

RESOLUTION No 02/01/21
of the Management Board of Dom Development S.A.
with its registered seat in Warsaw
dated 21 January, 2021

on increasing the share capital by issuing shares of series AC and of series AD within the authorised capital and the depriving of shareholders of their pre-emptive rights in whole

§ 1

In compliance with the authorisation granted in point 3.2.8. of the Statute of Dom Development S.A. with its registered seat in Warsaw (the “**Company**”) and in accordance with Supervisory Board resolutions no: 01/01/21 dated 21 January 2021 on granting consent to deprive previous shareholders of Dom Development S.A. of their pre-emptive rights in whole by the Management Board, on the opinion to increase the share capital of Dom Development S.A. issuing shares within the authorised capital, and on granting the consent to undertake acts in respect of the issue of shares by way of a public offering, and resolution no: 02/01/21 dated 21 January 2021 on granting consent to the Management Board to set the share issue price of shares of series ‘AC’ at the amount of PLN 35.00 per share and of shares of series ‘AD’ at the amount of PLN 50.00 per share, the Management Board of the Company agrees that:

- 1) the share capital of the Company is increased from the previous amount of PLN 25,218,422.00 (twenty five million, two hundred and eighteen thousand, four hundred and twenty two Polish zloty) to the amount of PLN 25,398,422.00 (twenty five million, three hundred and ninety eight thousand, four hundred and twenty two Polish zloty), i.e. by the amount of PLN 180,000.00 (one hundred and eighty thousand Polish zloty), by issuing 100,000 (one hundred thousand) ordinary bearer shares of series ‘AC’, with a nominal value of PLN 1.00 (one Polish zloty) each, numbered from 1 to 100,000, and 80,000 (eighty thousand) ordinary bearer shares of series ‘AD’, with a nominal value of PLN 1.00 (one Polish zloty) each, numbered from 1 to 80,000,
- 2) the share issue price of shares of series ‘AC’ is fixed at the amount of PLN 35.00 (thirty five Polish zloty) each,
- 3) the share issue price of shares of series ‘AD’ is fixed at the amount of PLN 50.00 (fifty Polish zloty) each,
- 4) the new shares of series ‘AC’ and of series ‘AD’ will participate in the dividend for the year ending 31 December 2020 i.e. commencing from 1 January 2020, with the proviso that in

the dividends for that year and for subsequent years, the shares of series 'AC' and of series 'AD', which are signed onto the securities accounts not later than on the dividend day set out in the appropriate resolution of the Ordinary General Shareholders Meeting of the Company in relation with the allocation of the Company's profit for the given year for division between shareholders in the form of a dividend, will participate,

- 5) in compliance with Supervisory Board Resolution No 01/01/21 dated 21 January 2021 on granting consent to deprive the previous shareholders of Dom Development S.A. of their pre-emptive rights in whole by the Management Board, on the opinion of increasing the share capital of the Company by issuing shares within the authorised capital, and on granting the consent to undertake acts in respect of the issue of shares by way of a public offering, the Management Board deprives the shareholders of their pre-emptive rights of 100,000 (one hundred thousand) of ordinary bearer shares of series 'AC', with a nominal value of PLN 1.00 (one Polish zloty) each, numbered from 1 to 100,000 and 80,000 (eighty thousand) of ordinary bearer shares of series 'AD', with a nominal value of PLN 1.00 (one Polish zloty) each, numbered from 1 to 80,000.

The purpose of the issue of shares of series 'AC' and of series "AD", which gives the right to subscribe for shares within the authorized capital, is to facilitate the Company in fulfilling of its obligations resulting from the Management Share Option Programme IV for Małgorzata Kolarska, Vice President of the Management Board, Chief Operations Officer, regarding 500,000 Shares of Dom Development S.A. ("**Scheme IV**"), the Management Share Options Programme V for Mikołaj Konopka, Member of the Management Board of Dom Development S.A., regarding 250,000 Shares of Dom Development S.A. (the "**Scheme V**") and the Management Share Options Programme VI for Marcin Drobek, the Management Board Consultant – Director for Investment Realization, regarding 150,000 Shares of Dom Development S.A. ("**Scheme VI**"). Scheme IV was introduced in relation to the increasing scale and territorial range of business operations of the Company and the key role of the areas within the scope of duties of Mrs. Małgorzata Kolarska, Vice President of the Management Board of the Company, where this scope of duties includes, inter alia, the purchase of land and development of projects in order to establish a link between ongoing operational activities and the long-term development of the Company and any increase in the value for the shareholders.

Scheme V was introduced in relation to the special role that Mr. Mikołaj Konopka, Member of the Management Board of the Company, plays in managing the Company and Dom Development S.A. Capital Group and the growing importance of the Tri-City market in

Dom Development S.A. Capital Group's operations. Mr. Mikołaj Konopka is responsible, inter alia, for the acquisition of real estate and the implementation of development processes in Tri-City, which constitute key areas in the future development of Dom Development S.A. Capital Group and a further increase of its value. Therefore, the aim of Scheme V is that the Company obtains effective means and mechanisms to motivate Mr. Mikołaj Konopka to perform actions ensuring a long-term increase in both the Company's and Dom Development S.A. Capital Group's value.

While Scheme VI was introduced in relation to special management role of Mr. Marcin Drobek at Dom Construction Sp. z o.o. which internally plays an essential role in the Company and the Dom Construction Sp. z o.o. gained a significant share of the Capital Group residential projects and handover units within a short period of time. Further investment plans of the Company and Dom Development S.A. Capital Group require the development of an effective general contractor for building services. Inhouse general contracting is one of the key areas for further development and value growth at Dom Development S.A. Capital Group. Therefore, the aim of the Programme is to implement effective means and mechanisms to motivate Mr. Marcin Drobek to perform such actions as to increase the long-term value of both the Company's and Dom Development S.A. Capital Group's.

The exclusion of the pre-emptive rights of the shareholders is justified by the fact that the present issue of shares of series 'AC' is directed at the sole participant of Scheme IV, Mrs. Małgorzata Kolarska, Vice President of the Management Board of the Company, while the present issue of shares of series 'AD' is directed at the sole participant of Scheme V, Mr. Mikołaj Konopka, Member of the Management Board of the Company, and at the sole participant of Scheme VI, Mr. Marcin Drobek, the Management Board Consultant – Director for Investment Realization, and in order to facilitate the exercising of their rights under the subscription warrants,

- 6) the issue of shares of series 'AC' and of series 'AD' is carried out by way of a public offering of securities set out in Article 1 (4.b) of the Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC,
- 7) the issue of shares of series 'AC' is taken up by way of private subscription and the shares are intended to be subscribed for the following person:

- Małgorzata Kolarska, PESEL 67010502520 – 100,000 (one hundred thousand) ordinary bearer shares of series ‘AC’ numbered from 1 to 100,000, with a nominal value of PLN 1.00 (one Polish zloty) each and with a total nominal value of PLN 100,000.00 (one hundred thousand Polish zloty),

8) the issue of shares of series ‘AD’ is taken up by way of private subscription and the shares are intended to be subscribed for the following persons:

- Mikołaj Konopka, PESEL 71071000693 – 50,000 (fifty thousand) ordinary bearer shares of series ‘AD’ numbered from 1 to 50,000, with a nominal value of PLN 1.00 (one Polish zloty) each and with a total nominal value of PLN 50,000.00 (fifty thousand Polish zloty),

- Marcin Drobek, PESEL 77031410999 – 30,000 (thirty thousand) ordinary bearer shares of series ‘AD’ numbered from 50,001 to 80,000, with a nominal value of PLN 1.00 (one Polish zloty) each and with a total nominal value of PLN 30,000.00 (thirty thousand Polish zloty),

9) the new shares of series ‘AC’ and of series ‘AD’ are covered by a cash contribution in whole, before the registration of the share capital increase,

10) the period to subscribe for shares of series ‘AC’ and of series ‘AD’ i.e. the period to make the statement of acceptance of the offer to subscribe for shares of series ‘AC’ and of series ‘AD’ commences on 21 January 2021 and expires on 25 January 2021, at 5:00 p.m., Warsaw time.

§ 2

In connection with the increase of the share capital of the Company through the issue of the shares of series ‘AC’ and of series ‘AD’, according to § 1 of the present resolution, point 3.2.1 of the Company’s Statute receives the following wording:

“3.2.1

The share capital amounts to PLN 25,398,422.00 (twenty five million, three hundred and ninety eight thousand, four hundred and twenty two zlotys) and is divided into:

a) *21,344,490 (twenty one million, three hundred and forty four thousand, four hundred and ninety) ordinary bearer shares of Series A, from numbers 1 to 21,344,490 with a nominal value of PLN 1.00 each;*

- b) 2,705,882 (two million, seven hundred and five thousand, eight hundred and eighty two) ordinary bearer shares of Series F, from numbers 1 to 2,705,882 with a nominal value of PLN 1.00 each;
- c) 172,200 (one hundred and seventy two thousand, two hundred) ordinary bearer shares of Series H, from numbers 1 to 172,200 with a nominal value of PLN 1.00 each;
- d) 92,700 (ninety two thousand, seven hundred) ordinary bearer shares of Series I, from numbers 1 to 92,700 with a nominal value of PLN 1.00 each;
- e) 96,750 (ninety six thousand, seven hundred and fifty) ordinary bearer shares of Series J, from numbers 1 to 96,750 with a nominal value of PLN 1.00 each;
- f) 148,200 (one hundred and forty eight thousand, two hundred) ordinary bearer shares of Series L, from numbers 1 to 148,200 with a nominal value of PLN 1.00 each;
- g) 110,175 (one hundred and ten thousand, one hundred and seventy five) ordinary bearer shares of Series Ł, from numbers 1 to 110,175 with a nominal value of PLN 1.00 each;
- h) 24,875 (twenty four thousand, eight hundred and seventy five) ordinary bearer shares of Series M, from numbers 1 to 24,875 with a nominal value of PLN 1.00 each;
- i) 20,000 (twenty thousand) ordinary bearer shares of Series N, from numbers 1 to 20,00 with a nominal value of PLN 1.00 each;
- j) 26,000 (twenty six thousand) ordinary bearer shares of Series O, from numbers 1 to 26,000 with a nominal value of PLN 1.00 each;
- k) 925 (nine hundred and twenty five) ordinary bearer shares of Series P, from numbers 1 to 925 with a nominal value of PLN 1.00 each;
- l) 11,000 (eleven thousand) ordinary bearer shares of Series R, from numbers 1 to 11,000 with a nominal value of PLN 1.00 each;
- m) 17,075 (seventeen thousand seventy five) ordinary bearer shares of Series S from number 1 to 17,075 with a nominal value of PLN 1.00 each;
- n) 1,000 (one thousand) ordinary bearer shares of Series T from number 1 to 1,000 with a nominal value of PLN 1.00 each;

- o) 10,320 (ten thousand, three hundred and twenty) ordinary bearer shares of Series U from number 1 to 10,320 with a nominal value of PLN 1.00 each;*
- p) 1,000 (one thousand) ordinary bearer shares of Series V from number 1 to 1,000 with a nominal value of PLN 1.00 each;*
- q) 85,830 (eighty five thousand, eight hundred and thirty) ordinary bearer shares of Series W from number 1 to 85,830 with a nominal value of PLN 1.00 each;*
- r) 100,000 (one hundred thousand) ordinary bearer shares of Series Y from number 1 to 100,000 with a nominal value of PLN 1.00 each;*
- s) 100,000 (one hundred thousand) ordinary bearer shares of Series Z from number 1 to 100,000 with a nominal value of PLN 1.00 each;*
- t) 100,000 (one hundred thousand) ordinary bearer shares of Series AA from number 1 to 100,000 with a nominal value of PLN 1.00 each;*
- u) 50,000 (fifty thousand) ordinary bearer shares of Series AB from number 1 to 50,000 with a nominal value of PLN 1.00 each;*
- v) 100,000 (one hundred thousand) ordinary bearer shares of Series AC from number 1 to 100,000 with a nominal value of PLN 1.00 each;*
- w) 80,000 (eighty thousand) ordinary bearer shares of Series AD from number 1 to 80,000 with a nominal value of PLN 1.00 each.”*

§ 3

The resolution becomes applicable on the day of its adoption.