

## **RESOLUTION DRAFTS**

### **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 29<sup>th</sup> May 2023:

- 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) The presentation by the Company's Management Board of financial results of the Company and other material information contained in the financial statements and a discussion on significant events pertaining to the previous financial year.
- 6) The presentation by the Supervisory Board of an assessment of the Management Board's report on the Company's operations and the financial statements for the financial year 2022, as well as an assessment of the Management Board's motion for the distribution of profit for the financial year 2022 and a report on the Supervisory Board's operations for the financial year 2022, containing an assessment of the Management Board's report on the Company's operations and the financial statements for the financial year 2022, an assessment of the Management Board's motion for the distribution of the 2022 profit, an evaluation of the internal control system, risk management, compliance and the internal audit function, as well as other assessments and information referred to in the provisions of the Code of Commercial Partnerships and Companies and the 2021 Best Practice for GPW Listed Companies (hereinafter called: the "Supervisory Board's Report on operations in financial year 2022").
- 7) Adoption of a resolution approving the Supervisory Board's Report on activities in the financial year 2022.
- 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 2022.
- 9) Adopting a resolution concerning the review and approval of the financial statements the Company for the financial year 2022.
- 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 2022.
- 11) Adopting a resolution on evaluation of the Supervisory Board's report on the Management Board and Supervisory Board members' remuneration, for the 2022 year.
- 12) Adopting resolutions on granting the acknowledgement of fulfilment of duties to members of the Management Board in the financial year 2022.
- 13) Adopting resolutions on granting the acknowledgement of fulfilment of duties to members of the Supervisory Board in the financial year 2022.
- 14) Examining the Management Board's motion concerning the allocation of profit for the financial year 2022.
- 15) Adopting a resolution on allocation of the profit for the financial year 2022 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) Adoption of a resolution on amendments to the Regulations of the Supervisory Board.
- 17) Closing of the Meeting.

#### **Art. 2**

The resolution became effective upon its adoption.

### **RESOLUTION NO. 3**

#### **Art. 1**

Acting pursuant to Article 395(5) of the Code of Commercial Partnerships and Companies and pursuant to Article 30(1)(18) of the Company's Articles of Association, the Ordinary General Meeting of the Company, having considered the Supervisory Board's Report on operations in financial year 2022, have decided to approve the Supervisory Board's Report on operations in financial year 2022 containing an assessment of the

Management Board's report on the Company's operations and the financial statements for the financial year 2022, an assessment of the Management Board's motion for the distribution of the 2022 profit, an evaluation of the internal control system, risk management, compliance and the internal audit function, as well as other assessments and information referred to in the provisions of the Code of Commercial Partnerships and Companies and the 2021 Best Practice for GPW Listed Companies.

#### **Art. 2**

The resolution became effective upon its adoption.

Justification: The resolution shall be adopted by reason of the Company's fulfilment of its obligations under the 2021 Best Practice for GPW Listed Companies and Article 382(3) and (3<sup>1</sup>) and Article 395(5) of the Code of Commercial Partnerships and Companies.

### **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 2022, 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 2022.

#### **Art. 2**

The resolution became effective upon its adoption.

Justification: The resolution shall be adopted by reason of the Company's fulfilment of its obligations under Article 393 point 1) and Article 395 (2) point 1) and Article 395 (5) of the Code of Commercial Partnerships and Companies.

### **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 2022, hereby approves the financial statements of the Company for the financial year 2022 consisting of:

- 1) the statement of financial position made as at 31 December 2022, disclosing the total balance of assets and liabilities amounting to PLN 2,485,987 thousand (in words: two billion four hundred eighty-five million nine hundred eighty-seven thousand zlotys),
- 2) statement of comprehensive income for the financial year commencing on 1 January 2022 and ending on 31 December 2022, disclosing a net profit of PLN 296,698 thousand (in words: two hundred ninety-six million six hundred ninety-eight thousand zlotys) and total income of PLN 296,698 thousand (in words: two hundred ninety-six million six hundred ninety-eight thousand zlotys),
- 3) statement of changes in equity for the financial year commencing on 1 January 2022 and ending on 31 December 2022, disclosing an increase in equity by the amount of PLN 98,412 thousand (in words: ninety-eight million four hundred twelve thousand zlotys),
- 4) statement of cash flows for the period from 1 January 2022 to 31 December 2022, disclosing an increase in net cash by PLN 38,994 thousand (in words: thirty-eight million nine hundred and ninety-four thousand zlotys),
- 5) notes to the financial statements – Accounting principles (policies) and explanatory notes.

#### **Art. 2**

The resolution became effective upon its adoption.

Justification: The resolution shall be adopted by reason of the Company's fulfilment of its obligations under Article 393 point 1 and Article 395 (2) point 1) and Article 395 (2) of the Code of Commercial Partnerships and Companies.

### **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 2022, hereby approves the consolidated financial statements of Develia Capital Group for the financial year 2022 consisting of:

- 1) the Consolidated statement of financial position made as of 31 December 2022, disclosing the total balance of assets and liabilities amounting to PLN 2,948,932 thousand (in words: two billion nine hundred forty-eight million nine hundred thirty-two thousand zlotys),
- 2) the Consolidated statement of comprehensive income for the financial year commencing on 01 January 2022 and ending on 31 December 2022, disclosing a net profit of PLN 231,831 thousand (in words: two hundred thirty one million eight hundred thirty one thousand zlotys) and total income of PLN 232,799 thousand (in words: two hundred thirty two million seven hundred ninety nine thousand zlotys),
- 3) consolidated statement of changes in equity for the financial year commencing on 1 January 2022 and ending on 31 December 2022, disclosing an increase in equity by PLN 34,514 thousand (in words: thirty-four million five hundred and fourteen thousand zlotys),
- 4) consolidated statement of cash flows for the financial year commencing on 1 January 2022 and ending on 31 December 2022, disclosing a decrease in net cash by PLN 19,365 thousand (in words: nineteen million three hundred sixty five thousand zlotys),
- 5) notes to the consolidated financial statements – Accounting principles (policies) and explanatory notes.

#### **Art. 2**

The resolution became effective upon its adoption.

Justification: The resolution shall be adopted by reason of the Company's fulfilment of its obligations under Article 395 (5) of the Code of Commercial Partnerships and Companies.

### **RESOLUTION NO. 7**

#### **Art. 1**

Acting pursuant to Art. 395 par. 2<sup>1</sup> 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 2022 year, approved by the Supervisory Board.

#### **Art. 2**

The resolution became effective upon its adoption.

Justification: The resolution shall be adopted by reason of the Company's fulfilment of its obligations under Article 395 (2<sup>1</sup>) of the Commercial Companies Code, Article 90g sec. 6 of the Act of 29 July 2005 on public offerings and conditions governing the introduction of financial instruments to organized trading, and on public companies.

### **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 2022 by Mr **Andrzej Oślizło** – the President of the Management Board in the period from 01.01.2022 to 31.12.2022.

#### **Art. 2**

The resolution became effective upon its adoption.

Justification: The resolution shall be adopted by reason of the Company's fulfilment of its obligations under Article 393 point 1 and 395 (2) point 3 of the Code of Commercial Partnerships and Companies.

### **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 2022 by Mr **Paweł Ruszczyk** – the Vice President of the Management Board from 01.01.2022 to 31.12.2022.

#### **Art. 2**

The resolution became effective upon its adoption.

Justification: The resolution shall be adopted by reason of the Company's fulfilment of its obligations under Article 393 point 1 and 395 (2) point 3 of the Code of Commercial Partnerships and Companies.

## 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 2022 by Mr **Mariusz Poławski** – the Vice President of the Management Board from 01.01.2022 to 31.12.2022.

### Art. 2

The resolution became effective upon its adoption.

Justification: The resolution shall be adopted by reason of the Company's fulfilment of its obligations under Article 393 point 1 and 395 (2) point 3 of the Code of Commercial Partnerships and Companies.

## 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 Memorandum and Articles of Association, the Ordinary General Meeting of the Company hereby acknowledges the fulfilment of duties in the financial year 2022 by Mr **Jacek Osowski** – the Chairperson of the Supervisory Board from 01.01.2022 to 31.12.2022.

### Art. 2

The resolution became effective upon its adoption.

Justification: The resolution shall be adopted by reason of the Company's fulfilment of its obligations under Article 393 point 1 and 395 (2) point 3 of the Code of Commercial Partnerships and Companies.

## 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 2022 by Mr **Paweł Małycka** – the Vice-Chairperson of the Supervisory Board in the period from 01.01.2022 to 30.06.2022.

### Art. 2

The resolution became effective upon its adoption.

Justification: The resolution shall be adopted by reason of the Company's fulfilment of its obligations under Article 393 point 1 and 395 (2) point 3 of the Code of Commercial Partnerships and Companies.

## 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 Articles of Association, the Ordinary General Meeting of the Company hereby acknowledges the fulfilment of duties in the financial year 2022 by Mr **Artur Osuchowski** – the Member of the Supervisory Board in the period from 01.01.2022 to 12.05.2022.

### Art. 2

The resolution became effective upon its adoption.

Justification: The resolution shall be adopted by reason of the Company's fulfilment of its obligations under Article 393 point 1 and 395 (2) point 3 of the Code of Commercial Partnerships and Companies.

## **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 2022 by Mr **Piotr Kaczmarek** – the Member of the Supervisory Board in the period from 01.01.2022 to 31.12.2022.

### **Art. 2**

The resolution became effective upon its adoption.

Justification: The resolution shall be adopted by reason of the Company's fulfilment of its obligations under Article 393 point 1 and 395 (2) point 3 of the Code of Commercial Partnerships and Companies.

## **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 2022 by Mr **Robert Pietryszyn** – the Member of the Supervisory Board in the period from 01.01.2022 to 31.12.2022.

### **Art. 2**

The resolution became effective upon its adoption.

Justification: The resolution shall be adopted by reason of the Company's fulfilment of its obligations under Article 393 point 1 and 395 (2) point 3 of the Code of Commercial Partnerships and Companies.

## **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 2022 by Mr **Piotr Pinior** – the Member of the Supervisory Board in the period from 01.01.2022 to 31.12.2022.

### **Art. 2**

The resolution became effective upon its adoption.

Justification: The resolution shall be adopted by reason of the Company's fulfilment of its obligations under Article 393 point 1 and 395 (2) point 3 of the Code of Commercial Partnerships and Companies.

## **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 2022 by Mr **Piotr Borowiec** – the Member of the Supervisory Board in the period from 01.01.2022 to 31.12.2022.

### **Art. 2**

The resolution became effective upon its adoption.

Justification: The resolution shall be adopted by reason of the Company's fulfilment of its obligations under Article 393 point 1 and 395 (2) point 3 of the Code of Commercial Partnerships and Companies.

## **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 2022 by Mr **Michał Hulbój** – the Member of the Supervisory Board in the period from 07.05.2022 to 31.12.2022.

## **Art. 2**

The resolution became effective upon its adoption.

Justification: The resolution shall be adopted by reason of the Company's fulfilment of its obligations under Article 393 point 1 and 395 (2) point 3 of the Code of Commercial Partnerships and Companies.

## **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 2022 by Mr **Filip Gorczytcy** – the Member of the Supervisory Board in the period from 01.01.2022 to 31.12.2022.

### **Art. 2**

The resolution became effective upon its adoption.

Justification: The resolution shall be adopted by reason of the Company's fulfilment of its obligations under Article 393 point 1 and 395 (2) point 3 of the Code of Commercial Partnerships and Companies.

## **RESOLUTION NO. 20**

### **Art. 1**

Acting pursuant to Art. 395 (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 2022 amounting to PLN 296,697,526.48 (say: two hundred ninety-six million six hundred ninety-seven thousand five hundred twenty-six and 48/100 zloty) made by Develia S.A. for the financial year ending on 31 December 2022 be allocated as follows:
  - i) the sum of PLN 179,023,324.40 (say: one hundred seventy-nine million twenty-three thousand three hundred twenty-four and 40/100 zloty) to be distributed among shareholders by the payment of dividend;
  - ii) the sum of PLN 117,674,202.08 (say: one hundred seventeen million six hundred seventy-four thousand two hundred and two and 08/100 zloty) 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 179,023,324.40 (say: one hundred seventy-nine million twenty-three thousand three hundred twenty-four and 40/100 zloty)
  - b) 447,558,311 shares participate in the distribution of dividend.
  - c) each share entitles to a dividend of PLN 0.40 (in words: forty groszy).
  - d) the dividend day shall be 14 July 2023,
  - e) the dividend payment date shall be 21 July 2023 (a sum of PLN 107,413,994.64) and 13 October 2023 (a sum of PLN 71,609,329.76).

### **Art. 2**

The resolution became effective upon its adoption.

Justification: The proposed resolution is in line with the Management Board's proposal, which the Issuer reported in the current report No 22/2023 of 24<sup>th</sup> May 2023. The Management Board on 24<sup>th</sup> May 2023, 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 24<sup>th</sup> May 2023 a positive opinion on the request of the Management Board concerning the distribution of profit.

## **RESOLUTION NO. 21**

### **Art. 1**

Acting pursuant to Article 391(3) of the Code of Commercial Partnerships and Companies and Article 30(1)(15) of the Articles of Association of the Company, the Ordinary General Meeting of the Company have decided that the Company Supervisory Board Rules be amended as follows:

*1. Clause 5(2) of the Supervisory Board Rules shall read as follows:*

*"2. In addition to their activities under provisions of law, once a year, the supervisory board shall prepare and present an annual report to the ordinary general meeting for approval. The report shall be made available to shareholders within a time period allowing them to read it prior to the Ordinary General Meeting."*

2. Clause 9(2) of the Supervisory Board Rules shall read as follows:

*"1. The Supervisory Board shall adopt resolutions, if at least a half of their members are present at a meeting and all members have been invited. An invitation shall be deemed effective, if made in writing, by fax on a fax number indicated by a Supervisory Board Member or via email. An invitation should contain a date, time and place of a meeting and a proposed agenda of the meeting, as well specify the manner how the means of distance communication will be used during the meeting. The receipt of the invitation should be acknowledged by a Supervisory Board Member by writing a note on the invitation, in writing, by fax or via email. If a quorum is not achieved at a meeting of the Supervisory Board, the Chairman shall schedule the next meeting, which shall be convened no later than 14 days after the date of the meeting that was not held due to a lack of quorum."*

3. Clause 11(1) of the Supervisory Board Rules shall read as follows:

*"1. Resolutions of the Supervisory Board shall be passed by an absolute majority vote. In the case of a deadlock, the Chairman of the Supervisory Board has the casting vote."*

4. Clause 13(1) of the Supervisory Board Rules shall read as follows:

*"1. Resolutions of the Supervisory Board and Supervisory Board meetings shall be recorded in minutes taken by a minutes secretary from outside of the Board or by a person designated by the Chairperson from among Members of the Supervisory Board. The minutes should include the agenda of the meeting, names and surnames of Supervisory Board Members attending at the meeting, the number of votes cast on individual resolutions and dissenting opinions accompanied by grounds, if any, as well as the procedure for adopting resolutions. Minutes shall be signed by at least a member of the Supervisory Board who presides over the meeting or a member who decides to take a vote."*

## **Art. 2**

The resolution became effective upon its adoption.

Justification: The proposed amendment to Clause 5(2) of the Supervisory Board Rules is intended to modify the Supervisory Board Rules in order to make it compliant with Article 382(3) of the Code of Commercial Partnerships and Companies and Rule 2.11 of the 2021 Best Practice for GPW Listed Companies. The proposed amendment to Clause 9(1) of the Supervisory Board Rules is intended to modify the Supervisory Board Rules in order to make it compliant with Article 389(2) of the Code of Commercial Partnerships and Companies. The proposed amendment to Clause 11(1) of the Supervisory Board Rules is intended to modify the Supervisory Board Rules in order to make it compliant with Article 391(1) of the Code of Commercial Partnerships and Companies and Article 19(3) of the Articles of Association of the Company.

The proposed amendment to Clause 13(1) of the Supervisory Board Rules is intended to modify the Supervisory Board Rules in order to make it compliant with Article 376 in conjunction with Article 391 of the Code of Commercial Partnerships and Companies. Clause 13 of the Supervisory Board Rules stipulates that minutes must be signed by all members of the Supervisory Board, which presents practical difficulties. The amendment will simplify the manner in which minutes are signed by the Supervisory Board, by giving authorisation to put a signature to at least a Supervisory Board Member presiding over the Supervisory Board meeting or deciding to take a vote, which will considerably improve the circulation of documents across the Company.

The above draft resolutions received an approval from the Supervisory Board on 24 May 2023.