

Draft resolutions
to be adopted by the Ordinary Shareholder Meeting
of DINO POLSKA S.A. held on 24 June 2022

The Management Board of DINO POLSKA S.A. (hereinafter: Company) hereby presents the wording of the draft resolutions forming the subject matter of the Company's Ordinary Shareholder Meeting convened to be held on 24 June 2022 at 10:00 a.m. in the Company's registered office, i.e. in Krotoszyn (63-700) at ul. Ostrowska 122.

Resolution No. 1/6/2022

Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 24 June 2022

on electing the Chairperson of the Shareholder Meeting

§ 1

The Company's Ordinary Shareholder Meeting hereby resolves to elect [...] to be the Chairperson of the Shareholder Meeting.

§ 2

The resolution comes into force on the date of its adoption.

Resolution No. 2/6/2022

Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 24 June 2022

on accepting the agenda of the Shareholder Meeting

§ 1

The Company's Ordinary Shareholder Meeting hereby accepts the following agenda of the Shareholder Meeting:

1. Open the Shareholder Meeting.
2. Elect the Chairperson of the Shareholder Meeting.
3. Assert that the Shareholder Meeting has been convened correctly and is capable of adopting resolutions.
4. Adopt a resolution to accept the agenda.

5. Examine the following documents submitted by the Management Board:
 - Management Board’s Report on the activity of DINO POLSKA S.A. and the DINO POLSKA Group in 2021,
 - financial statements of DINO POLSKA S.A. and the consolidated financial statements of the DINO POLSKA Group for the year ended 31 December 2021,
 - Management Board’s motion on the distribution of the net profit in 2021.
6. Examine the following documents submitted by the Supervisory Board:
 - Supervisory Board activity report for the 2021 financial year,
 - Supervisory Board report on the results of examining the Activity Report of the Company and the DINO POLSKA Group, the Company’s standalone and consolidated financial statements and the Management Board’s motion on the distribution of the Company’s profit for the financial year ended 31 December 2021.
7. Examination of the Supervisory Board’s motions on the following matters:
 - approve the Management Board Report on the activity of DINO POLSKA S.A. and the DINO POLSKA Group in 2021,
 - approve the financial statements of DINO POLSKA S.A. for the financial year ended 31 December 2021,
 - approve the consolidated financial statements of the DINO POLSKA Group for the year ended 31 December 2021,
 - adopt the Management Board’s motion on the distribution of the net profit in 2021,
 - grant a discharge to the Company’s Management Board and Supervisory Board members on the performance of their duties in the 2021 financial year.
8. Adopt resolutions to approve the following:
 - Management Board’s Report on the Activity of DINO POLSKA S.A. and the DINO POLSKA Group in 2021,
 - financial statements of DINO POLSKA S.A. for 2021,
 - consolidated financial statements of the DINO POLSKA Group in 2021.
9. Adopt a resolution on the distribution of the net profit for 2021.
10. Adopt resolutions to grant a discharge to the Company’s Management Board members on the performance of their duties in the 2021 financial year.
11. Adopt resolutions to grant a discharge to the Company’s Supervisory Board members on the performance of their duties in the 2021 financial year.
12. Examine and render an opinion on the annual Compensation Report of the DINO POLSKA S.A. Management Board and Supervisory Board in 2021.
13. Adopt a resolution to amend the Company’s Articles of Association and a resolution to adopt the consolidated text of the Company’s Articles of Association.
14. Close the Shareholder Meeting.

§ 2

The resolution comes into force on the date of its adoption.

Resolution No. 3/6/2022

Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 24 June 2022 on approving the Management Board's Report on the Activity of DINO POLSKA S.A. and the DINO POLSKA Group in 2021

Pursuant to art. 395 § 2.1 of the Commercial Company Code, the Company's Ordinary Shareholder Meeting resolves as follows:

§ 1

The Management Board's Report on the Activity of DINO POLSKA S.A. and the DINO POLSKA Group in 2021 is hereby approved.

§ 2

The resolution comes into force on the date of its adoption.

Resolution No. 4/6/2022

Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 24 June 2022

on approving the Company's financial statements for the year ended 31 December 2021

Pursuant to art. 395 § 2.1 of the Commercial Company Code, the Company's Ordinary Shareholder Meeting resolves as follows:

§ 1

The Company's Ordinary Shareholder Meeting hereby approves the financial statements of DINO POLSKA S.A. for the year ended 31 December 2021, including:

- a) introduction to the financial statements,
- b) balance sheet prepared as at 31 December 2021 with total assets and equity and liabilities of PLN 6,564,444 thousand,
- c) statement of profit or loss for the financial year from 1 January 2021 to 31 December 2021 showing net profit of PLN 591,217 thousand,
- d) statement of changes in equity for the financial year from 1 January 2021 to 31 December 2021, showing an increase in equity by PLN 591,217 thousand,
- e) statement of cash flows for the financial year from 1 January 2021 to 31 December 2021, showing an increase in cash by PLN 43,376 thousand,

- f) notes and explanations to the financial statements.

§ 2

The resolution comes into force on the date of its adoption.

Resolution No. 5/6/2022

Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 24 June 2022

on approving the consolidated financial statements of the DINO POLSKA Group for the year ended 31 December 2021

Pursuant to art. 395 § 5 of the Commercial Company Code, the Company's Ordinary Shareholder Meeting resolves as follows:

§ 1

The consolidated financial statements of the DINO POLSKA Group for the year ended 31 December 2021, covering the following are hereby approved:

- a) introduction to the consolidated financial statements,
- b) consolidated statement of financial position prepared as at 31 December 2021 with total assets and equity and liabilities of PLN 7,168,531 thousand,
- c) consolidated statement of profit or loss for the financial year from 1 January 2021 to 31 December 2021 showing net profit of PLN 805,303 thousand, and the consolidated statement of comprehensive income for the financial year from 1 January 2021 to 31 December 2021, showing total income of PLN 803,627 thousand,
- d) consolidated statement of changes in equity for the financial year from 1 January 2021 to 31 December 2021, showing an increase in equity by PLN 803,627 thousand,
- e) consolidated statement of cash flows for the financial year from 1 January 2021 to 31 December 2021, showing an increase in cash by PLN 61,803 thousand,
- f) notes and explanations to the consolidated financial statements.

§ 2

The resolution comes into force on the date of its adoption.

Resolution No. 6/6/2022

Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 24 June 2022 on distributing the net profit for 2021

§ 1

Pursuant to art. 395 § 2.2 of the Commercial Company Code, the Company's Ordinary Shareholder Meeting resolves to allocate the net profit for the 2021 financial year in the amount of PLN 591,217 thousand, in such a way that the entire profit is allocated to the Company's supplementary capital.

§ 2

The resolution comes into force on the date of its adoption.

Justification for draft resolution no. 6/6/2022 to be adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 24 June 2022 on distributing the net profit for 2021

Pursuant to draft resolution no. 6/6/2022 to be adopted by the Ordinary Shareholder Meeting, the net profit for the 2021 financial year in the amount of PLN 591,217 thousand is allocated to the Company's supplementary capital.

The strategy of DINO POLSKA S.A. posits the continuation of the dynamic organic growth in the Dino store network and its accompanying logistics infrastructure, which necessitates the incurring of substantial capital expenditures. Concurrently, the goal of the Company's Management Board is to uphold its stable financial position and the safe level of debt.

Accordingly, in the opinion of the Management Board it is justified to designate the entirety of the net profit to supplementary capital.

Resolution No. 7/6/2022

Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 24 June 2022 on granting a discharge to a Member of the Company's Management Board

Pursuant to art. 395 § 2.3 of the Commercial Company Code, the Company's Ordinary Shareholder Meeting resolves as follows:

§ 1

A discharge is granted to Mr. Michał Krauze on the performance of his duties as a Member of the Company's Management Board in the 2021 financial year during his period of service, i.e. from 1 January 2021 to 31 December 2021.

§ 2

The resolution comes into force on the date of its adoption.

Resolution No. 8/6/2022

Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 24 June 2022 on granting a discharge to a Member of the Company's Management Board

Pursuant to art. 395 § 2.3 of the Commercial Company Code, the Company's Ordinary Shareholder Meeting resolves as follows:

§ 1

A discharge is granted to Mr. Michał Muskała on the performance of his duties as a Member of the Company's Management Board in the 2021 financial year during his period of service, i.e. from 1 January 2021 to 31 December 2021.

§ 2

The resolution comes into force on the date of its adoption.

Resolution No. 9/6/2022

Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 24 June 2022 on granting a discharge to a Member of the Company's Management Board

Pursuant to art. 395 § 2.3 of the Commercial Company Code, the Company's Ordinary Shareholder Meeting resolves as follows:

§ 1

A discharge is granted to Ms. Izabela Biadała on the performance of her duties as a Member of the Company's Management Board in the 2021 financial year during her period of service, i.e. from 1 January 2021 to 31 December 2021.

§ 2

The resolution comes into force on the date of its adoption.

Resolution No. 10/6/2022

Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 24 June 2022 on granting a discharge to a Member of the Company's Supervisory Board

Pursuant to art. 395 § 2.3 of the Commercial Company Code, the Company's Ordinary Shareholder Meeting resolves as follows:

§ 1

It grants a discharge to Mr. Tomasz Biernacki on the performance of his duties as a Member of the Company's Supervisory Board including the function of the Chairman of the Company's Supervisory Board in the period of discharging the function, i.e. from 1 January 2021 to 31 December 2021.

§ 2

The resolution comes into force on the date of its adoption.

Resolution No. 11/6/2022

Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 24 June 2022 on granting a discharge to a Member of the Company's Supervisory Board

Pursuant to art. 395 § 2.3 of the Commercial Company Code, the Company's Ordinary Shareholder Meeting resolves as follows:

§ 1

It grants a discharge to Mr. Eryk Bajera on the performance of his duties as a Member of the Company's Supervisory Board in the period of discharging his function, i.e. from 1 January 2021 to 31 December 2021.

§ 2

The resolution comes into force on the date of its adoption.

Resolution No. 12/6/2022

Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 24 June 2022 on granting a discharge to a Member of the Company's Supervisory Board

Pursuant to art. 395 § 2.3 of the Commercial Company Code, the Company's Ordinary Shareholder Meeting resolves as follows:

§ 1

It grants a discharge to Mr. Sławomir Jakszuk on the performance of his duties as a Member of the Company's Supervisory Board in the period of discharging his function, i.e. from 1 January 2021 to 31 December 2021.

§ 2

The resolution comes into force on the date of its adoption.

Resolution No. 13/6/2022

Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 24 June 2022 on granting a discharge to a Member of the Company's Supervisory Board

Pursuant to art. 395 § 2.3 of the Commercial Company Code, the Company's Ordinary Shareholder Meeting resolves as follows:

§ 1

It grants a discharge to Mr. Piotr Nowjalis on the performance of his duties as a Member of the Company's Supervisory Board in the period of discharging his function, i.e. from 1 January 2021 to 31 December 2021.

§ 2

The resolution comes into force on the date of its adoption.

Resolution No. 14/6/2022

Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 24 June 2022 on granting a discharge to a Member of the Company's Supervisory Board

Pursuant to art. 395 § 2.3 of the Commercial Company Code, the Company's Ordinary Shareholder Meeting resolves as follows:

§ 1

It grants a discharge to Mr. Maciej Polanowski on the performance of his duties as a Member of the Company's Supervisory Board in the period of discharging his function, i.e. from 1 January 2021 to 31 December 2021.

§ 2

The resolution comes into force on the date of its adoption.

Resolution No. 15/6/2022

Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 24 June 2022 on granting a discharge to a Member of the Company's Supervisory Board

Pursuant to art. 395 § 2.3 of the Commercial Company Code, the Company's Ordinary Shareholder Meeting resolves as follows:

§ 1

A discharge is granted to Mr. Szymon Piduch on the performance of his duties as a Member of the Company's Supervisory Board in the 2021 financial year during his period of service, i.e. from 1 January 2021 to 12 January 2021.

§ 2

The resolution comes into force on the date of its adoption.

Resolution No. 16/6/2022

Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 24 June 2022 on rendering an opinion on the annual Compensation Report of the DINO POLSKA S.A. Management Board and Supervisory Board in 2021

Pursuant to art. 395 § 2¹ of the Commercial Company Code, the Company's Ordinary Shareholder Meeting resolves as follows:

§ 1

The Company's Ordinary Shareholder Meeting hereby endorses the annual report on the compensation of the Management Board and the Supervisory Board of DINO POLSKA S.A. in 2021.

§ 2

The resolution comes into force on the date of its adoption.

Resolution No. 17/6/2022

Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 24 June 2022 on amending the Company's Articles of Association

Pursuant to art. 430 § 1 of the Commercial Company Code, the Company's Ordinary Shareholder Meeting resolves as follows:

§ 1

The following amendments are hereby made to the Company's Articles of Association:

The following amendments are made to § 4 sec. 1:

- a. item 43 is added after item 42 in the following wording: "47.78.Z Retail sales of other new products in specialized shops";
- b. the current items 43-61 are renumbered to 44-62;
- c. items 63 and 64 are added after item 62 referred to in letter b in the following wording:
"63) 77.21.Z Lending and leasing recreational and sporting equipment,
64) 77.29.Z Lending and leasing other articles for personal and household use";
- d. the current item 62 is renumbered 65;
- e. item 66 is added after item 65 referred to in letter d in the following wording: "79.11.A Activity of tourism agents";
- f. the current items 63-80 are renumbered to 67-84;
- g. items 85, 86 and 87 are added after item 84 referred to in letter f in the following wording:
"85) 90.04.Z Activity of cultural facilities,
86) 94.99.Z Activity of other membership organizations elsewhere not classified,
87) 47.54.Z Retail sales of electric household equipment in specialized shops."

§ 2

The resolution comes into force on the date of its adoption.

Justification for draft resolution no. 17/6/2022 to be adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. of 24 June 2022 to amend the Company's Articles of Association

The draft resolution contemplates amending § 4 sec. 1 of the Company's Articles of Association entailing the extension of the line of business to include the areas specified in the draft resolution. The planned amendment is technical in nature. Its purpose is to facilitate the possible taking up of additional activities by the Company in the future if the Company's Management Board deems that to be justified in business terms.

Resolution No. 18/6/2022

Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 24 June 2022 on adopting the consolidated text of the Company's Articles of Association

Pursuant to art. 430 § 1 of the Commercial Company Code, the Company's Ordinary Shareholder Meeting resolves as follows:

§ 1

It is hereby resolved to adopt the consolidated text of the Company's Articles of Association in the wording specified in the attachment to this resolution.

§ 2

The resolution comes into force on the date of its adoption.