

RESOLUTION NO. 1

Art. 1

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

Art. 2

The resolution became effective upon its adoption.

RESOLUTION NO. 2

Art. 1

The Ordinary General Meeting hereby adopts the following agenda in compliance with the announcement published on the company's website on 20th April 2022:

- 1) Opening the General Meeting.
- 2) Appointing the Chairperson.
- 3) Stating that the Ordinary General Meeting has been convened correctly and is capable of adopting resolutions.
- 4) Adopting the agenda.
- 5) Presentation by the Management Board of the Company of the Company's financial results and other significant information contained in the financial statements as well as discussion of significant events relating to the past financial year.
- 6) Presenting the Supervisory Board's concise assessment of the standing of the Company comprising an assessment of the internal control system, the system for managing risks, compliance and internal audit function significant to the Company, the report concerning the activities of the Supervisory Board in the financial year 2021, including an assessment of the Management Board's report on the Company's activities and its financial statements for the financial year 2021, as well as the evaluation of the Management Board's motion regarding the allocation of profit for the year 2021 and the assessment of the Company's application of the principles of corporate governance and methods of Company's compliance with Information Duties Relating to Implementation of Corporate Governance Principles Set Out in Stock Exchange By-Laws and Regulations on Current and Periodic Information Published by Issuers of Securities and other assessments and information indicated in the Code of Best Practice for WSE Listed Companies 2021.
- 7) Adopting a resolution on the approval of the Supervisory Board's concise assessment of the standing of the Company, the report concerning the activities of the Supervisory Board in the financial year 2021 and the assessment of the Management Board's report on the Company's activities and its financial statements for the financial year 2021, as well as the evaluation of the Management Board's motion regarding the allocation of profit for the financial year 2021 and the assessment of the Company's application of the principles of corporate governance and methods of Company's compliance with Information Duties Relating to Implementation of Corporate Governance Principles Set Out in Stock Exchange By-Laws and Regulations on Current and Periodic Information Published by Issuers of Securities and other assessments and information indicated in the Code of Best Practice for WSE Listed Companies 2021.
- 8) Adopting a resolution on the review and approval of the Management Board's report concerning the activities of the Company and of Develia S.A. Capital Group pertaining to the financial year 2021.
- 9) Adopting a resolution concerning the review and approval of the financial statements the Company for the financial year 2021.
- 10) Adopting a resolution on the review and approval of the consolidated financial statements of Develia S.A. Capital Group pertaining to the financial year 2021.

- 11) Adopting a resolution on evaluation of the Supervisory Board's report on the Management Board and Supervisory Board members' remuneration, for the 2021 year.
- 12) Adopting resolutions on granting the acknowledgement of fulfilment of duties to members of the Management Board in the financial year 2021.
- 13) Adopting resolutions on granting the acknowledgement of fulfilment of duties to members of the Supervisory Board in the financial year 2021.
- 14) Examining the Management Board's motion concerning the allocation of profit for the financial year 2021.
- 15) Adopting a resolution on allocation of the profit for the financial year 2021 and in the event of adopting a resolution on dividend payment, adopting a resolution on the dividend's record day and the date of payment of dividend.
- 16) Adopting a resolution on amending Resolution No. 34 of the Ordinary General Meeting of Shareholders in Develia S.A. of 30 June 2021 on the introduction of an incentive scheme for the years 2021 – 2024 for Management Board members and key employees of the Company
- 17) Adopting a resolution on amending Resolution No. 35 of the Ordinary General Meeting of Shareholders in Develia S.A. of 30 June 2021 on the issue of subscription warrants with the exclusion of pre-emptive rights of the existing shareholders and a conditional share capital increase, application for the admission and introduction of the newly issued shares to trading on a regulated market operated by Giełda Papierów Wartościowych w Warszawie S.A. and a consequential amendment to the Company's Articles of Association.
- 18) Adopting a resolution on amending the Remuneration Policy for the members of the Management Board and Supervisory Board of Develia S.A.
- 19) Adoption of a resolution on changes to the Supervisory Board.
- 20) Closing of the Meeting.

Art. 2

The resolution became effective upon its adoption.

RESOLUTION NO. 3

Art. 1

Acting pursuant to Art. 395 par. 5 of the Code of Commercial Companies and Partnerships and pursuant to Art. 30 par. 1 point 18 of the Memorandum and Articles of Association, the Ordinary Meeting of the Company hereby approves the Supervisory Board's assessment of the standing of the Company, the report concerning the activities of the Supervisory Board in the financial year 2021 and the Supervisory Board's assessment concerning the Management Board's report on the Company's activities and its financial statements for the financial year 2021, as well as the evaluation of the Management Board's motion regarding the allocation of profit for the year 2021 and the and the assessment of the Company's application of the principles of corporate governance and methods of Company's compliance with Information Duties Relating to Implementation of Corporate Governance Principles Set Out in Stock Exchange By-Laws and Regulations on Current and Periodic Information Published by Issuers of Securities and other assessments and information indicated in the Code of Best Practice for WSE Listed Companies 2021.

Art. 2

The resolution became effective upon its adoption.

RESOLUTION NO. 4

Art. 1

Acting pursuant to Art. 393 point 1 and Art. 395 par. 2 point 1 and Art. 395 par. 5 of the Code of Commercial Companies and Partnerships and pursuant to Art. 30 par. 1 point 1 of the Memorandum and Articles of Association, the Ordinary General Meeting of the Company, having reviewed the report of the Management Board concerning the activities of the Company and of Develia S.A. Capital Group for the financial year 2021, hereby approves the report of the Management Board concerning the activities of the Company and of Develia S.A. Capital Group for the financial year 2021.

Art. 2

The resolution became effective upon its adoption.

RESOLUTION NO. 5

Art. 1

Acting pursuant to Art. 393 point 1 and Art. 395 par. 2 point 1 of the Code of Commercial Companies and Partnerships and pursuant to Art. 30 par. 1 point 1 of the Memorandum and Articles of Association, the Ordinary General Meeting of the Company, having reviewed the financial statements of the Company for the financial year 2021, hereby approves the financial statements of the Company for the financial year 2021 consisting of:

- 1) the statement of financial position made as at 31 December 2021, disclosing the total balance of assets and liabilities amounting to PLN 2,373,278.00 (in words: two billion three hundred and seventy-three million two hundred and seventy-eight thousand zlotys),
- 2) statement of comprehensive income for the financial year commencing on 1 January 2021 and ending on 31 December 2021, disclosing a net profit of PLN 157,843k. (in words: one hundred and fifty-seven million eight hundred and forty-three thousand zlotys) and a total income of PLN 157,843k (in words: one hundred and fifty-seven million eight hundred and forty-three thousand zlotys),
- 3) statement of changes in equity for the financial year commencing on 1 January 2021 and ending on 31 December 2021, disclosing an increase in equity by the amount of PLN 86,067k (in words: eighty-six million sixty-seven thousand zlotys),
- 4) statement of cash flows for the period from 1 January 2021 to 31 December 2021, disclosing an increase in net cash by PLN 1.984k (in words: one million nine hundred and eighty-four thousand zlotys),
- 5) notes to the financial statements – Accounting principles (policies) and explanatory notes.

Art. 2

The resolution became effective upon its adoption.

RESOLUTION NO. 6

Art. 1

Acting pursuant to Art. 63c par. 4 of the Accounting Act and Art. 395 par. 5 of the Code of Commercial Companies and Partnerships and pursuant to Art. 30 par. 1 point 1 of the Memorandum and Articles of Association, the Ordinary General Meeting of the Company, having reviewed the consolidated financial statements of Develia Capital Group for the financial year 2021, hereby approves the consolidated financial statements of Develia Capital Group for the financial year 2021 consisting of:

- 1) the Consolidated statement of financial position made as of 31 December 2021, disclosing the total balance of assets and liabilities amounting to PLN 3,249,840k (in words: three billion two hundred and forty-nine million eight hundred and forty thousand zlotys);

- 2) the Consolidated statement of comprehensive income for the financial year commencing on 01 January 2021 and ending on 31 December 2021, disclosing a net profit of PLN 153,946k (in words: one hundred and fifty-three million nine hundred and forty-six thousand zlotys) and a total income of PLN 154.397k (in words: one hundred and fifty-four million three hundred and ninety-seven thousand zlotys),
- 3) consolidated statement of changes in equity for the financial year commencing on 1 January 2021 and ending on 31 December 2021, disclosing an increase in equity by PLN 82,621k (in words: eighty-two million six hundred and twenty-one thousand zlotys),
- 4) consolidated statement of cash flows for the financial year commencing on 1 January 2021 and ending on 31 December 2021, disclosing a decrease in net cash by PLN 44,282k (in words: forty-four million two hundred and eighty-two thousand zlotys),
- 5) notes to the consolidated financial statements – Accounting principles (policies) and explanatory notes.

Art. 2

The resolution became effective upon its adoption.

RESOLUTION NO. 7

Art. 1

Acting pursuant to Art. 395 par. 2¹ of the Code of Commercial Companies and Partnerships, Art. 90g par. 6 of the Act of 29 July 2005 on Public Offering, Conditions Governing Admission of Financial Instruments to Organised Trading, and Public Companies, the Ordinary General Meeting hereby resolves to issue a positive opinion on the annual report of the Supervisory Board on the remuneration for members of the Management Board and the Supervisory Board of Develia S.A. for the 2021 year, approved by the Supervisory Board.

Art. 2

The resolution became effective upon its adoption.

RESOLUTION NO. 8

Art. 1

Acting pursuant to Art. 393 point 1 and Art. 395 par. 2 point 3 of the Code of Commercial Companies and Partnerships and pursuant to Art. 30 par. 1 point 4 of the Articles of Association, the Ordinary General Meeting of the Company hereby acknowledges the fulfilment of duties in the financial year 2021 by Mr **Andrzej Oślizło** – the President of the Management Board in the period from 01.01.2021 to 31.12.2021.

Art. 2

The resolution became effective upon its adoption.

RESOLUTION NO. 9

Art. 1

Acting pursuant to Art. 393 point 1 and Art. 395 par. 2 point 3 of the Code of Commercial Companies and Partnerships and pursuant to Art. 30 par. 1 point 4 of the Articles of Association, the Ordinary General Meeting of the Company hereby acknowledges the fulfilment of duties in the financial year 2021 by Mr **Paweł Ruszczak** – acting as Member of the Management Board for Finance in the period from 01.01.2021 to 18.02.2021 and Vice President of the Management Board from 18.02.2021 to 31.12.2021.

Art. 2

The resolution became effective upon its adoption.

RESOLUTION NO. 10

Art. 1

Acting pursuant to Art. 393 point 1 and Art. 395 par. 2 point 3 of the Code of Commercial Companies and Partnerships and pursuant to Art. 30 par. 1 point 4 of the Articles of Association, the Ordinary General Meeting of the Company hereby acknowledges the fulfilment of duties in the financial year 2021 by Mr **Mariusz Poławski** – Vice President of the Management Board from 25.01.2021 to 31.12.2021.

Art. 2

The resolution became effective upon its adoption.

RESOLUTION NO. 11

Art. 1

Acting pursuant to Art. 393 point 1 and Art. 395 par. 2 point 3 of the Code of Commercial Companies and Partnerships and pursuant to Art. 30 par. 1 point 4 of the Articles of Association, the Ordinary General Meeting of the Company hereby acknowledges the fulfilment of duties in the financial year 2021 by Mr **Mirosław Kujawski** – Member of the Management Board from 01.01.2021 to 25.01.2021.

Art. 2

The resolution became effective upon its adoption.

RESOLUTION NO. 12

Art. 1

Acting pursuant to Art. 393 point 1 and Art. 395 par. 2 point 3 of the Code of Commercial Companies and Partnerships and pursuant to Art. 30 par. 1 point 4 of the Articles of Association, the Ordinary General Meeting of the Company hereby acknowledges the fulfilment of duties in the financial year 2021 by Mr **Tomasz Wróbel** – Member of the Management Board from 01.01.2021 to 30.06.2021.

Art. 2

The resolution became effective upon its adoption.

RESOLUTION NO. 13

Art. 1

Acting pursuant to Art. 393 point 1 and Art. 395 par. 2 point 3 of the Code of Commercial Companies and Partnerships and pursuant to Art. 30 par. 1 point 4 of the Memorandum and Articles of Association, the Ordinary General Meeting of the Company hereby acknowledges the fulfilment of duties in the financial year 2021 by Mr **Jacek Osowski** – Chairperson of the Supervisory Board from 01.01.2021 to 31.12.2021.

Art. 2

The resolution became effective upon its adoption.

RESOLUTION NO. 14

Art. 1

Acting pursuant to Art. 393 point 1 and Art. 395 par. 2 point 3 of the Code of Commercial Companies and Partnerships and pursuant to Art. 30 par. 1 point 4 of the Articles of Association, the Ordinary General Meeting of the Company hereby acknowledges the fulfilment of duties in the financial year 2021 by Mr **Artur Osuchowski** – acting as Vice-Chairperson of the Supervisory Board in the period from 01.01.2021 to 30.06.2021 and Member of the Supervisory Board in the period from 01.07.2021 to 31.12.2021.

Art. 2

The resolution became effective upon its adoption.

RESOLUTION NO. 15

Art. 1

Acting pursuant to Art. 393 point 1 and Art. 395 par. 2 point 3 of the Code of Commercial Companies and Partnerships and pursuant to Art. 30 par. 1 point 4 of the Articles of Association, the Ordinary General Meeting of the Company hereby acknowledges the fulfilment of duties in the financial year 2021 by Mr **Paweł Malyska** – acting as Member of the Supervisory Board in the period from 01.01.2021 to 30.06.2021 and Vice-Chairperson of the Supervisory Board in the period from 01.07.2021 to 31.12.2021.

Art. 2

The resolution became effective upon its adoption.

RESOLUTION NO. 16

Art. 1

Acting pursuant to Art. 393 point 1 and Art. 395 par. 2 point 3 of the Code of Commercial Companies and Partnerships and pursuant to Art. 30 par. 1 point 4 of the Articles of Association, the Ordinary General Meeting of the Company hereby acknowledges the fulfilment of duties in the financial year 2021 by Mr **Piotr Kaczmarek** – Member of the Supervisory Board in the period from 01.01.2021 to 31.12.2021.

Art. 2

The resolution became effective upon its adoption.

RESOLUTION NO. 17

Art. 1

Acting pursuant to Art. 393 point 1 and Art. 395 par. 2 point 3 of the Code of Commercial Companies and Partnerships and pursuant to Art. 30 par. 1 point 4 of the Articles of Association, the Ordinary General Meeting of the Company hereby acknowledges the fulfilment of duties in the financial year 2021 by Mr **Robert Pietryszyn** – Member of the Supervisory Board in the period from 01.01.2021 to 31.12.2021.

Art. 2

The resolution became effective upon its adoption.

RESOLUTION NO. 18

Art. 1

Acting pursuant to Art. 393 point 1 and Art. 395 par. 2 point 3 of the Code of Commercial Companies and Partnerships and pursuant to Art. 30 par. 1 point 4 of the Articles of Association, the Ordinary General Meeting of the Company hereby acknowledges the fulfilment of duties in the financial year 2021 by Mr **Piotr Pinior** – Member of the Supervisory Board in the period from 01.01.2021 to 31.12.2021..

Art. 2

The resolution became effective upon its adoption.

RESOLUTION NO. 19

Art. 1

Acting pursuant to Art. 393 point 1 and Art. 395 par. 2 point 3 of the Code of Commercial Companies and Partnerships and pursuant to Art. 30 par. 1 point 4 of the Articles of Association, the Ordinary General Meeting of the Company hereby acknowledges the fulfilment of duties in the financial year 2021 by Mr **Marcin Eckert** – Member of the Supervisory Board in the period from 01.01.2021 to 30.06.2021.

Art. 2

The resolution became effective upon its adoption.

RESOLUTION NO. 20

Art. 1

Acting pursuant to Art. 393 point 1 and Art. 395 par. 2 point 3 of the Code of Commercial Companies and Partnerships and pursuant to Art. 30 par. 1 point 4 of the Articles of Association, the Ordinary General Meeting of the Company hereby acknowledges the fulfilment of duties in the financial year 2021 by Mr **Piotr Borowiec** – Member of the Supervisory Board in the period from 01.07.2021 to 31.12.2021.

Art. 2

The resolution became effective upon its adoption.

RESOLUTION NO. 21

1. Acting pursuant to Art. 396 par. 5 and Art. 348 par. 1 of the Code of Commercial Companies and Partnerships, the Ordinary General Meeting of the Company hereby allocates the reserve capital created from the profit for 2019, intended for the payment of dividends and advance payments for dividends in the future, in the amount of PLN 83,835,807.01 (in words: eighty-three million eight hundred and thirty-five thousand eight hundred and seven zlotys 01/100) towards dividend payment.
2. The rules and date of dividend payment are set out in Art. 2 hereof.

Art. 2

Acting pursuant to Art. 395 par. 2 point 2 and Art. 348 of the Code of Commercial Companies and Partnerships and pursuant to Art. 30 par. 1 point 2 and point 3 of of the Memorandum and Articles of Association, and with regard to principle 4.14. Good Practice for WSE Listed Companies 2021 (Resolution No. 13/1834/2021 adopted by the Management Board of the Warsaw Stock Exchange (GPW) on 29 March 2021), the Ordinary General Meeting of the Company hereby resolves that:

- 1) the Ordinary General Meeting of the Company hereby allocates the profit generated by the Company in the financial year ended on 31 December 2021 amounting to PLN 157,842,591.47 (in words: one hundred and fifty-seven million eight hundred and forty-two thousand five hundred and ninety-one zlotys 47/100) as follows:
 - a) PLN 117,565,432.94 (in words: one hundred and seventeen million five hundred and sixty-five thousand four hundred and thirty-two zlotys 94/100) to be distributed among the shareholders by the payment of dividend,
 - b) PLN 40,277,158.53 (in words: forty million two hundred and seventy-seven thousand one hundred and fifty-eight zlotys 53/100) to be allocated to supplementary capital.
- 2) The Ordinary General Meeting resolves that the dividend shall be paid as follows:
 - a) the total dividend amounts to PLN 201,401,239.95 (in words: two hundred and one million four hundred and one thousand two hundred and thirty-nine zlotys and 95/100) covering part of the profit for the financial year 2021 intended for the payment of dividends according to Art. 2 par. 1 hereof, increased by PLN 83,835,807.01 (in words: eighty-three million eight hundred and thirty-five thousand eight hundred and seven zlotys 01/100) transferred from the reserve capital created from the profit for 2019, intended for the payment of dividends and advance payments for dividends in the future, according to Art. 1 hereof,
 - b) 447,558,311 shares participate in the distribution of dividend.
 - c) each share entitles to a dividend of PLN 0.45 (in words: forty-five groszy).
 - d) the dividend day shall be 24 May 2022,
 - e) the dividend payment date shall be 31 May 2022.

§ 3

The resolution became effective upon its adoption.

Statement of reasons to resolution number 21

The proposed resolution is in line with the Management Board's proposal, which the Issuer reported in the current report No 22/2022 of 19 April 2022. The Management Board on 19th April 2022, adopted a resolution based on which, the Management Board recommends to the Ordinary General Meeting of Shareholders, the distribution of profit in accordance with the adopted dividend policy, which the Issuer reported in the Current Report No 127/2017 of 7 December 2017. The Supervisory Board provided on 19 April 2022 a positive opinion on the request of the Management Board concerning the distribution of profit.

RESOLUTION NO. 22

§ 1

The Ordinary General Meeting of Shareholders in Develia S.A. with its registered office in Wrocław ("**the Company**"), by virtue of this resolution, amends Resolution No. 34 of the Ordinary General Meeting of Shareholders in Develia S.A. of 30 June 2021 on the introduction of an incentive scheme for the years 2021 – 2024 for Management Board members and key employees of the Company ("**Amended Resolution I**") to the following extent:

1. The existing § 1 Section 2.1. Of the Amended Resolution I shall be amended to read as follows:

*"2.1. The Programme shall be implemented by granting registered subscription warrants ("**Warrants**") to individual Eligible Persons, entitling them to take up separately issued shares in the Company as a part of a conditional increase of share capital in the Company with exclusion of pre-emptive right of current shareholders in the Company, where one Warrant entitles to take up one share in the Company*

2. The numbering of the existing § 1 Section 2.2. of the Amended Resolution I shall change to Section 2.3.
3. The New § 1 Section 2.2. of the Amended Resolution I shall be amended to read as follows:

*"2.2. The issued Warrants shall be taken up by an investment firm or a bank selected by the Company's Management Board to perform activities related to financial instruments issued in connection with the Programme, i.e. in particular to take up, keep and offer the Warrants to the Eligible Persons, keep a blocked deposit to ensure the non-transferability of the Warrants by the Eligible Persons and act as an intermediary in exercising the right to take up shares ("**the Trustee**"). Upon fulfilment of the criteria set forth in this Resolution, the Management Board of the Company shall provide the Trustee with information about the resolutions adopted by the Management Board or the Supervisory Board of the Company, defining the Eligible Persons and the number of Warrants allocated to each Eligible Person. The Trustee shall be bound by the information provided by the Company's Management Board. The Trustee shall make an offer to the respective Eligible Persons to purchase the Warrants within the time resulting from Section 5.3 below ("**the Offer**"), except as otherwise provided in Section 2.11 below. The Eligible Persons exercise their right to purchase the Warrants by submitting a statement of acceptance of the Offer to the Trustee within 30 days of the receipt of the Offer."*

4. The new § 1 section 2.3. of the Amended Resolution I shall be amended to read as follows:

"2.3. Subject to Section 2.5 below, the Warrants shall be offered to the Eligible Person after the Supervisory Board passes a resolution giving a positive opinion on the resolution of the Company's Management Board on including the Eligible Person in the Programme. The resolution shall indicate in particular the number of Warrants granted to a given Eligible Person together with the price for taking up shares referred to in Section 3 of the Resolution and, if the Company's Management Board decides so, additional criteria to be met to be granted a Warrant."

5. The numbering of the existing § 1 Section 2.3. of the Amended Resolution I shall change to Section 2.4.
6. The numbering of the existing § 1 Section 2.4. of the Amended Resolution I shall change to Section 2.5.
7. The numbering of the existing § 1 Section 2.5. of the Amended Resolution I shall change to Section 2.6.
8. The new § 1 Section 2.6. of the Amended Resolution I shall be amended to read as follows:

"2.6. Granting Warrants as part of the Programme shall be discretionary to the Company's Management Board (after a positive opinion of the Company's Supervisory Board is issued) or, with respect to the Company's Management Board members – to the Company's Supervisory Board and shall take place each time through a resolution adopted on the principles indicated in Section 2.3. and 2.5. above."

9. The numbering of the existing § 1 Section 2.6. of the Amended Resolution I shall change to Section 2.7.
10. The numbering of the existing § 1 Section 2.7. of the Amended Resolution I shall

change to Section 2.8.

11. The new § 1 Section 2.8. of the Amended Resolution I shall be amended to read as follows:

"2.8. The total number of Warrants granted under the Warrant Programme may not exceed 22,377,912 (twenty-two million, three hundred and seventy-seven thousand, nine hundred and twelve), whereby in each of the four years of the Programme, Eligible Persons may receive up to 5,594,478 Warrants. No single Eligible Person other than a Member of the Company's Management Board may be granted an aggregate of more than 1,062,950 Warrants per year."

12. The numbering of the existing § 1 Section 2.8. of the Amended Resolution I shall change to Section 2.9.

13. The numbering of the existing § 1 Section 2.9. of the Amended Resolution I shall change to Section 2.10.

14. After Section 2.10. of the Amended Resolution I new Sections 2.11. through 2.12. shall be included to read as follows:

"2.11. If one of the following events occurs:

- a) *when the entity obtains the attribute of a parent entity within the meaning of sec. 4 item 14 of the Act of 29 July 2005 on public offering and terms of introducing financial instruments to organised trade and on public companies (i.e. of 17 September 2021, Journal of Laws of 2021, item 1983, as amended) in relation to the Company as a result of the conclusion by the Company's shareholders of the agreement referred to in Article 87 Sec. 1 item 5 or 6 of the referred Act or the acquisition of the Company's shares by one shareholder or entities being a party to the agreement referred to in Article 87 sec. 1 item 5 or 6 of the referred Act. sec. 1 item 5 or 6 of the referred Act, as a result of the offer for subscription or exchange of shares in the Company, in a number allowing to achieve 100% of the total number of votes (as announced in a relevant current report of the Company, in particular on exceeding 50% of the total number of votes in the Company or an announcement made pursuant to Article 5 sec. 2 of the Commercial Companies Code or a notification received from the Company pursuant to Article 6 sec. 4 of the Commercial Companies Code);*
- b) *withdraw the Company's shares from trading on a regulated market or exclude them from such trading;*

within 14 days of the occurrence of such event, the Trustee of each Eligible Person who is a member of the Management Board of the Company or a proxy of the Company shall make an Offer to purchase (i) all Warrants in relation to which the Management Board of the Company has previously verified that the Financial Criterion is met, (ii) Warrants for the financial year in which the event referred to above occurred, irrespective of the verification that the Financial Criterion is met in the following amounts:

- i. *if the event occurred in the first half of the calendar year – in the amount of 50% of the Warrants to which a given member of the Management Board was entitled for a given year;*
- ii. *if the event occurred in the second half of the calendar year – in the amount of 100% of the Warrants to which a given member of the Management Board was entitled for a given year.*

In such an event, the provisions of Section 5.3 shall not apply.

2.12. The provisions of Sections 4.7. and 4.9. regarding the loss of eligibility to participate in the Programme shall not apply to members of the Company's Management Board or

the Company's proxies until the deadline for acceptance of the Offers in the cases referred to in Section 2.10 above expires."

15. § 1 Section 4.7. of the Amended Resolution I shall be amended to read as follows:

"4.7. The Eligible Person who is a member of the Company's Management Board shall not lose the right to acquire the Warrants in relation to which the criteria have been verified in accordance with the provisions of Section 5 hereof, in the event of dismissal from the function of the Company's Management Board member before the expiration of the term by the Company's Supervisory board without stating the reason attributable to such an Eligible Person. In such event, such an Eligible Person shall receive an offer to purchase the Warrant pro rata to the number of days during the financial year in which he or she remained a member of the Company's Management Board."

16. § 1 Section 4.8. of the Amended Resolution I shall be amended to read as follows:

"4.8. If an Eligible Person loses the right to participate in the Programme, the Company's supervisory board may decide to grant the Warrants to another Eligible Person, based on the prior recommendation and proposal of the Company's Management Board."

17. § 1 Section 4.9. of the Amended Resolution I shall be amended to read as follows:

"4.9. Satisfaction of any additional criteria set forth in the Regulations shall be required to purchase the Warrants."

18. Technical editorial changes (references) are made to the text of Amended Resolution I, in accordance with the changes in the numbering of the editorial units indicated above.

19. The remainder of Amended Resolution I shall remain unchanged.

§ 2.

The Management and Supervisory Board of the Company shall hereby be authorised to make the necessary amendments to the Programme documentation resulting from this resolution and to negotiate and execute an agreement with the Trustee.

§ 3.

The resolution became effective upon its adoption.

RESOLUTION NO. 23

§ 1

The Ordinary General Meeting of Shareholders in Develia S.A. with its registered office in Wrocław ("**the Company**"), by virtue of this resolution, amends Resolution No. 35 of the Ordinary General Meeting of Shareholders in Develia S.A. of 30 June 2021 on the issue of subscription warrants with the exclusion of pre-emptive rights of the existing shareholders and a conditional share capital increase, application for the admission and introduction of the newly issued shares to trading on a regulated market operated by Giełda Papierów Wartościowych w Warszawie S.A. and a consequential amendment to the Company's Articles of Association ("**Amended Resolution II**") to the following extent:

1. §3 sec. 5 of the Amended Resolution II shall be amended to read as follows:

*"5. The issued Warrants shall be taken up by an investment firm or a bank selected by the Company's Management Board to perform activities related to financial instruments issued in connection with the Programme, i.e. in particular to take up, keep and offer the Warrants to the Eligible Persons, keep a blocked deposit to ensure the non-transferability of the Warrants by the Eligible Persons and act as an intermediary in exercising the right to take up shares ("**the Trustee**"). Upon meeting the criteria set forth in the Resolution*

on the Programme, the Company's Management Board shall provide the Trustee with information about resolutions adopted by the Management Board or the Supervisory Board of the Company determining the Eligible Persons and the number of Warrants granted to particular Eligible Persons. The Trustee shall make an offer to purchase the Warrants for the respective Eligible Persons on the dates set forth in the Resolution on the Programme."

2. The existing § 3 Section 6 of the Amended Resolution II shall be renumbered as § 3 Section 7.
3. The new § 3 Section 6 of Amended Resolution II shall read as follows:

"6. The Trustee shall not have the right to dispose of the Warrants in any other way than for the Company or the Eligible Persons in the number determined by the Company's Management Board or the Supervisory Board pursuant to the Resolution on the Programme and documentation of this programme. Warrants that are not acquired by Eligible Persons shall be sold to the Company for early redemption or expiration upon completion of the Programme. Once sold by the Trustee to an Eligible Person, the Warrants shall not be transferable to any other person except by a reverse transfer to the Trustee or the Company. Notwithstanding the foregoing, the Warrants shall be inheritable by the heirs of the Eligible Person. The heirs of the holder of the Warrant should designate one person to the Company to exercise the right to acquire the shares – under pain of ineffective expiration of the time limit for the exercise of the right to acquire the shares solely on the part of such heirs."
4. The existing § 3 Section 7 of the Amended Resolution II shall be renumbered as § 3 Section 8.
5. The new § 3 Section 7 of Amended Resolution II shall read as follows:

"7. The rights under the Warrants may be exercised by an Eligible Person on the dates specified in the Warrant not later than 31 December 2026. The rights under the Warrants in respect of which the right to subscribe for the Shares is not exercised within the period specified in the preceding sentence shall expire after the indicated deadline."
6. The former § 3 section 8 of the Amended Resolution II shall be renumbered to the newly added § 3 Section 9.
7. The new § 3 Section 8 of Amended Resolution II shall read as follows:

*"8. The right to purchase the Warrants from the Trustee shall be vested in the eligible persons of key importance to the Company, the group of whom shall not exceed 149 persons and shall be determined in accordance with the principles of the Resolution on the Programme ("**Eligible Persons**")."*
8. The new § 3 Section 9 of the Amended Resolution II shall read as follows:

"9. The Warrants shall be granted to Eligible Persons after meeting the criteria for the exercise of rights set forth in the Resolution on the Programme and documentation of this programme."
9. In § 5 of the Amended Resolution II, a new Section 4 shall be added after Section 3 to read as follows:

"4. A Holder of a Warrant shall exercise the right to subscribe for shares by submitting to the Company (depending on the provisions of the Resolution on the Programme and the documentation of such programme directly or through the Trustee) the statement of subscription for Shares, subject to the time limits referred to in § 3 Section 7."
10. § 7 Section 1 of Amended Resolution II shall be amended to read as follows:

"1. The issuing and offering of the Warrants by the Trustee, as well as the issuing

*of the Shares, shall be carried out by way of a public offering as referred to in Article 2 letter d of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market and repealing Directive 2003/71/EC (OJ EU. L. of 2017 No. 168, p. 12) (“**the Prospectus Regulation**”), and the Warrants and Shares shall be offered to fewer than 150 individuals, so that no obligation to publish a prospectus shall arise under Article 1 section 4 letter b of the Prospectus Regulation, subject to any amendments to the provisions of the Prospectus Regulation or any successor legislation.”*

11. Technical editorial amendments (references) shall be made to the text of Amended Resolution II, in accordance with the changes in the numbering of the editorial units indicated above.
12. The remainder of Resolution Amended II shall remain unchanged.

§ 2

The resolution becomes effective on the date of its adoption.

Statement of reasons to Resolutions numbered 22 and 23

Resolutions No. 22 and 23 contain proposed amendments to “Resolution No. 34 of the Ordinary General Meeting of Shareholders in Develia S.A. of 30 June 2021 on the introduction of an incentive scheme for the years 2021 – 2024 for Management Board members and key employees of the Company” and “Resolution No. 35 of the Ordinary General Meeting of Shareholders in Develia S.A. of 30 June 2021 on the issue of subscription warrants with the exclusion of pre-emptive rights of the existing shareholders and a conditional share capital increase, application for the admission and introduction of the newly issued shares to trading on a regulated market operated by Giełda Papierów Wartościowych w Warszawie S.A. and a consequential amendment to the Company’s Articles of Association“, which are related to the introduction to the incentive programme adopted in the Company of a new event consisting in taking over the control over the Company and, in this event, modifying the principles of granting warrants to members of the Management Board and proxies of the Company. Accordingly, the proposed resolution modifying the legal framework for the operation of the incentive programme also introduced the institution of a trustee (being a financial institution) to reduce the scope of operational activities undertaken by the Company's bodies in connection with the incentive programme. The remaining changes are a consequence of the solution described above.

RESOLUTION NO. 24

§ 1

The Ordinary General Meeting of the Company, acting pursuant to Article 90e Section 4 of the Act on public offering and terms of introducing financial instruments to organised trade and on public companies dated 29 July 2005 (i.e., 17 September 2021, Journal of Laws of 2021, item 1983, as amended), hereby resolves to amend the Remuneration Policy for the members of the Management Board and Supervisory Board of Develia S.A., adopted pursuant to resolution no. 22 of the Ordinary General Meeting of Shareholders dated 31 August 2020 (“**the**

Remuneration Policy") and modified by resolutions no. 36 and 37 dated 30 June 2021 as follows:

a) Section VI of the Remuneration Policy shall be amended to read as follows:

VI. One-off / extraordinary remuneration

The Company permits one-off payments to members of the Management Board or, granted in extraordinary circumstances, that do not constitute compensation for acting in their capacity of providing services for the Company. Such benefits may include:

- 1) severance payments or compensation related to termination of cooperation,*
- 2) retirement and disability benefits,*
- 3) non-compete compensation,*
- 4) death gratuities,*
- 5) bonuses paid on a one-off basis at the start of a relationship (sign-on fee) or to retain a particular member in office (retention bonus),*
- 6) relocation/movement compensation due to assumption or change of position,*
- 7) additional components of remuneration resulting from generally applicable legal regulations, e.g. equivalent for vacations resulting from the employment contract,*

In addition, the Company's Supervisory Board may grant each member of the Management Board a one-time severance payment equal to 6 times the monthly fixed remuneration to which such Management Board member is entitled, to be paid in the event of a change of control of the Company, in particular:

- a) when the entity obtains the attribute of a parent entity within the meaning of art. 4 sec. item 14 of the Act of 29 July 2005 on public offering and terms of introducing financial instruments to organised trade and on public companies (i.e. of 17 September 2021, Journal of Laws of 2021, item 1983, as amended) in relation to the Company as a result of the conclusion by the Company's shareholders of the agreement referred to in art. 87 Sec. 1 item 5 or 6 of the referred Act or the acquisition of the Company's shares by one shareholder or entities being a party to the agreement referred to in art. 87 sec. 1 item 5 or 6 of the referred art. sec. 1 item 5 or 6 of the referred Act, as a result of the offer for subscription or exchange of shares in the Company, in a number allowing to achieve 100% of the total number of votes (as announced in a relevant current report of the Company, in particular on exceeding 50% of the total number of votes in the Company or an announcement made pursuant to art. 5 sec. 2 of the Commercial Companies Code or a notification received from the Company pursuant to art. 6 sec. 4 of the Commercial Companies Code);*
- b) withdraw the Company's shares from trading on a regulated market or exclude them from such trading.*

b) Section XVI of the Remuneration Policy shall be amended to read as follows:

"XVI. DESCRIPTION OF SIGNIFICANT CHANGES TO THE REMUNERATION POLICY

- 1. This Remuneration Policy was adopted at the Annual General Meeting of Shareholders held on 31 August 2020.*
- 2. On 30 June 2021, the Annual General Meeting of shareholders in the Company adopted resolution no. 36 on amending of the Remuneration Policy. The amendment concerns the rules of determining variable remuneration of the Management Board member referred to in Section V of the Remuneration Policy and more detailed rules*

for adopting resolutions by the Supervisory Board in order to remove any doubts in the interpretation.

3. On June 30, 2021, the Annual General Meeting of Shareholders in the Company also passed Resolution No. 37 on amending the Remuneration Policy. The amendment results from the introduction of an incentive programme for key personnel of the Company, to be implemented in the years 2021 – 2024.

4. On 17.05.2022, the Annual General Meeting of shareholders in the Company adopted resolution no. [•] on amending the Remuneration Policy. The amendment made relates to supplementing the list of benefits, excluding the payment of one-off/extraordinary remuneration from the proportion of variable remuneration to fixed remuneration, while introducing a separate limit for payment of one-off/extraordinary remuneration and detailing the severance pay in the event of a change of control in the Company.

§ 2

The resolution becomes effective on the date of its adoption.

Statement of reasons to Resolution numbered 24

According to Art. 90e par.4 of the Act of 29 July 2005 on on Public Offering, Conditions Governing Admission of Financial Instruments to Organised Trading, and Public Companies, a material change in the remuneration policy must be accepted by the general meeting by way of resolution. The proposed amendment relates to supplementing the list of benefits, excluding the payment of one-off/extraordinary remuneration from the proportion of variable remuneration to fixed remuneration, while introducing a separate limit for payment of one-off/extraordinary remuneration and detailing the severance pay in the event of a change of control in the Company. In addition, according to Art. 90d. par. 6. of the above-mentioned act, the remuneration policy should also contain a description of material changes in relation to the previous remuneration policy.

RESOLUTION NO. 25

Art. 1

Acting pursuant to Art. 385 par.1 f the Code of Commercial Companies and Partnerships and pursuant to Art. 30. par. 1 point 13 and Art. 18 par. 4 of the Articles of Association, the Ordinary General Meeting of the Company hereby appoints Mrs/Mr to sit on the Supervisory Board of the Company for a three-year term of office of the whole Supervisory Board.

Art. 2

The resolution becomes effective upon passing.

RESOLUTION NO. 26

Art. 1

Acting pursuant to Art. 385 par.1 f the Code of Commercial Companies and Partnerships, Art. 15 of the Rules of the General Meeting of the Company and pursuant to Art. 30. par. 1 point 13 and Art. 18 par. 4 of the Articles of Association, the Ordinary General Meeting of the Company hereby decides to dismiss Mrs/Mr from the Supervisory Board of the Company.

Art. 2

The resolution becomes effective upon passing.

Statement of reasons to Resolutions numbered 25 and 26

According to Art. 30. par. 1 point 13 Articles of Association the General Meeting competences include appointing and dismissing members of the Supervisory Board of the Company. Information on candidates proposed to the Supervisory Board will be, in accordance with the principles of Best Practice for WSE Listed Companies 2021, posted on the Company's website in the Investor Relations / General Meeting tab and published by the Company in the form of current reports.