

**ATTACHMENT NO. 1 to the Merger Plan  
DRAFT RESOLUTION OF THE GENERAL MEETING OF THE ACQUIRING COMPANY ON THE  
MERGER OF THE COMPANIES**

**RESOLUTION NO. [...]  
AS OF [...]  
OF THE EXTRAORDINARY GENERAL MEETING  
OF DINO POLSKA S.A.  
ON MERGER OF THE COMPANY WITH POL-FOOD POLSKA SP. Z O.O.**

The Extraordinary General Meeting of "Dino Polska" S.A. hereby decides to merge the company:

- **„Dino Polska” Spółka akcyjna with its registered seat in Krotoszyn**, ul. Ostrowska 133, 63-700 Krotoszyn, entered into the Register of Entrepreneurs of the National Court Register kept by the District Court Poznań-Nowe Miasto i Wilda in Poznań, IX Economic Department of the National Court Register under No. 0000408273 (the **“Acquiring Company”**),

with the company:

- **Pol-Food Polska Spółka z ograniczoną odpowiedzialnością with its registered seat in Krotoszyn**, ul. Ostrowska 133, 63-700 Krotoszyn, entered into the Register of Entrepreneurs of the National Court Register kept by the District Court Poznań-Nowe Miasto i Wilda in Poznań, IX Economic Department of the National Court Register under No. 0000406970 (the **“Acquired Company”**)

hereinafter referred to jointly as the **“Companies”**, on conditions set forth in the Merger Plan signed on 26 October 2018 by the Management Boards of the merging Companies and published on the websites of the Companies since 26 October 2018 (the **“Merger Plan”**).

The Extraordinary General Meeting confirms that the shareholders of the Acquiring Company had the opportunity to familiarize with the merger documentation in the form specified in the provisions of the Commercial Companies Code, including the Merger Plan with attachments in dates specified in notifications of the Management Board directed to shareholders.

The Extraordinary General Meeting expresses its consent on the Merger Plan.

The subject merger shall be made according to Article. 492 § 1 Item 1 of the Commercial Companies Code by transfer of the assets of the Acquired Company to the Acquiring Company.

Whereas the Acquiring Company possesses all shares in the Acquired Company, pursuant to Art. 515 § 1 of the Commercial Companies Code, the Merger shall be carried out without increasing the share capital of the Acquiring Company and without amending of the articles of association the Acquiring Company.

The Extraordinary General Meeting confirms that no special rights, neither to the sole shareholder of the Acquired Company nor to any persons with special entitlements and no special benefits to any members of the governing bodies of the Companies, nor to any persons engaged in the Merger process have been granted.

**ATTACHMENT NO. 1 TO THE MERGER PLAN**

**The Management Board of „Dino Polska” S.A.**

---

**Szymon Piduch**

*President of the Management Board*

---

**Michał Krauze**

Member of the Management Board

**The Management Board of Pol-Food Polska Sp. z o.o.**

---

**Szymon Piduch**

*President of the Management Board*