

RESOLUTION NO. 03/04/19

of the Management Board

of Dom Development S.A. with its registered seat in Warsaw

held on 8 April 2019

on a justification of the drafts of the resolutions to be adopted by the Ordinary General Shareholders Meeting of Dom Development S.A. on 30 May 2019

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, 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 Shareholders Meeting of Dom Development S.A. with its registered seat in Warsaw dated 30 May 2019 on acceptance of the agenda of the Ordinary General Shareholders 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 Shareholders 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 and the Dom Development S.A. Shareholders Meeting Bylaws.

2. 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 Shareholders Meeting of Dom Development S.A. with its registered seat in Warsaw dated 30 May 2019 concerning allocation of the Dom Development S.A. net profit as of 2019, allocation of part of the capital reserves for payment of a dividend and setting the dividend day and the date of payment of dividends.

The Management Board of Dom Development S.A. proposes to allot for payment a cash dividend to the shareholders of Dom Development S.A. PLN **9.05** (in words: nine zlotys

five groszy) per share, amounting to PLN **226,869,219.10** (in words: two hundred and twenty-six million and eight hundred sixty-nine thousand two hundred nineteen Polish zlotys and ten groszy) which is 99.9% of the consolidated net profit of Dom Development S.A. Capital Group as of 2018. The payment to the shareholders of Dom Development S.A. of the dividend in the amount of 99.9% of the consolidated net profit of Dom Development S.A. Capital Group as of 2018 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. Allocation of part of the capital reserves of Dom Development S.A. created from the profit from previous years in the amount of PLN 12,770,822.47 (twelve million seven hundred and seventy thousand, eight hundred and twenty-two Polish zlotys and forty seven groszy) for payment of a cash dividend to the shareholders of Dom Development S.A. is required to pay the dividend in the above-mentioned amount.

3. The Management Board of Dom Development S.A. with its registered seat in Warsaw, presents a justification of the drafts of the resolutions of the Ordinary General Shareholders Meeting of Dom Development S.A. with its registered office in Warsaw dated 30 May 2019 on settlement of the number of members of the Dom Development S.A. Supervisory Board and on appointment of members of the Dom Development S.A. Supervisory Board.

The drafts of the above-mentioned resolutions are a consequence of the expiration, on the date of the session of the General Shareholders Meeting approving the financial statements of the Company as of 2018, of the mandates of the current members of the Dom Development S.A. Supervisory Board.

4. 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 Shareholders Meeting of Dom Development S.A. with its registered seat in Warsaw dated 30 May 2019 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.

The Company has already implemented three Management Share Options Programmes and implements the fourth Management Share Options Programme.

The Management Share Options Programme V is exclusively addressed to Mikołaj Konopka, the Member of the Management Board of the Company and the President of the Management Board of Euro Styl S.A. with its registered seat in Gdańsk, Dom Development S.A. Capital Group company. The reason for this is the special role of Mr. Mikołaj Konopka plays in managing of the Company's and Dom Development S.A. Capital Group's the strong increase of weightiness of the Tri-City market in Dom Development S.A. Capital Group's operations. The amount of the implemented residential estates and of new residential units is significantly growing and when the further development plans of the Company and Dom Development S.A. Capital Group require new, more effective project management methods. Mr. Mikołaj Konopka is also responsible for the acquisition of real estates and the implementation of development processes in Tri-City, which constitute the key areas for the future development of Dom Development S.A. Capital Group and for the further increase of its value. Therefore, the aim of this Programme is that the Company obtains effective means and mechanisms to motivate Mr. Mikołaj Konopka to perform actions ensuring a long-term increase of both the Company's and Dom Development S.A. Capital Group's value.

The Programme shall provide that when participant of the Management Share Options Programme V submit his requests to join the programme in order to exercise Share options to subscribe for the Shares (subscription warrants) allocated to them, the Management Board will adopt, upon the consent of the Supervisory Board, resolutions on increasing the share capital within the limits of the authorised and unissued capital, in the performance of which the holder of a subscription warrants could exercise his rights to subscribe for the Shares.

In accordance with the provisions of the Management Share Options Programme V the Company plans to issue on one or several occasions, up to 250,000 Shares with a nominal value of PLN 1.00 each, intended for the implementation of the Management Share Options Programme V, within the limits of the authorised capital. In the case of the Management Share Options Programme V the issue price will be set directly by the General Shareholders Meeting at PLN 50.00 (in words: fifty Polish zloty) for one share.

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 Shareholders Meeting of Dom Development S.A. with its registered seat in Warsaw dated 30 May 2019 on an amendment to the Statute on authorisation of the Management Board to increase the share capital within the limits of the authorised and unissued capital with the right to exclude, by the Management Board, upon the consent of the Supervisory Board, the pre-emptive rights, in full or in part, the existing shareholders may have with respect to the shares and subscription warrants which entitle their holders to subscribe for new shares.

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 1,700,000.00 (in words: one million seven 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 Management Share Options Programme IV regarding 500,000 Shares of Dom Development S.A., to facilitate the Company to perform its obligations under the Management Share Options Programme V regarding 250,000 Shares of Dom Development S.A. and planned subsequent management share options programme 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. 02/04/19 dated 8 April 2019 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.

6. 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 Shareholders Meeting of Dom Development S.A. with its registered seat in Warsaw dated 30 May 2019 concerning the adoption of the Dom Development S.A. uniform Statute.

In accordance with (i) the proposal of the adoption of the above-mentioned resolution 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 03/01/19 dated 24 January 2019 regarding the increase of share capital through the issuance of series Z shares 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 25,068,422, registered by the District Court for the capital city of Warsaw in Warsaw, 12th Commercial Division of the National Court Register Division on 28 February 2019, in the opinion of the Management Board, adoption of the uniform Statute of Dom Development S.A. in the form of a notarial deed is both essential and reasonable.

§ 2

Drafts of the resolutions described in the § 1 above are attached to resolution no. 01/04/19 of the Management Board of Dom Development S.A. dated 8 April 2019 on the justification of the request to call the Ordinary General Shareholders Meeting of Dom Development S.A. on 30 May 2019 and specified issues put to the agenda.

§ 3

The resolution shall become effective upon its adoption.