

**RESOLUTION NO. 03/05/23**  
**of the Management Board**  
**of Dom Development S.A. with its registered seat in Warsaw**  
**held on 12 May 2023**  
**on a justification of the drafts of the resolutions to be adopted by the Ordinary General**  
**Meeting of Dom Development S.A. on 15 June 2023**

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 15 June 2023 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 15 June 2023 concerning consideration and approval of the financial statements of Dom Development S.A. for the year ended on 31 December 2022.

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 15 June 2023 concerning consideration and approval of the report of the Management Board on the activities of Dom Development S.A. and its capital group in 2022.

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 15 June 2023 concerning consideration and approval of the consolidated financial statements of Dom Development S.A. Capital Group for the year ended on 31 December 2022.

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 15 June 2023 concerning allocation of the Dom Development S.A. net profit as of 2022, 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 **11.00** (eleven zlotys) per share, amounting to **PLN 282,682,642.00** (two hundred and eighty-two million, six hundred and eighty-two thousand, six hundred and forty-two zlotys), which is 69% of the consolidated net profit of Dom Development S.A. Capital Group as of 2022. The payment to the shareholders of Dom Development S.A. of the dividend in the amount of 69% of the consolidated net profit of Dom Development S.A. Capital Group as of 2022 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 15 June 2023 concerning approval of the Supervisory Board report on the Supervisory Board activities conducted from 1 January 2022 to 31 December 2022.

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 15 June 2023 on the opinion of the Supervisory Board report on remuneration for members of Dom Development S.A. Management Board and Supervisory Board for 2022.

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§ 2<sup>1</sup> 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 15 June 2023 concerning the granting to the Dom Development S.A. Management Board members of an acknowledgement of fulfilment of their duties for the year 2022.

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 15 June 2023 concerning the granting to the Dom Development S.A. Supervisory Board members of an acknowledgement of fulfilment of their duties for the year 2022.

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 resolutions of the Ordinary General Meeting of Dom Development S.A. with its registered seat in Warsaw dated 15 June 2023 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 Ordinary General Meeting, of the mandates of two current members of the Dom Development S.A. Supervisory Board. These members resigned as they had been performing their functions of Supervisory Board members for almost 12 years and would no longer fulfil one of the criteria that defines an Independent Supervisory Board Member. According to point 7.3. of Company's Statute, independent members of the Supervisory Board shall be appointed and dismissed by a Shareholders Meeting.

11. 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 15 June 2023 on an amendment of the Dom Development S.A. Statute.

The draft resolution concerns reducing the deadline to convene Supervisory Board meetings from 7 to 3 business days, so as to improve the process by which Supervisory Board meetings are conveyed.

12. 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 15 June 2023 concerning the adoption of the Dom Development S.A. uniform Statute.

In accordance with (i) 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 07/12/22 dated

19 December 2022 regarding the increase of share capital through the issuance of shares of series AG 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 25,598,422, (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 03/02/23 dated 6 February 2023 regarding the increase of share capital through the issuance of shares of series AH and of series AI 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 25,698,422, and (iii) the proposal of the adoption of the above-mentioned resolutions concerning amendment of the Statute adoption by the General Meeting of the uniform Statute of Dom Development S.A. is both essential and reasonable.

## § 2

Drafts of the resolutions described in the § 1 above are attached to resolution no. 02/05/23 of the Management Board of Dom Development S.A. dated 12 May 2023 on the justification of the request to call the Ordinary General Meeting of Dom Development S.A. on 15 June 2023 and specified issues put to the agenda.

## § 3

The resolution shall become effective upon its adoption.