

**FORM FOR EXERCISING VOTING RIGHTS THROUGH A PROXY AT THE
EXTRAORDINARY SHAREHOLDER MEETING
OF DINO POLSKA S.A. WITH ITS REGISTERED OFFICE IN KROTOSZYN
CONVENED TO BE HELD ON 28 November 2018**

1. This form has been prepared according to the provisions in art. 402³ of the Commercial Company Code in order to make it possible for a proxy to cast a vote at the Extraordinary Shareholder Meeting of DINO POLSKA S.A. with its registered office in Krotoszyn convened to be held on 28 November 2018.
2. The utilization of this form is not obligatory - its utilization hinges solely and exclusively on the Shareholder's decision and it does not form a condition for a proxy to cast a vote. This form contains in particular instructions on a proxy exercising voting rights.
3. This form does not replace the proxy statement document extended by the Shareholder to the proxy.
4. This form facilitates:
 - a) in part I identification of the shareholder casting a vote and his/her/its proxy,
 - b) in part II casting of a vote, submitting an objection and providing instructions on how to vote on each one of the resolutions regarding which the proxy is supposed to vote
5. The shareholder gives instructions by placing an "X" in the appropriate box. If the box marked "Other" is marked - the Shareholder should specify in this box how the proxy should exercise the voting right.
6. In the event that the Shareholder decides to vote differently on the shares held, it is recommended for the Shareholder to indicate in the appropriate box the number of shares for which the proxy is supposed to vote "in favor", "against" or "abstain" from voting. If the number of shares is not indicated, this is deemed to mean that the proxy is authorized to vote in the specified manner on all the shares held by a Shareholder.
7. The tables placed in part II of the form make it possible to give instructions to the proxy.
8. Your attention is alerted to the fact that the draft resolutions included in these instructions may differ from the draft resolutions that will be put to a vote directly at the Shareholder Meeting. For the avoidance of doubt on how the proxy is to vote in such an event, it is recommended to specify in the box entitled "Other" how the proxy should act in this circumstance.

**PART I.
IDENTIFICATION OF A SHAREHOLDER AND PROXY**

SHAREHOLDER:

(Shareholder's first and last name / business name)

(residential address / registered office, telephone number, e-mail address)

(Taxpayer ID number, Social insurance (PESEL) / Statistical (REGON) number)

(number and type of shares from which the voting rights will be exercised)

PROXY:

(Proxy's first and last name / business name)

(residential address / registered office, telephone number, e-mail address)

(Taxpayer ID number, Social insurance (PESEL) / Statistical (REGON) number)

**PART II.
INSTRUCTIONS
ON A PROXY EXERCISING VOTING RIGHTS
AT THE EXTRAORDINARY SHAREHOLDER MEETING
OF DINO POLSKA S.A. WITH ITS REGISTERED OFFICE IN KROTOSZYN
CONVENED TO BE HELD ON 28 November 2018 AT 10:00 a.m.**

**Resolution No. 1/2018
Adopted by the Extraordinary Shareholder Meeting
of DINO POLSKA Spółka Akcyjna
on 28 November 2018
on electing the Chairperson of the Shareholder Meeting**

§1

The Company's Extraordinary Shareholder Meeting hereby resolves to elect Mr./Ms. to be the Chairperson of the Shareholder Meeting.

§2

The resolution will come into force on the date of its adoption.

<input type="checkbox"/> in favor Number of shares: _____	<input type="checkbox"/> against <input type="checkbox"/> submission of an objection Number of shares: _____	<input type="checkbox"/> abstaining Number of shares: _____	<input type="checkbox"/> at the proxy's discretion Number of shares: _____
<input type="checkbox"/> other:			
Possible justification for an objection:			

Resolution No. 2/2018
Adopted by the Extraordinary Shareholder Meeting
of DINO POLSKA Spółka Akcyjna
on 28 November 2018
on accepting the agenda of the Shareholder Meeting

§1

The Company's Extraordinary 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. Adopt a resolution to merge Dino Polska S.A. with its subsidiary Pol-Food Polska sp. z o.o. (where Dino Polska S.A. is the acquiring company).
6. Close the Shareholder Meeting.

§2

The resolution will come into force on the date of its adoption.

<input type="checkbox"/> in favor Number of shares: _____	<input type="checkbox"/> against <input type="checkbox"/> submission of an objection Number of shares: _____	<input type="checkbox"/> abstaining Number of shares: _____	<input type="checkbox"/> at the proxy's discretion Number of shares: _____
<input type="checkbox"/> other:			
Possible justification for an objection:			

Resolution No. 3/2018
Adopted by the Extraordinary Shareholder Meeting
of DINO POLSKA Spółka Akcyjna
on 28 November 2018

on adopting a resolution to merge Dino Polska S.A. with its subsidiary Pol-Food Polska sp. z o.o.

§ 1

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.

§2

The resolution will come into force on the date of its adoption.

<input type="checkbox"/> in favor Number of shares: _____	<input type="checkbox"/> against <input type="checkbox"/> submission of an objection Number of shares: _____	<input type="checkbox"/> abstaining Number of shares: _____	<input type="checkbox"/> at the proxy's discretion Number of shares: _____
<input type="checkbox"/> other:			
Possible justification for an objection:			