



Compensation policy
for the Management Board and Supervisory Board Members
of „DINO POLSKA” S.A.



§ 1

Glossary of terms

The terms defined below are assigned the following meaning in this compensation policy:

- 1) **Compensation Policy** – means this Compensation Policy for Management Board and Supervisory Board Members of „DINO POLSKA” S.A. adopted on the basis of art. 90d sec. 1 and 6 and art. 90e sec. 4 sentence 1 of the Act on Public Offerings and the Conditions for Introducing Financial Instruments to an Organized Trading System and on Public Companies;
- 2) **Supervisory Board** – means the Company’s supervisory board;
- 3) **Company** – means „DINO POLSKA” Spółka Akcyjna with its registered office in Krotoszyn (63-700) at ul. Ostrowska 122, entered in the register of businesses of the National Court Register kept by the Poznań – Nowe Miasto and Wilda Regional Court in Poznań, IX Commercial Division of the National Court Register under number: 0000408273, NIP: 6211766191, REGON: 300820828;
- 4) **Public Offering Act** – means the Act of 29 July 2005 on Public Offerings and the Conditions for Introducing Financial Instruments to an Organized Trading System and on Public Companies;
- 5) **Shareholder Meeting** – means an ordinary or extraordinary shareholder meeting of the Company;
- 6) **Management Board** – means the Company’s management board.

§ 2

Introduction

1. The aim of this policy is as follows:
 - define the rules for employing and compensating Management Board and Supervisory Board Members of „DINO POLSKA” S.A.,
 - link the compensation of the Management Board Members of „DINO POLSKA” S.A. to the effects of executing the Company’s growth strategy and the financial results generated by the Company.
2. The Compensation Policy was approved on the basis of art. 90d sec. 1 and 6 and 90e sec. 4 sentence 1 of the Act of 29 July 2005 on Public Offerings and the Conditions for Introducing Financial Instruments to an Organized Trading System and on Public Companies (consolidated text: Journal of Laws of 2024, item 620).
3. This Compensation Policy reflects the model devised in previous years for compensating Management Board and Supervisory Board Members, aligned to the strategy and organizational culture of „DINO POLSKA” S.A. The currency and suitability of this model of compensation has been affirmed through the positive assessment of the operation of the compensation policy to date expressed every year by the Shareholder Meeting in the form of resolutions adopted pursuant to art. 90g sec. 6 of the Public Offering Act.
4. After the end of each financial year, the Compensation Policy is subject to annual verification by the Supervisory Board to verify that it is up-to-date, suitable to the business environment and aligned to the Company’s business and strategy. The conclusions drawn from verification are presented in the compensation report presented to the Shareholder Meeting referred to in sec. 9 below.
5. The Company pays compensation to the Management Board and Supervisory Board Members solely in compliance with the Compensation Policy.

6. A resolution to approve the Compensation Policy is adopted by the Shareholder Meeting no less frequently than every four years. The Shareholder Meeting must adopt a resolution to execute a significant amendment to the Compensation Policy.
7. The Company publishes the Compensation Policy and the relevant resolution of the Shareholder Meeting, with the date of its adoption and voting results, on the Company's website.
8. In extraordinary situations, the Supervisory Board may decide to refrain temporarily from applying the Compensation Policy with regard to the terms and conditions of employment of Management Board Members and the conditions for setting their compensation. Such a waiver may be made at a request of a Management Board Member or at the Supervisory Board's initiative, where:
 - a waiver may last no longer than until the next Company's Shareholder Meeting at which the Supervisory Board presents an explanation for the waiver and, if justified, presents a new Compensation Policy for the Shareholder Meeting to approve,
 - extraordinary situations facilitating a temporary waiver are in particular: difficulties with maintaining the optimum composition of the Management Board of „DINO POLSKA”S.A.; a significant change in the Company's profitability or financial stability; a significant change to the Company's growth strategy.
9. The Company's Supervisory Board prepares a compensation report every year and presents it to the Shareholder Meeting to obtain its opinion. The Company shall publish the resolution with the Shareholder Meeting's opinion on its website.
10. The proper implementation of the Compensation Policy to Management Board Members is supervised by the Supervisory Board.
11. An opinion must first be rendered by the Supervisory Board to present the Compensation Policy to the Shareholder Meeting for approval. The same procedure is used when material amendments are introduced to the wording of the Compensation Policy.

§ 3

Key principles of employing Management Board Members of Dino Polska S.A.

1. Appointing, dismissing and suspending of the Company's Management Board members, setting their compensation and granting bonuses are powers of the Company's Supervisory Board.
2. Management Board Members are employed by the Company under employment contracts.
3. Agreements with members of the Management Board are signed on behalf of the Company by the Chairperson of the Supervisory Board or by another member of the Supervisory Board, on the basis of an authorization granted by a resolution of the Supervisory Board.
4. Contracts with Management Board Members are entered into for an indefinite term and may be terminated with three months' notice.
5. The employment contract obligates a Management Board Member to refrain from any and all competitive activity in respect of the Company or its Subsidiaries for the duration of the employment relationship and for 12 months following the expiration of the employment contract for any reason whatsoever.
6. A contractual penalty is envisaged for breaching the non-competition clause during the term of the contract. The contractual penalty is set no lower than 6 times the average monthly compensation obtained by the pertinent Management Board member, with an option allowing for the Company's pursuit of damages for any loss whose value is greater than the amount of the contractual penalty.
7. A contractual penalty is provided for a breach of the non-competition clause after the termination of the contract. The contractual penalty is set at a level no lower than 2 times the amount of

compensation received by a Management Board Member for the indemnification referred to in § 4 sec. 7, subject to the possibility of pursuing damages for a loss to the extent to which the amount thereof exceeds the value of the contractual penalty.

8. No member of the Management Board may pursue any competitive interests or participate in any competing companies as a shareholder or member of its authorities without the consent of the Supervisory Board.

§ 4

Compensating the Management Board Members of Dino Polska S.A.

1. Aiming to continue the Company's dynamic growth and its strategic objectives, more weight is placed on variable or bonus compensation in the total compensation payable to the Members of the Company's Management Board.
2. The Company's Supervisory Board sets the amount of compensation amount for the Members of the Company's Management Board while taking into consideration the following:
 - Company's financial position,
 - results achieved, experience and professional qualifications of a Management Board Member,
 - level of responsibility ensuing from the position held.
3. Compensation of the Members of the Company's Management Board is set in a way that supports the achievement of strategic objectives of Dino Polska S.A. and ensures the maintenance of the Company's secure financial standing.
4. Compensation for the Management Board Members includes fixed and variable compensation.
5. The fixed compensation of Management Board Members should not be higher than 10 times the average compensation of a full-time employee in the Company.
6. Variable compensation is paid in the form of quarterly and annual bonuses:
 - bonuses should constitute gratification for the actual contribution to the Company's development and an incentive to achieve the tasks entrusted to the Management Board Members in subsequent periods,
 - quarterly bonuses are discretionary and are awarded for the performance of the budget planned and approved by the Supervisory Board prior to the commencement of a given financial year; the key elements of the budget forming the basis for awarding the annual bonus are set in accordance with the Company's major strategic objectives as presented and updated in the Company's annual reports,
 - when awarding a quarterly bonus, the Supervisory Board additionally takes into account the operational efficacy of the Company's procedures pertaining to the quality and safety of the products offered in Dino stores and the initiatives undertaken by the Company to mitigate its environmental impact,
 - a quarterly bonus should not exceed the fixed compensation earned by a Management Board Member in a given quarter by virtue of sitting in the management boards of „DINO POLSKA” S.A. and its subsidiaries,
 - the annual bonus depends on the Company's consolidated net profit generated in the financial year for which it is paid,
 - the total amount of annual bonuses is capped at 1% of the net profit generated by the Dino Polska Group (after eventually eliminating significant non-recurring events) with the caveat that this pool is also to grant bonuses to the Company's other key managers who do not have the rank of a Management Board Member.

7. For abiding by the non-competition clause referred to in § 3 sec. 5, following the cessation of the employment relationship, each Management Board Member is vested with the right to receive compensation corresponding to 12 times the average monthly compensation a Management Board Member received prior to the end of the employment relationship. The said compensation is payable in twelve monthly installments.
8. Management Board Members may be entitled to receive customary additional benefits such as reimbursement for expenditures (including expenditures associated with using a private or leased vehicle, in the event of not using a company car) and benefits in the form of life insurance or other benefits (e.g. sports cards or a medical subscription), in the event they are also furnished to the Company's other employees.
9. The Company does not award compensation in the form of financial instruments or pension and disability schemes or early retirement schemes to Management Board Members.
10. The Company does not apply the option of deferring the payment of variable compensation or the option of clawing back variable compensation components.
11. Management Board Members are obligated to report the effects of their work to the Supervisory Board accurately and honestly, which forms the basis for awarding bonuses. Violating this rule constitutes grounds for not awarding a bonus.
12. The Supervisory Board verifies the fulfillment of the conditions justifying the disbursement of a bonus to the Management Board Members on the basis of interim and annual financial reports and other information obtained during the course of discharging their function.
13. Management Board Members of „DINO POLSKA” S.A. may undertake employment or render services for other companies in the Dino Polska Group; the compensation they receive by virtue thereof should be suitable to the level of commitment of a Management Board Member in the affairs of a given subsidiary and the responsibility incurred by virtue thereof.

§ 5

Compensation of Supervisory Board Members of „DINO POLSKA” S.A.

1. Supervisory Board members discharge their function on the basis of an appointment.
2. Setting the compensation of Supervisory Board Members is a power of the Company's Shareholder Meeting.
3. The specific rules for compensating Supervisory Board Members are prescribed by a resolution adopted by the Shareholder Meeting of „DINO POLSKA” S.A.
4. The Company's Shareholder Meeting is recommended to apply the principle that the compensation of the Supervisory Board Members should be aligned to their powers and expected involvement of a given Supervisory Board Member in the work of the Supervisory Board and its committees. To curtail the risk of a conflict of interests it is recommended that the compensation of Supervisory Board Members be set at a level no higher than three times the average salary in the national economy published by the Central Statistics Office for the year preceding the adoption of the resolution referenced in sec. 3 of this paragraph by the Shareholder Meeting.
5. At Dino Polska S.A., there are no additional retirement or disability pension schemes, early retirement schemes, contracts for the provision of services by Supervisory Board members specifying benefits paid on termination of employment or compensation schemes under which Supervisory Board members are awarded financial instruments.

§ 6

Miscellaneous

The Compensation Policy takes effect on the date of its approval by the Company's Shareholder Meeting unless the resolution on adopting the Compensation Policy contemplates some other effective date for its provisions.