

Resolution No. 05/04/19
dated 9 April, 2019
of the Supervisory Board
of Dom Development S.A. with its registered seat in Warsaw
on consideration and statement of opinion on the proposals of the Management Board
regarding the draft resolutions to be adopted
by the Ordinary General Shareholders Meeting on 30 May 2019

Acting pursuant to art. 382 of the Commercial Companies Code, point 7.12 of the Company's Statute, point 3.2.3 of the Shareholders Meeting Bylaws, point 4.2 of the Supervisory Board Bylaws and in conjunction with the rule II.Z.11. of the 2016 Code of Best Practice of the WSE Listed Companies, the Supervisory Board of Dom Development S.A. with its registered seat in Warsaw resolves as follows:

§ 1

1. The Supervisory Board of Dom Development S.A. with its registered seat in Warsaw has read and considered the following draft resolutions of the Ordinary General Shareholders Meeting of Dom Development S.A. presented by the Management Board of Dom Development S.A. regarding the following issues:
 - 1) Acceptance of the agenda of the Ordinary General Shareholders Meeting.
 - 2) Adoption of a resolution on revoking the secrecy of ballots within the appointing of the Returning Committee.
 - 3) Appointing of the Returning Committee.
 - 4) Adoption of a resolution concerning consideration and approval of the financial statements of Dom Development S.A. for the year ended on 31 December 2018.
 - 5) Adoption of a resolution concerning consideration and approval of the report of the Management Board on the activities of Dom Development S.A. in 2018.
 - 6) Adoption of a resolution concerning consideration and approval of the consolidated financial statements of Dom Development S.A. Capital Group for the year ended on 31 December 2018.
 - 7) Adoption of a resolution concerning consideration and approval of the report of the Management Board on the activities of Dom Development S.A. Capital Group in 2018.

- 8) Adoption of a resolution concerning allocation of the Dom Development S.A. net profit as of 2018, allocation of part of the capital reserves for payment of a dividend and setting the dividend day and the date of payment of dividends.
 - 9) Adoption of resolutions concerning the granting to the Dom Development S.A. Management Board members of an acknowledgement of fulfilment of their duties for the year 2018.
 - 10) Adoption of resolutions concerning the granting to the Dom Development S.A. Supervisory Board members of an acknowledgement of fulfilment of their duties for the year 2018.
 - 11) Adoption of a resolution concerning the number of members of the Dom Development S.A. Supervisory Board.
 - 12) Adoption of resolutions concerning appointment of members of the Dom Development S.A. Supervisory Board.
 - 13) Adoption of a resolution on the adoption of the Management Share Options Programme V for the Member of the Management Board of Dom Development S.A., regarding 250,000 Shares of Dom Development S.A.
 - 14) Adoption of a resolution 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.
 - 15) Adoption of a resolution on adoption of the Dom Development S.A. uniform Statute.
 - 16) Closing of the Meeting.
2. In the opinion of the Supervisory Board, the resolutions referred to in § 1 point 1, subsection 1-10 above are typical resolutions adopted in the course of an Ordinary General Shareholders Meeting and adoption of which, in the opinion of the Supervisory Board, is essential and reasonable.
 3. In view of the foregoing, the Supervisory Board decides to issue a positive opinion on the draft resolutions referred to in § 1 point 1, subsection 1-10 above and recommends that the Ordinary General Shareholders Meeting of Dom Development S.A. adopts the resolutions with the wording as proposed in the draft resolutions.

§ 2

1. The Supervisory Board of Dom Development S.A. with its registered office in Warsaw has read and considered: (i) a draft resolution of the Ordinary General Shareholders Meeting on settlement of the number of members of the Supervisory Board of Dom Development S.A., (ii) draft resolutions of the Ordinary General Shareholders Meeting concerning the appointment of members of the Supervisory Board, (iii) an explanation of the Management Board regarding the above-mentioned draft resolutions of the Ordinary General Shareholders Meeting.
2. In the opinion of the Supervisory Board, adoption of the resolutions referred to in § 2 point 1 above is essential and reasonable, due to the expiration, on the date of the session of the Ordinary General Shareholders Meeting approving the financial statements of the Company as of 2018, of the mandates of the current members of the Supervisory Board.
3. In view of the foregoing, the Supervisory Board decides to issue a positive opinion on the draft resolutions referred to in § 2 point 1 above and recommends to the Company's General Shareholders Meeting to adopt resolutions with the wording as proposed in the draft resolutions.

§ 3

1. The Supervisory Board of Dom Development S.A. with its registered office in Warsaw has read and considered: (i) a draft resolution on the adoption of the Management Share Options Programme V for the Member of the Management Board of Dom Development S.A. regarding 250,000 Shares of Dom Development S.A., (ii) an explanation of the Management Board regarding the above-mentioned draft resolution of the Ordinary General Shareholders Meeting, all presented by the Management Board.
2. In the opinion of the Supervisory Board, adoption of the resolution referred to in § 3 point 1 above is essential and in the Company's interest.
3. In view of the foregoing, the Supervisory Board decides to issue a positive opinion on the draft resolution referred to in § 3 point 1 above and recommends to the Company's Ordinary General Shareholders Meeting to adopt a resolution with the wording as proposed in the draft resolution.

§ 4

1. The Supervisory Board of Dom Development S.A. with its registered seat in Warsaw has read and considered: (i) a draft resolution 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, (ii) the opinion of the Management Board 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 authorized and unissued capital, (iii) the Management Board justification of the aforementioned draft resolution of the Ordinary General Shareholders Meeting of Dom Development S.A., all presented by the Management Board.

2. The Supervisory Board believes that granting to the Management Board a further authorisation to increase the share capital by way of the issue of new shares with a nominal value of up to PLN 1,700,000 (in words: one million, seven hundred thousand, Polish zloty), within the limits of the authorised and unissued capital, with the right granted to the Management Board to decide, with the consent of the Supervisory Board, on excluding the pre-emptive rights, in full or in part, to subscribe for new shares and subscription warrants intended for the achievement of the objectives indicated in the resolution, is justified and in the best interests of Dom Development S.A. The manner in which the issue price for the shares is to be determined, upon the consent of the Supervisory Board, is also reasonable.
3. In view of the foregoing, the Supervisory Board decides to issue a positive opinion on the draft resolution referred to in § 4 point 1 above and recommends that the Ordinary General Shareholders Meeting of Dom Development S.A. adopts the resolution with the wording as proposed in the draft resolution.

§ 5

1. The Supervisory Board of Dom Development S.A. with its registered seat in Warsaw has read and considered: (i) a draft resolution of the Ordinary General Shareholders Meeting of Dom Development S.A. concerning the adoption of the uniform Dom

Development S.A. Statute, (ii) the Management Board justification of the aforementioned draft resolution of the Ordinary General Shareholders Meeting of Dom Development S.A., all presented by the Management Board.

2. In view of the foregoing, the Supervisory Board decides to issue a positive opinion on the draft resolution referred to in § 5 point 1 above and recommends that the Ordinary General Shareholders Meeting of Dom Development S.A. adopts the resolution with the wording as proposed in the draft resolution.

§ 5

The resolution shall become effective upon its adoption.