialization of shares and subscription warrants issued by joint stock companies and the liquidation of documentary forms of both shares and subscription warrants, as of 1 March 2021, arising from the amendment to the Act - Commercial Companies Code and some other acts, of 30 August 2019 (Journal of Laws 2019, 1798).

Members of the Remuneration Committee at the meeting on 8 March 2021 discussed the remuneration given to members of the Management Board in 2020, recommended the granting of bonuses within the Discretionary Bonus Scheme for Senior Executives and Consultants of Dom Development S.A. and adopted the Report of the Remuneration Committee on activities conducted from 1 January 2020 to 31 December 2020.

At the meeting on 23 March 2021 the Remuneration Committee adopted resolutions on the recommendation of bonuses within the Discretionary Bonus Scheme for Senior Executives and Consultants of Dom Development S.A. The Committee also recommended remuneration and other benefits for Vice-President of the Management Board of Dom Development S.A. Mr. Leszek Stankiewicz.

Members of the Remuneration Committee at the meeting on 8 April 2021 adopted resolutions on the recommendation of bonuses related to the SECP (Senior Executive Compensation Plan) as well as the setting of SECP targets.

During the Remuneration Committee meeting on 19 April 2021, the members recommended that the Supervisory Board adopt the "Supervisory Board report on 2019-2020 remuneration for members of Dom Development S.A. Management Board and Supervisory Board" and adopted a resolution on granting additional bonuses related to exceptional performance of staff and executives during the COVID-19 pandemic.

At the meeting on 25 May 2021, the Remuneration Committee members discussed the execution of share option programmes.

At the meeting on 4 October 2021, the Remuneration Committee analyzed research on remuneration packages at Warsaw quoted public companies (which are comparable to Dom Development S.A.) for 2020 and adopted the 2022 activity schedule.

At the meetings on 29 November 2021 and 27 December 2021, the Remuneration Committee members recommended that the Supervisory Board adopt resolutions on: the expiration of options granted within the Management Share Options Programme VI for Marcin Drobek, Management Board Consultant – Director for Investment Realization, regarding 150,000 Shares of Dom Development S.A., the amendment of the Discretionary Bonus Scheme for Senior Executives and Consultants of Dom Development S.A. and the advance payment of bonuses.