

(Current Report No. 31/2024)

24/04/2024

Shareholder's Motion to Add Particular Items on Agenda of Ordinary General Meeting of Develia S.A. and Draft Resolution

Legal basis: Article 56(1)(2) of the Act on Public Offering - current and periodic information

With reference to Current Reports Nos. 27/2024 and 28/2022 of 17 April 2024 and No. 28/2024/K of 24 April 2024, the Management Board of Develia S.A. ("the Issuer") inform that today, i.e. on 24 April 2024, they have received, pursuant to Article 401(1) of the Commercial Partnerships and Companies Code, from Nationale – Nederlanden Otwarty Fundusz Emerytalny, based in Warsaw, a shareholder representing at least one-twentieth of the Issuer's share capital – i.e. 83,470,921 shares in the Issuer's share capital, which accounts for 18.46% of the total number of votes at the General Meeting of DEVELIA S.A., a motion of 24 April 2024 to add specific items to the agenda of the Ordinary General Meeting of the Issuer, convened on 16 May 2024 ("the Motion").

The Motion has been filed with a view to adding a new item to the agenda of the meeting after item 16, which concerns:

1. Adopting a resolution on the change in remuneration of Supervisory Board Members.

The aforesaid Shareholder's Motion has been enclosed with this Report as an attachment.

As a result of the Motion being tabled and the foregoing point being put on the agenda of the Ordinary General Meeting, which was convened on 16 May 2024, the following items will be discussed:

- 1) Opening the Meeting.
- 2) Electing the Chairperson.
- 3) Stating whether the Ordinary General Meeting has been duly convened and whether it is capable of adopting resolutions.
- 4) Approving the agenda of the meeting.
- 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 2023, as well as an assessment of the Management Board's motion for the distribution of profit for the financial year 2023 and a report on the Supervisory Board's operations for the financial year 2023, containing an assessment of the Management Board's report on the Company's operations and the financial statements for the financial year 2023, an assessment of the Management Board's motion for the distribution of the 2023 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 2023").
- 7) Adopting a resolution on the approval of the Supervisory Board's Report on operations in financial year 2023.
- 8) Adopting a resolution on the consideration and approval of the Management Board's report on the operations of the Company and the Develia S.A. Group for the financial year 2023.
- 9) Adopting a resolution on the consideration and approval of the Company's 2023 financial statements.
- 10) Adopting a resolution on the consideration and approval of the consolidated financial statements of the Develia S.A. Group for the financial year 2023.

- 11) Adopting a resolution on stating an opinion as to the Supervisory Board's report on the Management and Supervisory Board Members' remuneration for 2023.
- 12) Adopting resolutions on granting the members of Management Board discharge for the financial year 2023.
- 13) Adopting resolutions on granting the members of the Supervisory Board discharge for the financial year 2023.
- 14) Considering the Management Board's motion for the distribution of 2023 profit.
- 15) Adopting a resolution on the distribution of profit for the financial year 2023, and if a resolution on the payment of dividend is carried, adopting a resolution on fixing the record date, dividend payment date.
- 16) Adopting a resolution on the introduction of the 2025-2028 incentive scheme for the company's management board members and key personnel, conditional increase in share capital of the Company and the issue of subscription warrants, with shareholders' pre-emption rights being entirely excluded, in relation to subscription warrants and shares issued within the conditional capital and an amendment to the Articles of Association.
- 17) Adopting a resolution on the change in the remuneration of Supervisory Board Members.
- 18) Closing the Meeting.

With regard to the Motion, the Shareholder has also proposed a relevant draft resolution of the Ordinary General Meeting of the Issuer concerning the item added to the agenda, which is presented in the attachment to this report.

Legal basis: Article 56(1)(2)(a) of the Act on Public Offering and Conditions for Introducing Financial Instruments into Organised Trading and on Public Companies in connection with Section 19(1)(3) and (4) of the Regulation of the Minister of Finance of 29 March 2018 on Current and Periodic Information Published by Issuers of Securities and on Conditions for Regarding Information Required by Law of Non-Member State as Equivalent (*Dziennik Ustaw* [Journal of Laws] of 2018, item 757).