

RESOLUTION NO. 05/05/22
of the Management Board
of Dom Development S.A. with its registered seat in Warsaw
held on 27 May 2022
on a justification of the drafts of the resolutions to be adopted by the Ordinary General
Meeting of Dom Development S.A. on 30 June 2022

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 30 June 2022 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 30 June 2022 concerning consideration and approval of the financial statements of Dom Development S.A. for the year ended on 31 December 2021.

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 30 June 2022 concerning consideration and approval of the report of the Management Board on the activities of Dom Development S.A. and its capital group in 2021.

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 30 June 2022 concerning consideration and approval of the consolidated financial statements of Dom Development S.A. Capital Group for the year ended on 31 December 2021.

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 30 June 2022 concerning allocation of the Dom Development S.A. net profit as of 2021, 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 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.

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 **10.50** (ten zlotys fifty groszes) per share, amounting to PLN **268,258,431.00** (two hundred and sixty-eight million, two hundred and fifty-eight thousand, four hundred and thirty-one zlotys), which is **82%** of the consolidated net profit of Dom Development S.A. Capital Group as of 2021. The payment to the shareholders of Dom Development S.A. of the dividend in the amount of **82%** of the consolidated net profit of Dom Development S.A. Capital Group as of 2021 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 30 June 2022 concerning approval of the Supervisory Board report on the Supervisory Board activities conducted from 1 January 2021 to 31 December 2021

Adoption of the resolution in question by the Ordinary General Meeting results from 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 30 June 2022 on the opinion of the Supervisory Board report on remuneration for members of Dom Development S.A. Management Board and Supervisory Board for 2021.

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 30 June 2022 concerning the granting to the Dom Development S.A. Management Board members of an acknowledgement of fulfilment of their duties for the year 2021.

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.

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 30 June 2022 concerning the granting to the Dom Development S.A. Supervisory Board members of an acknowledgement of fulfilment of their duties for the year 2021.

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.

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 30 June 2022 concerning the number of members of the Dom Development S.A. Supervisory Board. 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 2021, 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 30 June 2022 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 2021, of the mandates of the current members of the Dom Development S.A. Supervisory Board. According to point 7.3. of Company's Statute, independent members of the Supervisory Board 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 30 June 2022 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 1,100,000.00 (in words: one million one hundred thousand Polish zloty), 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:

- a) to facilitate the Company to perform its obligations under the the Management Share Options Programme V regarding 250,000 Shares of Dom Development S.A. or
- b) 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. 03/05/22 dated 27 May 2022 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.

13. 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 30 June 2022 on an amendment of the Dom Development S.A. Statute.

The draft resolution concerns increasing the scope of activity in the field of other forms of granting credits (PKD 64.92.Z). This subclass includes the activity connected with financial services regarding, above all, the granting of credits by institutions not covered by monetary brokerage. The significant expansion of Dom Development S.A. Capital

Group and the change in financing needs for subsidiaries connected with this expansion, justifies the adoption of the resolution in question.

14. 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 30 June 2022 concerning the adoption of the Dom Development S.A. uniform Statute.

In accordance with (i) the proposal of the adoption of the above-mentioned resolutions concerning amendment of the Statute and (ii) the increases of share capital within the scope of the authorised capital, made by the Management Board of Dom Development S.A. under the authority contained in section 3.2.8. of the Dom Development S.A. Statute i.e. the increase of share capital made on the basis of a Management Board resolution no 04/01/22 dated 27 January 2022 regarding the increase of share capital through the issuance of shares of series AE and of series AF within the scope of the authorised capital, and full and complete waiver of the pre-emptive rights of the existing shareholders, to the amount of PLN 25,548,422, registered by the District Court for the capital city of Warsaw in Warsaw, 12th Commercial Division of the National Court Register Division on 2 March 2022, 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.

15. 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 30 June 2022 on the amendment of the Remuneration Policy for Dom Development S.A. Management Board and Supervisory Board Members.

Adoption by the General Meeting of the resolution in question results from the Company's declaration that the Company will seek to take into account in the remuneration of Members of the committees of the Supervisory Board the additional duties related to work carried out on those committees. To that purpose, the Management Board of the Company proposes changes to the Dom Development S.A. Remuneration Policy for Members of the Management Board and Supervisory Board and introduces to the General Meeting a draft resolution amending the remuneration of Members of the Supervisory Board of Dom Development S.A.

16. 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 30 June 2022 on the amendment of the amount of Supervisory Board Members remuneration. Adoption by the General Meeting of the resolution in question results from the Company's declaration that the Company will seek to take into account in the remuneration of Members of the committees of the Supervisory Board the additional duties related to work carried out on those committees. To that purpose, the Management Board of the Company proposes changes to the Dom Development S.A. Remuneration Policy for Members of the Management Board and Supervisory Board and introduces to the General Meeting a draft resolution amending the remuneration of Members of the Supervisory Board of Dom Development S.A.

§ 2

Drafts of the resolutions described in the § 1 above are attached to resolution no. 04/05/22 of the Management Board of Dom Development S.A. dated 27 May 2022 on the justification of the request to call the Ordinary General Meeting of Dom Development S.A. on 30 June 2022 and specified issues put to the agenda.

§ 3

The resolution shall become effective upon its adoption.