

**FORM**  
**Voting by proxy**

**Proxy:**

acting on behalf of

**Shareholder:**

at the General Meeting of Develia S.A. with its registered office in Wrocław on:  
6 October 2020

The use of this form by the Proxy and Shareholder is not mandatory and is subject to the respective mutual agreement and obligations and the proceedings at the General Meeting. When completed by the Shareholder providing power of attorney to vote at the General Meeting, the form may be used as a voting card for the Proxy; in the case of a secret ballot, the completed form may be used solely as written instructions on the way of voting by the Proxy in such voting and shall be retained by the Proxy. Should the Proxy vote with the form, the form shall be submitted to the Chairperson of the General Meeting at the latest before closing the voting on a resolution that according to the Shareholder's instruction is to be voted on with the form. The Chairperson of the General Meeting shall inform the General Meeting on the votes cast with the form and on this basis the vote shall be included in the overall number of votes cast on the resolution.

The form used in voting shall be attached to the book of minutes.

When votes are counted at the General Meeting with electronic vote counting equipment, this form will not apply and may be solely used as instructions from the Shareholder to the Proxy.

**ATTENTION!**

*Draft resolutions are presented herebelow. Under each draft resolution there is space for instructions on the way to vote from the Shareholder to the Proxy and columns to tick off the fact that the vote was cast and any objection to voting against a resolution in a specific voting. A vote is cast and an objection made by ticking the appropriate box in the column \*. Additionally, if a Proxy casts different votes from different shares within one represented block of shares and one voting, they should insert the number of shares/votes in the relevant field which is dedicated to the specific vote in each voting. An incorrectly completed form or filed without fields ticked off by the Proxy that do not clearly show the Proxy's intention in each voting shall be disregarded in the relevant voting and results thereof. The Company informs that if the Shareholder and the Proxy use this form for voting, the compliance of the vote(s) cast and the relevant instructions will not be verified. The voting or failure to vote by the Proxy will be decisive, also when the behaviour of the Proxy is not compliant with the Shareholder's instructions. In order to facilitate the use of the form by the Proxy, each resolution is placed on a separate sheet of paper. The shareholder and the Proxy may use only certain pages of the form, at their discretion.*

**RESOLUTION NO. 1**

**Art. 1**

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

**§ 2**

The resolution shall enter into force upon its adoption.

<b>Shareholder's instructions for the Proxy Holder:</b>		
<b>Cast vote:</b> <input type="checkbox"/> <b>*FOR</b>  Number of shares: .....  Number of votes: .....	<b>Cast vote:</b> <input type="checkbox"/> <b>*AGAINST</b>  Number of shares: .....  Number of votes: .....  <input type="checkbox"/> <b>OBJECTION</b>	<b>Cast vote:</b> <input type="checkbox"/> <b>*ABSTAIN FROM VOTING</b>  Number of shares: .....  Number of votes: .....

Shareholder:.....  
*signature(s)*

Proxy Holder:.....  
*signature(s)*

**RESOLUTION NO. 2**

**§ 1**

The Extraordinary General Meeting hereby adopts the following agenda corresponding to the announcement published on the Company's website on ....., 2020:

1. Opening of the General Meeting.
2. Election of the Chairperson.
3. Stating that the Extraordinary General Meeting has been correctly convened and that it is capable of adopting resolutions.
4. Adopting the agenda.
5. Adopting a resolution on supplementing the composition of the Supervisory Board.
6. Adopting a resolution on determining the number of members of the Supervisory Board if the composition thereof has not been supplemented.
7. Adopting a resolution on amending the Company's Articles of Association.
8. Adopting a resolution on amending the Regulations of the Supervisory Board.
9. Closing of the General Meeting.

**§ 2**

The resolution shall enter into force upon its adoption.

<b>Shareholder's instructions for the Proxy Holder:</b>		
<p><b>Cast vote:</b></p> <p><input type="checkbox"/> <b>*FOR</b></p> <p>Number of shares: .....</p> <p>Number of votes: .....</p>	<p><b>Cast vote:</b></p> <p><input type="checkbox"/> <b>*AGAINST</b></p> <p>Number of shares: .....</p> <p>Number of votes: .....</p> <p><input type="checkbox"/> <b>OBJECTION</b></p>	<p><b>Cast vote:</b></p> <p><input type="checkbox"/> <b>*ABSTAIN FROM VOTING</b></p> <p>Number of shares: .....</p> <p>Number of votes: .....</p>

Shareholder:.....  
signature(s)

Proxy Holder:.....  
signature(s)

**RESOLUTION NO.3**

**§ 1**

Acting pursuant to Art. 385 § 1 of the Code of Commercial Companies and Partnerships and pursuant to § 18 Sec. 2 of the Company's Articles of Association, the Extraordinary General Meeting hereby appoints ..... a member of the Supervisory Board of Develia S.A.

**§ 2**

The resolution shall enter into force upon its adoption.

<b>Shareholder's instructions for the Proxy Holder:</b>		
<b>Cast vote:</b> <input type="checkbox"/> <b>*FOR</b>  Number of shares: .....  Number of votes: .....	<b>Cast vote:</b> <input type="checkbox"/> <b>*AGAINST</b>  Number of shares: .....  Number of votes: .....  <input type="checkbox"/> <b>OBJECTION</b>	<b>Cast vote:</b> <input type="checkbox"/> <b>*ABSTAIN FROM VOTING</b>  Number of shares: .....  Number of votes: .....

Shareholder:.....  
*signature(s)*

Proxy Holder:.....  
*signature(s)*

**RESOLUTION NO. 4**

**§ 1**

Acting pursuant to Art. 385 § 1 of the Code of Commercial Companies and Partnerships and pursuant to § 18 Sec. 1 of the Company's Articles of Association, the Extraordinary General Meeting hereby resolves that the Supervisory Board of the Company shall be composed of 6 persons.

**§ 2**

The resolution shall enter into force upon its adoption.

<b>Shareholder's instructions for the Proxy Holder:</b>		
<b>Cast vote:</b>  <input type="checkbox"/> <b>*FOR</b>  Number of shares: .....  Number of votes: .....	<b>Cast vote:</b>  <input type="checkbox"/> <b>*AGAINST</b>  Number of shares: .....  Number of votes: .....  <input type="checkbox"/> <b>OBJECTION</b>	<b>Cast vote:</b>  <input type="checkbox"/> <b>*ABSTAIN FROM VOTING</b>  Number of shares: .....  Number of votes: .....

Shareholder:.....  
*signature(s)*

Proxy Holder:.....  
*signature(s)*

**RESOLUTION NO. 5**

**§ 1**

Acting pursuant to Art. 430 § 1 of the Code of Commercial Companies and Partnerships and § 30 Sec. 1 point 5 of the Company's Articles of Association, the Extraordinary General Meeting of Develia S.A. hereby resolves to amend the Articles of Association of the Company as follows:

1. in § 18 of the Articles of Association, after Sec. 7, a new Sec. 8 shall be added which reads as follows:

*"8. Reducing the number of members of the Supervisory Board as a result of dismissal, resignation or death of a member of the Supervisory Board shall not affect the capability of the Supervisory Board to adopt important resolutions, provided that the number of members does not fall below the minimum number required by the provisions of the Code of Commercial Companies and Partnerships."*

2. Current Sec. 7 of § 19 of the Company's Articles of Association reading as follows shall be deleted:

*"7. Adopting resolutions in the manner specified in Sec. 5 and 6 shall not apply to the election of the Chairperson and Vice-Chairperson of the Supervisory Board, appointment, dismissal and suspension of a member of the Management Board."*

**§ 2**

Pursuant to Article 430 § 5 of the Code of Commercial Companies and Partnerships, the Supervisory Board is authorized to establish the consolidated text of the Company's Articles of Association.

**§ 3**

The resolution, pursuant to Art. 430 § 1 of the Code of Commercial Companies and Partnerships, shall enter into force on the day the amendment to the Articles of Association is registered by the competent Registry Court.

<b>Shareholder's instructions for the Proxy Holder:</b>		
<p><b>Cast vote:</b></p> <p><input type="checkbox"/> <b>*FOR</b></p> <p>Number of shares: .....</p> <p>Number of votes: .....</p>	<p><b>Cast vote:</b></p> <p><input type="checkbox"/> <b>*AGAINST</b></p> <p>Number of shares: .....</p> <p>Number of votes: .....</p> <p><input type="checkbox"/> <b>OBJECTION</b></p>	<p><b>Cast vote:</b></p> <p><input type="checkbox"/> <b>*ABSTAIN FROM VOTING</b></p> <p>Number of shares: .....</p> <p>Number of votes: .....</p>

Shareholder:.....  
signature(s)

Proxy Holder:.....  
signature(s)

**RESOLUTION NO. 6**

**§ 1**

Acting pursuant to Art. 391 § 3 of the Code of Commercial Companies and Partnerships and § 30 Sec. 1 point 15 of the Company's Articles of Association, the Extraordinary General Meeting of Develia S.A. hereby resolves to amend the Regulations of the Supervisory Board as follows:

1. Current Sec. 4 of § 19 of the Regulations of the Supervisory Board reading as follows shall be deleted:

*"4. Adopting resolutions in the manner specified in Sec. 2 and 3 shall not apply to the election of the Chairperson and Vice-Chairperson of the Supervisory Board, appointment of a member of the Management Board and dismissal and suspension of these persons."*

1. Current Sec. 2 of § 11 of the Regulations of the Supervisory Board shall now read as follows:

*"2. Voting at meetings of the Supervisory Board shall be open. Secret voting shall also be ordered by the Chairperson upon request of at least one member of the Supervisory Board."*

**§ 2**

The resolution shall enter into force upon its adoption.

<b>Shareholder's instructions for the Proxy Holder:</b>		
<b>Cast vote:</b> <input type="checkbox"/> <b>*FOR</b>  Number of shares: .....  Number of votes: .....	<b>Cast vote:</b> <input type="checkbox"/> <b>*AGAINST</b>  Number of shares: .....  Number of votes: .....  <input type="checkbox"/> <b>OBJECTION</b>	<b>Cast vote:</b> <input type="checkbox"/> <b>*ABSTAIN FROM VOTING</b>  Number of shares: .....  Number of votes: .....

Shareholder:.....  
*signature(s)*

Proxy Holder:.....  
*signature(s)*