

## **FORM**

### **Voting by proxy**

**Proxy:**

acting on behalf of

**Shareholder:**

at the General Meeting of Develia S.A. with its registered office in Wrocław on:  
8 January 2020

The use of this form by the Proxy and Shareholder is not mandatory and is subject to the respective mutual agreement and obligations and the proceedings at the General Meeting. When completed by the Shareholder providing power of attorney to vote at the General Meeting, the form may be used as a voting card for the Proxy; in the case of a secret ballot, the completed form may be used solely as written instructions on the way of voting by the Proxy in such voting and shall be retained by the Proxy. Should the Proxy vote with the form, the form shall be submitted to the Chairperson of the General Meeting at the latest before closing the voting on a resolution that according to the Shareholder's instruction is to be voted on with the form. The Chairperson of the General Meeting shall inform the General Meeting on the votes cast with the form and on this basis the vote shall be included in the overall number of votes cast on the resolution.

The form used in voting shall be attached to the book of minutes.

When votes are counted at the General Meeting with electronic vote counting equipment, this form will not apply and may be solely used as instructions from the Shareholder to the Proxy.

**ATTENTION!**

*Draft resolutions are presented herebelow. Under each draft resolution there is space for instructions on the way to vote from the Shareholder to the Proxy and columns to tick off the fact that the vote was cast and any objection to voting against a resolution in a specific voting. A vote is cast and an objection made by ticking the appropriate box in the column ☐ \*. Additionally, if a Proxy casts different votes from different shares within one represented block of shares and one voting, they should insert the number of shares/votes in the relevant field which is dedicated to the specific vote in each voting. An incorrectly completed form or filed without fields ticked off by the Proxy that do not clearly show the Proxy's intention in each voting shall be disregarded in the relevant voting and results thereof. The Company informs that if the Shareholder and the Proxy use this form for voting, the compliance of the vote(s) cast and the relevant instructions will not be verified. The voting or failure to vote by the Proxy will be decisive, also when the behaviour of the Proxy is not compliant with the Shareholder's instructions.*

*In order to facilitate the use of the form by the Proxy, each resolution is placed on a separate sheet of paper. The shareholder and the Proxy may use only certain pages of the form, at their discretion.*

## RESOLUTION NO. 1

### Art. 1

Acting pursuant to Art. 409 par. 1 of the Code of Commercial Companies and Partnerships and according to Art. 4 and Art. 5 of the Regulations of the General Meeting of Develia S.A., the Extraordinary General Meeting hereby appoints ..... the Chairperson of the General Meeting.

### Art. 2

The resolution becomes effective on the day of its adoption.

<b>Shareholder's instructions for the Proxy Holder:</b>		
<b>Cast vote:</b>  <input type="checkbox"/> <b>*FOR</b>  Number of shares: .....  Number of votes: .....	<b>Cast vote:</b>  <input type="checkbox"/> <b>*AGAINST</b>  Number of shares: .....  Number of votes: .....  <input type="checkbox"/> <b>OBJECTION</b>	<b>Cast vote:</b>  <input type="checkbox"/> <b>*ABSTAIN FROM VOTING</b>  Number of shares: .....  Number of votes: .....

Shareholder:.....  
signature(s)

Proxy Holder:.....  
signature(s)

## RESOLUTION NO. 2

### Art. 1

The Extraordinary General Meeting hereby adopts the following *agenda in compliance with the announcement published on the company's website on 11 December 2019*:

- 1) Opening the General Meeting.
- 2) Appointing the Chairperson.
- 3) Stating that the Extraordinary General Meeting has been convened correctly and is capable of adopting resolutions.
- 4) Adopting the agenda.
- 5) Adopting the resolution on determination of remuneration of the Member of the Supervisory Board delegated to perform the obligations of the President of the Management Board of the Company for the period from 28 November 2019 to 28 February 2020.
- 6) Adopting resolutions concerning amendments to the Regulations of the Supervisory Board.
- 7) Closing of the Meeting.

### Art. 2

The resolution becomes effective on the day of its adoption.

#### **Shareholder's instructions for the Proxy Holder:**

##### **Cast vote:**

☐ **\*FOR**

Number of shares:

.....

Number of votes:

.....

##### **Cast vote:**

☐ **\*AGAINST**

Number of shares:

.....

Number of votes:

.....

☐ **OBJECTION**

##### **Cast vote:**

☐ **\*ABSTAIN FROM  
VOTING**

Number of shares:

.....

Number of votes:

.....

Shareholder:.....  
signature(s)

Proxy Holder:.....  
signature(s)

### RESOLUTION NO.3

Acting pursuant to Art. 15 par. 2 of the Regulations of the Supervisory Board of the Company Develia S.A., the Extraordinary General Meeting hereby resolves as follows:

#### Art. 1

The separate remuneration received by Mr Michał Hulbój for performing the function of the Member of the Supervisory Board delegated to perform the obligations of the President of the Management Board of the Company Develia S.A. with its registered office in Wrocław for the period from 28 November 2019 to 28 February 2020, is determined in the amount equal to the amount of basic remuneration received by the previous President of the Management Board of the Company Develia S.A. with its registered office in Wrocław, which does not exclude a right of the Member's of the Supervisory Board to reimburse from the Company costs incurred in connection with performing this function.

#### Art. 2

The resolution becomes effective on the day of its adoption.

#### *Shareholder's instructions for the Proxy Holder:*

##### **Cast vote:**

☐ **\* FOR**

*Number of shares:*

.....

*Number of votes:*

.....

##### **Cast vote:**

☐ **\* AGAINST**

*Number of shares:*

.....

*Number of votes:*

.....

☐ **OBJECTION**

##### **Cast vote:**

☐ **\* ABSTAIN FROM VOTING**

*Number of shares:*

.....

*Number of votes:*

.....

Shareholder:.....

*signature(s)*

Proxy Holder:.....

*signature(s)*

## RESOLUTION NO. 4

### Art. 1

Acting pursuant to Art. 391 par. 3 of the Code of Commercial Companies and Partnerships and Art. 30 par. 1 point 15 of the Memorandum and Articles of Association, the Extraordinary General Meeting of the Company hereby resolves to amend the Regulations of the Supervisory Board of the Company as follows:

- 1) Art. 8 par. 2 Regulations of the Supervisory Board shall be deleted:
- 2) Art. 8 par. 3 Regulations of the Supervisory Board shall be read as follows and shall be given number 2:  
*"2. The Supervisory Board may invite the Management Board members and the Company's employees or other persons from outside of the organization to its meetings, if their presence is justified by the subject of matters reviewed by it. A decision concerning the invitation of third parties shall be passed by a person who calls or chairs the meeting."*
- 3) Art. 13 par. 2 Regulations of the Supervisory Board shall be read as follows:  
*"Votes cast by electronic mail or fax and correspondence documenting the voting process are attached to minutes; electronic materials are attached in the form of prints."*
- 4) Art. 15 par. 2 Regulations of the Supervisory Board shall be read as follows:  
*"2. The members of the Supervisory Board delegated to perform supervisory functions individually on an ongoing basis and the members of the Supervisory Board delegated to perform the duties of the Management Board on a temporary basis shall receive a separate remuneration."*

### Art. 2.

The resolution becomes effective on the day of its adoption.

#### Shareholder's instructions for the Proxy Holder:

##### Cast vote:

☐ \*FOR

Number of shares:

.....

Number of votes:

.....

##### Cast vote:

☐ \*AGAINST

Number of shares:

.....

Number of votes:

.....

☐ OBJECTION

##### Cast vote:

☐ \*ABSTAIN FROM  
VOTING

Number of shares:

.....

Number of votes:

.....

Shareholder:.....  
signature(s)

Proxy Holder:.....  
signature(s)