

RESOLUTION NO. 22

Section 1

The Ordinary General Meeting of Develia S.A., based in Wrocław (the “Company”), under this resolution hereby amends Resolution no. 34 of the Ordinary General Meeting of Develia S.A. of 30 June 2021 on introducing 2021-2024 incentive scheme for management board members and company key personnel (the “Amended Resolution”), as amended by Resolution no. 22 of the Ordinary General Meeting of the Company of 17 May 2022, as follows:

1. Previous Section 1(4.2) of the Amended Resolution shall be modified to read as follows:

“4.2. The grant of Warrants under the 2022 Scheme shall be conditional in 100% on the fulfilment of the Financial Criterion in the years 2021-2022 in the total amount not lower than PLN 290,000,000.00 (two hundred ninety million and 00/100 zlotys).”

2. Previous Section 1(4.3) of the Amended Resolution shall be modified to read as follows:

“4.3. The grant of Warrants under the 2023 Scheme shall be conditional in 100% on the fulfilment of the Financial Criterion in the years 2021-2023 in the total amount not lower than PLN 458,000,000.00 (four hundred fifty-eight million and 00/100 zlotys).”

3. Previous Section 1(4.4) of the Amended Resolution shall be modified to read as follows:

“4.4. The grant of Warrants under the 2024 Scheme shall be conditional in 100% on the fulfilment of the Financial Criterion in the years 2021-2024 in the total amount not lower than PLN 666,000,000.00 (six hundred sixty-six million and 00/100 zlotys).”

4. The remainder of the Amended Resolution shall remain unchanged.
- 5.

Section 2

The Resolution shall enter into force on the date of its adoption, however, it shall have the effect for the Warrants which had not been offered to the Eligible Persons, as defined in the Amended Resolution, before the date of its entry into force.