

**ANNOUNCEMENT MADE BY THE MANAGEMENT BOARD OF „DINO POLSKA” S.A.  
WITH ITS REGISTERED OFFICE IN KROTOSZYN  
ON 15 May 2019**

**ON CONVENING THE ORDINARY SHAREHOLDER MEETING  
TO BE HELD ON 13 JUNE 2019**

Pursuant to art. 399 § 1 and art. 395 § 1 of the Commercial Company Code (hereinafter: “CCC”), the Management Board of „DINO POLSKA” S.A. with its registered office in Krotoszyn at ul. Ostrowska 122 (hereinafter: “Company”) hereby convenes an Ordinary Shareholder Meeting of the Company (hereinafter: “Shareholder Meeting”) and pursuant to the wording of Art. 402<sup>2</sup> of CCC presents the following information:

**I. DATE, TIME AND PLACE OF THE SHAREHOLDER MEETING AND DETAILED AGENDA**

The Company’s Management Board hereby convenes an Ordinary Shareholder Meeting to be held on 13 June 2019 at 11:00 a.m. in Krotoszyn – the Company’s registered office – conference room in the offices of the Company’s Management Board at ul. Ostrowska 122, 63-700 Krotoszyn, with the following agenda:

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 Activity Report for „DINO Polska” S.A. and the „DINO Polska” S.A. Group for the financial year 2018,
  - financial statements of „DINO Polska” S.A. and the consolidated financial statements of the „DINO Polska” S.A. Group for the financial year 2018,
  - motion on the distribution of the net profit for the financial year 2018.
6. Examine the following documents submitted by the Supervisory Board:
  - Supervisory Board activity report for the financial year 2018,
  - Supervisory Board report on the results of examination of the Company’s activity report in the financial year 2018, the Company’s financial statements for the financial year 2018 and the Management Board’s motion on the distribution of the Company’s profit for the financial year 2018,
  - Supervisory Board report on the results of examination of the consolidated financial statements of the „DINO Polska” S.A. Group for the financial year 2018,
  - Supervisory Board report on the results of examination of the of the „DINO Polska” S.A. Group activity report for the financial year 2018.
7. Examination of the Supervisory Board’s motions to:
  - accept the Management Board Activity Report for „DINO Polska” S.A. and the financial statements of „DINO Polska” S.A. for the financial year 2018,

- accept the Management Board Activity Report for the „DINO Polska” S.A. Group and the consolidated financial statements of the „DINO Polska” S.A. Group for the financial year 2018,
  - accept the Management Board’s motion on the distribution of the net profit achieved in the financial year 2018,
  - grant a discharge to the Company’s Management Board members on the performance of their duties in the financial year 2018.
8. Adopt resolutions to approve:
- the Management Board Activity Report for „DINO Polska” S.A. for the financial year 2018,
  - the financial statements of „DINO Polska” S.A. for the financial year 2018.
9. Adopt a resolution on the distribution of the net profit for the financial year 2018.
10. Adopt resolutions to approve:
- Activity Report of the „DINO Polska” S.A. Group for the financial year 2018,
  - consolidated financial statements of the „DINO Polska” S.A. Group for the financial year 2018.
11. Adopt resolutions to grant a discharge to the Company’s Management Board members on the performance of their duties in the financial year 2018.
12. Adopt resolutions to grant a discharge to the Company’s Supervisory Board members on the performance of their duties in the financial year 2018.
13. Adopt resolutions to grant a discharge to the Pol-Food Polska spółka z o.o. Management Board members on the performance of their duties in the financial year 2018.
14. Adopt resolutions to grant a discharge to the Pol-Food Polska spółka z o.o. Supervisory Board members on the performance of their duties in the financial year 2018.
15. Close the Shareholder Meeting.

## **II. DATE OF REGISTERING PARTICIPATION IN THE SHAREHOLDER MEETING AND INFORMATION REGARDING THE RIGHT TO PARTICIPATE IN THE SHAREHOLDER MEETING**

Pursuant to Art. 406<sup>1</sup> § 1 of CCC, the date of registration for participation in the Shareholder Meeting falls sixteen days before the date of the Shareholder Meeting, i.e. 28 May 2019. Only persons who are Company Shareholders on 28 May 2019, i.e. the record date for participation in the Shareholder Meeting have the right to participate in the Shareholder Meeting.

To participate in the Shareholder Meeting, a Shareholder should file a request with the entity keeping the securities account, no earlier than after the announcement on convening the Shareholder Meeting and no later than on the first business day after the record date in the Shareholder Meeting, that is no later than on 29 May 2019, the issuance of a registered certificate detailing the right to participate in the Shareholder Meeting.

This certificate should contain all the information referred to in art. 406<sup>3</sup> § 3 of CCC, i.e.:

1. business name (name), registered office, address and stamp of the issuer and the number of the certificate,
2. number of shares,
3. type of shares and their code,
4. business name (name), registered office and address of the company that issued the shares,

5. nominal value of the shares,
6. first and last name or the business name (name) of the party holding rights from the shares,
7. registered office (place of residence) and address of the party holding rights from the shares,
8. purpose of issuance of the certificate,
9. date and place of issuance of the certificate,
10. signature of a person authorized to issue the certificate.

The Company's Management Board shall establish the List of Shareholders authorized to participate in the Shareholder Meeting on the basis of the list prepared by Krajowy Depozyt Papierów Wartościowych S.A. in accordance with the regulations on trading financial instruments.

### **III. PROCEDURES GOVERNING PARTICIPATION IN THE SHAREHOLDER MEETING AND THE EXERCISE OF VOTING RIGHTS**

#### **1. Information on a Shareholder's right to request that certain matters be included in the agenda of the Shareholder Meeting.**

A Shareholder or Shareholders representing at least one-twentieth of the Company's share capital may request that specified items be placed in the agenda of the Shareholder Meeting. The request made by a Shareholder or Shareholders should be submitted to the Company's Management Board no later than twenty-one days before the set date of the Shareholder Meeting, i.e. no later than by 23 May 2019, inclusively.

The request should contain a justification or a draft resolution pertaining to the proposed item on the agenda. The request may be submitted in writing (i.e. delivered in person with receipt of submission or sent to the Company with confirmation of dispatch and confirmation of receipt) to the address: „DINO POLSKA” S.A., ul. Ostrowska 122, 63-700 Krotoszyn or in electronic form (e-mail) by sending an e-mail to the stated e-mail address: [wza@marketdino.pl](mailto:wza@marketdino.pl) .

The date of its receipt by the Company will evidence the meeting of the appropriate deadline for submitting the foregoing request, while if the electronic form is employed, the date of including the foregoing request in the Company's electronic mail system (receipt by the Company's mail server) will apply. The foregoing request may be submitted using the appropriate form, duly filled out and signed, downloaded from the Company's website, where if this is done electronically, the form and all attached documents must be sent as attachments in PDF format. A separate form for shareholders who are a natural person and a separate form for shareholders other than natural persons have been placed on the Company's website.

A Shareholder or Shareholders requesting the inclusion of certain matters in the agenda must present, along with this request, documents confirming their identity and their right to request the inclusion of specific items in the agenda of the Shareholder Meeting, in particular:

1. depository receipt or certificate on the right to participate in the Company's Shareholder Meeting issued by an entity running a securities account or a collective securities account in accordance with the regulations on trading financial instruments, confirming that its addressee is a Company Shareholder and that it holds the appropriate number of shares on the date of submitting the request,

2. in the case of a Shareholder who is a natural person – a copy of his/her personal identification card, passport or some other document confirming his/her identity,
3. in the case of a shareholder other than a natural person – a copy of an excerpt from the relevant register or some other document confirming the right to represent the Shareholder,
4. in the event that a proxy submits a request – a copy of the proxy statement document signed by the shareholder or by persons authorized to represent the shareholder, and a copy of the proxy's personal identity card, passport or official identity document, or in the event that a proxy is something other than a natural person - a copy of an excerpt from the relevant register confirming the authorization of the natural person (natural persons) to represent the proxy and a copy of the personal identity card or passport of the natural person (natural persons) authorized to represent the proxy.

The obligation of attaching the documents referred to above pertains to Shareholders who submit a request in written form or in electronic form. The documents should be attached in the appropriate form having regard for the form of the request (a hardcopy document or a scan thereof in PDF format). The Company may take proper action to identify the Shareholder or Shareholders and verify the validity of the documents sent.

The Company's Management Board will announce any and all changes to the agenda made by request of a Shareholder or Shareholders promptly but no later than eighteen days before the date set for the Shareholder Meeting i.e. no later than on 26 May 2019. The announcement of the new agenda will be placed on the Company's website at <http://grupadino.pl/walne-zgromadzenie/>.

*2. Information on a Shareholder's right to submit draft resolutions on matters included in the agenda of the Shareholder Meeting or matters to be included in the agenda before the date of the Shareholder Meeting.*

A Company Shareholder or Shareholders representing at least one-twentieth of the share capital may submit draft resolutions in writing (i.e. deliver them in person with confirmation of submission or send them to the Company with confirmation of dispatch and confirmation of receipt) to the following address: „DINO POLSKA” S.A., ul. Ostrowska 122, 63-700 Krotoszyn or by using electronic means of communication send an electronic message to the specified e-mail address: [wza@marketdino.pl](mailto:wza@marketdino.pl) concerning items included or to be included in the Shareholder Meeting's agenda to the Company before the date of the Shareholder Meeting. The proposed draft resolutions must be submitted to the Company until 11:00 a.m. on the one business day preceding the date of the Shareholder Meeting as the Company must announce them on its website, i.e. by 12 June 2019 by 11:00 a.m. The date and hour of its receipt by the Company will evidence the meeting of the appropriate deadline for submitting the foregoing submission, while if the electronic form is employed, the date and hour of including the foregoing submission in the Company's electronic mail system (receipt by the Company's mail server) will apply.

A Shareholder may submit draft resolutions by using the appropriate form, duly filled out and signed, downloaded from the Company's website, where if this is done electronically, the form and all attached documents must be sent as attachments in PDF format. The draft resolutions will be announced promptly on the Company's website at <http://grupadino.pl/walne-zgromadzenie/>. A separate form for shareholders who are a natural person and a separate form for shareholders other than natural persons have been placed on the Company's website.

A Shareholder or Shareholders requesting the inclusion of certain matters in the agenda must present, along with this request, documents confirming their identity and their right

to request the inclusion of specific items in the agenda of the Shareholder Meeting, in particular:

1. depository receipt or certificate on the right to participate in the Company's Shareholder Meeting issued by an entity running a securities account or a collective securities account in accordance with the regulations on trading financial instruments, confirming that its addressee is a Company Shareholder and that it holds the appropriate number of shares on the date of submitting the request,
2. in the case of a Shareholder who is a natural person – a copy of his/her personal identification card, passport or some other document confirming his/her identity,
3. in the case of a shareholder other than a natural person – a copy of an excerpt from the relevant register or some other document confirming the right to represent the Shareholder,
4. in the event that a proxy submits draft resolutions – a copy of the proxy statement document signed by the shareholder or by persons authorized to represent the shareholder, and a copy of the proxy's personal identity card, passport or official identity document, or in the event that a proxy is something other than a natural person - a copy of an excerpt from the relevant register confirming the authorization of the natural person (natural persons) to represent the proxy and a copy of the personal identity card or passport of the natural person (natural persons) authorized to represent the proxy.

The obligation of attaching the documents referred to above pertains to Shareholders who submit a request in written form or in electronic form. The documents should be attached in the appropriate form having regard for the form of the request (a hardcopy document or a scan thereof in PDF format). The Company may take proper action to identify the Shareholder or Shareholders and verify the validity of the documents sent.

*3. Information on a Shareholder's right to submit draft resolutions on matters entered in the agenda during the Shareholder Meeting.*

During a Shareholder Meeting every Shareholder may propose draft resolutions on matters introduced in the agenda.

*4. Information on how a proxy exercises voting rights, including in particular information on the forms used when a proxy votes and on how to notify the Company by using electronic means of communication of appointing a proxy.*

Shareholders may participate in a Shareholder Meeting and exercise their voting rights in person or by proxy. A Shareholder at the Shareholder Meeting should have a document stating his/her/its identity. A shareholder that is not a natural person may participate in the Shareholder Meeting and exercise voting rights through a person authorized to submit representations of will on its behalf or through a proxy. The right to represent a shareholder that is not a natural person should follow from the excerpt from the appropriate register for the shareholder produced at the time of drawing up the record of attendance (submitted as an original or a copy confirmed for compliance with the original by a notary), or possibly through a series of proxy statements and an excerpt from the appropriate register. A person extending a proxy statement on behalf of a shareholder that is not a natural person should be disclosed in the current excerpt from the appropriate register for a given shareholder or his/her appointment as a representative of the shareholder that is not a natural person should stem from a resolution adopted by the appropriate body of that shareholder authorizing that person to act. The resolution must be presented as an original or a copy confirmed for compliance with the original by a notary.

A Proxy exercises all rights of the Shareholder at the Shareholder Meeting unless the proxy statement document stipulates otherwise. A Proxy may extend a further proxy statement if that stems from the wording of the proxy statement. A Proxy may represent more than one Shareholder and vote differently from the shares of each Shareholder. A Company Shareholder holding shares recorded on more than one securities account may appoint separate proxies to exercise the rights attached to the shares recorded on each one of the accounts.

If a Shareholder's proxy at the Shareholder Meeting is a Management Board Member, a Supervisory Board Member, a Company employee, or a member of the governing bodies or an employee of a Company subsidiary, the proxy statement extended to him/her/it may give the right of representation only at one Shareholder Meeting. A Proxy is obligated to disclose to the Shareholder any circumstances indicating the existence or possibility of a conflict of interest. In such a case, it is not permitted to grant proxy statements to others. The proxy statement to take part in the Shareholder Meeting and exercise voting rights may be extended in writing or in electronic form. Such a proxy statement granted electronically is not required to be signed with a secure electronic signature verifiable with a valid qualified certificate. A proxy statement drawn up in a foreign language should be translated into the Polish language by a sworn translator. A proxy statement that has not been translated by a sworn translator into the Polish language shall not have any legal effect. The form containing the model proxy statement is available from the date of publication of this announcement on the Company's website at <http://grupadino.pl/walne-zgromadzenie/>.

The Company should be notified about the extension of an electronic proxy statement using means of electronic communication in the form of information sent by electronic mail to the address of [wza@marketdino.pl](mailto:wza@marketdino.pl) such that it is possible to verify effectively the validity of proxy statements. For this purpose, a proxy statement sent electronically to the Company should be forwarded in PDF format. The information on the extension of a proxy statement should contain a precise indication of the proxy and the principal (specifying the first and last name, series and number of the personal identity card, address, phone no. and e-mail address of the principal and the proxy).

The information on the extension of a proxy statement should also specify the scope of the proxy statement, i.e. it should specify the number of shares from which the voting rights will be exercised and the date of the Shareholder Meeting and the name of the Company. After the extension of the proxy statement in electronic form, the Shareholder should promptly deliver copies of documents confirming the Shareholder's identity (scan in PDF format) to the Company (i.e. deliver them in person with confirmation of submission or send them to the Company with confirmation of dispatch and confirmation of receipt) to the address: „DINO POLSKA” S.A., ul. Ostrowska 122, 63-700 Krotoszyn or by using means of electronic communication by sending an e-mail to the stated e-mail address: [wza@marketdino.pl](mailto:wza@marketdino.pl), in particular:

1. in the case of a Shareholder who is a natural person – a copy of his/her personal identification card, passport or some other document confirming his/her identity,
2. in the case of a Shareholder other than a natural person – a copy of a current excerpt from the relevant register or some other document confirming the right to represent the Shareholder.

A proxy statement extended in electronic form must be done until 11:00 a.m. on the one business day preceding the date of the Shareholder Meeting as the Company must undertake verification-related activities. The Company will take proper action to identify the Shareholder and the proxy to verify the validity of the proxy statement extended in electronic form. Such verification may include in particular a question sent through e-mail

or a phone call made to the Shareholder or the proxy to confirm the fact of extension of the proxy statement and its scope.

A Proxy to whom a proxy statement has been extended in electronic form is obligated to present a document confirming the extension of the proxy statement at the time of producing the record of attendance at the Shareholder Meeting making it possible to identify the Shareholder submitting such a declaration and a document to identify the proxy.

A model form making it possible for a proxy to exercise voting rights containing the data specified in art. 402<sup>3</sup> § 3 of CCC entitled *F2. Form for a proxy to exercise voting rights at the OSM* has been placed on the Company's website at the address of <http://grupadino.pl/walne-zgromadzenie/>. If a proxy votes using the form, he/she must hand the form to the Chairperson of the Shareholder Meeting at the latest prior to ending the vote on a resolution that, according to the Shareholder's instructions, is to be voted on by using this form.

The right to represent a shareholder that is not a natural person should follow from the excerpt from the appropriate register for the shareholder produced at the time of drawing up the record of attendance (submitted as an original or a copy confirmed for compliance with the original by a notary), or possibly through a series of proxy statements and an excerpt from the appropriate register. A person extending a proxy statement on behalf of a shareholder that is not a natural person should be disclosed in the current excerpt from the appropriate register for a given shareholder or his/her appointment as a representative of the shareholder that is not a natural person should stem from a resolution adopted by the appropriate body of that shareholder authorizing that person to act. The resolution must be presented as an original or a copy confirmed for compliance with the original by a notary.

5. Information regarding the possibility and method of participation in the Shareholder Meeting using means of electronic communication

The Company's Management Board does not contemplate the possibility of participating in the Ordinary Shareholder Meeting convened to be held 13 June 2019 by using means of electronic communication.

6. Information about the method of speaking during the Shareholder Meeting using means of electronic communication.

The Company's Management Board does not contemplate the possibility of speaking during the Ordinary Shareholder Meeting convened to be held 13 June 2019 by using means of electronic communication.

7. Information on the method of exercising voting rights by post or by means of electronic communication.

The Company's Management Board does not contemplate the possibility of exercising voting rights during the Ordinary Shareholder Meeting convened to be held 13 June 2019 by using means of electronic communication.

**IV. POSSIBILITY OF OBTAINING INFORMATION REGARDING THE SHAREHOLDER MEETING**

The complete documentation that is to supposed to be presented to the Shareholder Meeting along with draft resolutions and information concerning the Shareholder Meeting will be placed on the Company's website at the address of <http://grupadino.pl/walne->

[zgromadzenie/](#) from the date of convening the Shareholder Meeting, i.e. from 15 May 2019.

A Shareholder authorized to participate in the Shareholder Meeting may obtain in hardcopy form the full text of the documentation to be presented to the Shareholder Meeting and the draft resolutions or the remarks of the Management Board or the Supervisory Board in the Management Board office at the address of the Company's registered office: ul. Ostrowska 122, 63-700 Krotoszyn from 8:00 a.m. to 4:00 p.m. on business days.

#### **V. ELECTRONIC COMMUNICATION BETWEEN A SHAREHOLDER AND THE COMPANY**

Company Shareholders may contact the Company using means of electronic communication while having regard for the limitations contemplated by CCC and this announcement. In particular, Company Shareholders may submit motions, requests and send notifications and documents. Shareholders shall communicate with the Company electronically by using the specified e-mail address: [wza@marketdino.pl](mailto:wza@marketdino.pl) .

A Shareholder using electronic means of communication shall bear the exclusive risk related to their usage.

In the event that a Shareholder sends documents to the Company electronically whose original copies have been drawn up in some language other than the Polish language, it is mandatory to attach to them a translation into the Polish language prepared by a sworn translator. All documents a Shareholder sends to the Company, and the Company sends to a Shareholder, electronically should take the form of a scan in PDF format.

#### **VI. LIST OF SHAREHOLDERS**

The List of Shareholders authorized to participate in the Shareholder Meeting will be displayed in the Company's Management Board office at the following address: ul. Ostrowska 122, 63-700 Krotoszyn, for three business days prior to holding the Shareholder Meeting from 8:00 a.m. to 4:00 p.m. on business days, i.e. on 10, 11 and 12 June 2019.

A Company Shareholder may request that the list of shareholders authorized to participate in the Shareholder Meeting be sent to it free of charge by e-mail, by specifying the e-mail address to which the list should be sent.

The request should be prepared in writing, signed by the shareholder or persons authorized to represent the shareholder and sent to the e-mail address: [wza@marketdino.pl](mailto:wza@marketdino.pl) in PDF format. Copies of documents confirming the identity of the shareholder or the persons acting on behalf of the shareholder) should be attached to the request (in particular, a copy of the personal identity document, an excerpt from the appropriate register or the proxy statement).

Pursuant to art. 407 § 2 of CCC, a Company Shareholder has the right to request the issuance of a copy of the motions concerning items included in the agenda within one week prior to the date of holding a Shareholder Meeting, i.e. by 6 June 2019.

#### **VII. ADDRESS OF THE WEBSITE CONTAINING INFORMATION ON THE SHAREHOLDER MEETING**

All information regarding the Shareholder Meeting and forms are available on the Company's website at <http://grupadino.pl/walne-zgromadzenie/>.

#### **VIII. INFORMATION ON THE TOTAL NUMBER OF SHARES IN THE COMPANY AND THE NUMBER OF VOTES ATTACHED TO THESE SHARES ON THE DATE OF ANNOUNCING THE SHAREHOLDER MEETING**

On the date of announcing the Shareholder Meeting, the total number of the Company's outstanding shares in all issues (series A shares) is 98,040,000, yielding a total of 98,040,000 votes at the Company's Shareholder Meeting.

## **IX. INFORMATION CONCERNING PERSONAL DATA PROTECTION IN CONNECTION WITH CONVENING THE SHAREHOLDER MEETING**

**Data controller.** In accordance with the General Data Protection Regulation of 27 April 2016 (GDPR), the controller of your personal data is "DINO POLSKA" S.A. Our contact details: 63-700 Krotoszyn, ul. Ostrowska 122, phone +48 62 72 55 400, e-mail: sekretariat@marketdino.pl

The data controller is responsible for the security of the provided personal data of the Company's shareholders, attorneys-in-fact authorized to vote, other persons authorized to exercise the voting rights at the Shareholder Meeting and the personal data disclosed during the Shareholder Meeting.

**Contact about data protection.** Please contact our Data Protection Officer: [abi@marketdino.pl](mailto:abi@marketdino.pl)

**Purpose of data processing.** We will use your personal data for the purpose of:

- holding the Shareholder Meeting and performing the Company's legal obligations following from, among others, the provisions of the Commercial Company Code, including in particular, preparing shareholder lists and records of attendance at the Shareholder Meeting, making it possible to vote by proxy and making it possible for the Shareholders to exercise their rights with regard to the Company (legal basis – Article 6(1)(c) GDPR) – "legal obligation",
- making it possible to contact the participants of the Shareholder Meeting and verify their identity (legal basis – Article 6(1)(f) GDPR) – "legitimate interest",
- determining, pursuing or defending claims associated with the Shareholder Meeting (legal basis – Article 6(1)(f) GDPR) – "legitimate interest".

Provision of data to the extent specified in the Commercial Company Code and the data making it possible to verify the identity of Shareholder Meeting participants is required for participation in the Shareholder Meeting. Provision of an e-mail address is voluntary but required for contact with the Company by electronic mail.

**Scope of data.** We will process: first name, last name, residential address or address for service, PESEL number, number and series of the identity card, telephone number, NIP number (in the case of natural persons acting as part of their business activity), data contained in the proxy statements, data pertaining to shares and rights attached to shares (such as: number, type and numbers of shares, and number of votes held), personal data disclosed during the Shareholder Meeting, and – in the case of contact with the Company by electronic mail – e-mail address.

**Period of data processing.** We will use the data for the period required for the aforementioned purposes. Depending on the legal basis this will be:

- the period required to hold the Meeting,
- the time for which the provisions of law require us to retain the data,
- the time after which the claim associated with the Meeting expire.

**Data recipients.** Subject to any and all data security guarantees, we may transfer your data, in addition to the persons authorized by the Data Controller, to other entities,

including: entities processing the data on our behalf, e.g. our providers of technical services, and other shareholders.

**Rights.** You may file with the Company a request for: access to your personal data (information about the processed personal data and copy of the data); correction of the data, if incorrect; deletion or limitation of the personal data processing. Notwithstanding the aforementioned rights, you may at any time object to the processing of your data if the use of the data is based on legitimate interest. You also have the right to lodge a complaint with the President of the Personal Data Protection Authority, if you believe that the processing of your personal data breaches the provisions of law.

**Source of the data.** We may obtain your personal data from entities keeping the depository of securities and from shareholders, attorneys-in-fact and representatives.