

**ATTACHMENT NO. 2 TO THE PLAN OF MERGER - DRAFT RESOLUTION OF THE EXTRAORDINARY GENERAL MEETING OF THE ACQUIRED COMPANY 1 ON THE MERGER OF THE COMPANIES**

**RESOLUTION NO. ....  
OF THE EXTRAORDINARY GENERAL MEETING OF LC CORP INVEST XXI SP. Z O.O.  
ON THE MERGER WITH DEVELIA S.A. WITH ITS REGISTERED OFFICE IN  
WROCLAW AND LC CORP INVEST XXIV SP. Z O.O. WITH ITS REGISTERED OFFICE  
IN WROCLAW**

**§ 1**

1. The Extraordinary General Meeting of LC Corp Invest XXI Spółka z ograniczoną odpowiedzialnością with its registered office in Wrocław ("**Company**" or „**Acquired Company 1**") hereby approves the **Plan of Merger of the Company** with Develia Spółka Akcyjna with its registered office in Wrocław at ul. Powstańców Śląskich 2-4 (postal code: 53-333), entered in the register of entrepreneurs maintained by the District Court for Wrocław-Fabryczna in Wrocław, 6<sup>th</sup> Commercial Division of the National Court Register under the KRS number 00000253077 („**Acquiring Company**") and with LC Corp Invest XXIV Sp. z o.o. with its registered office in Wrocław at ul. Powstańców Śląskich 2-4 (postal code: 53-333), entered in the register of entrepreneurs maintained by the District Court for Wrocław-Fabryczna in Wrocław, 6<sup>th</sup> Commercial Division of the National Court Register under the KRS number 0000708629 („**Acquired Company 2**"), agreed by the Acquiring Company, Acquired Company 1 and Acquired Company 2 in writing (together with the attachments thereto) on 13.07.2020 („**Plan of Merger**"), the full contents thereof (i.e. including the attachments) have been published on the Company's website at: [www.develia.pl](http://www.develia.pl).
2. The Extraordinary General Meeting of the Acquired Company 1 hereby consents to the merger and resolves to merge, pursuant to Art. 492(1)(1) of the Code of Commercial Companies and Partnerships the Acquired Company 1 with the Acquiring Company and Acquired Company 2 by transferring all assets of the Acquired Company 1 and Acquired Company 2 to the Acquiring Company (merger by acquisition).
3. Taking into account that the Acquiring Company owns 100% of the share capital of the Acquired Company 1 and 100% of the share capital of the Acquired Company 2, the merger shall take place pursuant to Article 515(1) of the Code of Commercial Companies and Partnerships, without any increase in the share capital of the Acquiring Company and without any amendments to its Articles of Association.
4. Pursuant to Article 516(5) and (6) of the Code of Commercial Companies and Partnerships, no ratio of exchange of shares in the Acquired Company 1 and Acquired Company 2 for shares in the Acquiring Company as well as no terms relating to the allotment of shares in the Acquiring Company and no date as of which such shares give the right to participate in the profits of the Acquiring Company shall be set.
5. There are no plans to confer by the Acquiring Company the rights referred to in Art. 499 (1)(5) of the Code of Commercial Companies and Partnerships upon shareholders of the Acquired Companies or persons having special rights in the Acquired Companies.
6. There are no plans to confer any special benefits upon members of the bodies of the merging companies or other persons involved in the merger.
7. The merger is based on the following attachments to the Plan of Merger: statement containing information on the accounting status of the Acquired Company 1 as of 1 June, 2020, statement containing information on the accounting status of the Acquired Company 2 as of June 1, 2020, as well as based on the valuation of assets of the Acquired Company 1 as of June 1, 2020 and assets of the Acquired Company 2 as of June 1, 2020, included in the attachments to the Plan of Merger.

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**§ 2**

The Extraordinary General Meeting of the Company hereby authorizes the Company's Management Board to take all necessary factual and legal actions aimed at implementing this resolution.

**§ 3**

The resolution shall enter into force upon its adoption.