



Warsaw, 25/04/2024

Reference no.:

1930/2024/BZ/MW/S-001930-24/1

**The Management  
Board of Develia S.A.**

**ul. Romualda Traugutta 45 50-  
416 Wrocław**

**MOTION TO ADD PARTICULAR ITEMS TO AGENDA OF ORDINARY GENERAL  
MEETING OF DEVELIA S.A. (THE “COMPANY”) CONVENED ON 16 MAY 2024**

**MOVER OF THE MOTION**

**Shareholder representing at least one-twentieth of DEVELIA S.A. share capital, authorised to make the request referred to in Article 401(1) of the Commercial Partnerships and Companies Code.**

Otwarty Fundusz Emerytalny PZU "Złota Jesień", with its registered office in Warsaw (00-843), Rondo Ignacego Daszyńskiego, entered into the Register of Pension Funds maintained by the Regional Court in Warsaw, the 7th Civil and Registry Division, under a number RFE 6, represented by: Powszechne Towarzystwo Emerytalne PZU S.A., entered into the Register of Entrepreneurs of the National Court Register (KRS) maintained by the District Court for the Capital City of Warsaw, the 13th Commercial Division of the National Court Register, under a KRS number 0000040724,

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holding 85,289,660 DEVELIA S.A. shares, comprising 18.86% of the Company's share capital, carrying 85,289,660 voting rights at DEVELIA S.A. General Meeting, which accounts for 18.86% of the total number of votes (Certificate of Deposit attached hereto)

represented by:

Wiktoria Braun – President of Management Board

Marcin Majerowski – Vice-President of Management Board

**MOTION READS AS FOLLOWS:**

The Mover, pursuant to Article 401(1) of the Commercial Partnerships and Companies Code, applies to add the following matters to the agenda of the Ordinary General Meeting of DEVELIA S.A., with the registered office in Wrocław, convened on 16 May 2024:

“Changes in the composition of Supervisory Board”

and to include it as item 18 of the agenda of the Ordinary General Meeting of DEVELIA S.A., with the registered office in Wrocław, convened on 16 May 2024, and consequently, designate the previous item 18 as item 19.

Accordingly, having considered the Mover’s motion, the agenda of the aforesaid Ordinary General Meeting of DEVELIA S.A. will be as follows:

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 financial statements for the financial year 2023.
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 the 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. Changes in the composition of the Supervisory Board.
19. Closing the Meeting.

**Justification:**

The request to add specific items to the agenda of a general meeting is a corporate and statutory right of a shareholder representing at least one-twentieth of the share capital.

The request to add to the agenda an item pertaining to changes in the composition of Supervisory Board follows from the powers of the General Meeting to appoint and remove Supervisory Board members in a public company and aims to strengthen corporate governance by a minority shareholder.

Please find attached draft resolutions of the Ordinary General Meeting of Develia Spółka Akcyjna covering the issues contained in the proposed item 18 on the agenda of the meeting.

**Draft resolutions:**

**RESOLUTION NO. [...] of the Ordinary General Meeting of DEVELIA S.A., with its registered office in Wrocław, on 16 May 2024,**

**on: Removal of Company’s Supervisory Board Member**

**Clause 1**

Pursuant to Article 385(1) of the Commercial Partnerships and Companies Code, the Ordinary General Meeting of Develia S.A., with its registered office in Wrocław, hereby remove Mr/Mrs \_\_\_\_\_ from the Company's Supervisory Board.

**Clause 2**

1. The Resolution has been carried by secret ballot.
2. The Resolution shall enter into force upon its adoption.

**RESOLUTION NO. [...] of the Ordinary General Meeting of DEVELIA S.A., with its registered office in Wrocław, on 16 May 2024, on: Appointment of Company's Supervisory Board Member**

**Clause 1**

Pursuant to Article 385(1) of the Commercial Partnerships and Companies Code, the Ordinary General Meeting of Develia S.A., with its registered office in Wrocław, hereby appoint Mr/Mrs \_\_\_\_\_ to the Company's Supervisory Board.

**Clause 2**

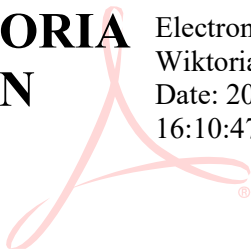
1. The Resolution has been carried by secret ballot.
2. The Resolution shall enter into force upon its adoption.

*Signatures:*

Best regards,

**WIKTORIA  
BRAUN**

Electronically signed by  
Wiktoria Braun  
Date: 2024.04.25  
16:10:47 +02'00'



**MARCIN  
MAJEROWSKI**

Electronically signed by  
Marcin Majerowski  
Date: 2024.04.25  
16:13:20 +02'00'

