

Appendix to the Management Board Resolution No. 07/04/15 dated 23 April 2015 on the justification of the draft resolution of the Ordinary General Shareholders Meeting of Dom Development S.A. to be held on 28 May 2015 on the merger of Dom Development S.A. and Divina Sp. z o.o.

**Resolution no 22
of the Ordinary General Meeting of Shareholders of
Dom Development S.A. with its registered office in Warsaw,
dated 28 May 2015
on the merger of Dom Development S.A. and Divina sp. z o.o.**

Pursuant to art. 492 §1 point 1, art. 506 §1 in conjunction with §2, art. 506 § 4, art. 515 §1 and art. 516 §6 of the Code of Commercial Companies, and having reviewed the merger plan for Dom Development S.A. and Divina sp. z o.o. and appendices to the merger plan (the "**Merger Plan**"), the Ordinary General Meeting of Shareholders of Dom Development Spółka Akcyjna with its registered office in Warsaw, hereby resolve as follows:

§ 1.

1. The Ordinary General Meeting of Shareholders of Dom Development Spółka Akcyjna with its registered office in Warsaw decides to merge in the manner as prescribed in art. 492 § 1 point 1 of the Code of Commercial Companies the company under the business name of Dom Development S.A. with its registered office in Warsaw, address: pl. Piłsudskiego 3, 00-078 Warszawa, entered in the register of entrepreneurs of the National Court Register kept by the District Court for the capital city of Warsaw in Warsaw, the 12th Commercial Division of the National Court Register under number 0000031483 with the company under the business name of Divina sp. z o.o. with its registered office in Warsaw, address: ul. Łucka 20 lok. 1201, 00-845 Warszawa, entered in the register of entrepreneurs of the National Court Register kept by the District Court for the capital city of Warsaw in Warsaw, the 12th Commercial Division of the National Court Register under number 0000483979, through the transfer of all assets of Divina sp. z o.o. as the company being acquired to Dom Development S.A. as the acquiring company, on the terms as set forth in the Merger Plan agreed by the Management Boards of Divina sp. z o.o. and Dom Development S.A. on 23 April 2015 (the "**Merger**").

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2. The Ordinary General Meeting of Shareholders of Dom Development Spółka Akcyjna with its registered office in Warsaw hereby consents to the Merger Plan. The Merger Plan has been provided in the Attachment to this resolution.

§ 2.

This resolution shall become effective upon its adoption. The merger will take place once it is registered in the register of entrepreneurs by the competent court of registration.