

**FORM FOR EXERCISING VOTING RIGHTS THROUGH A PROXY
AT THE ORDINARY SHAREHOLDER MEETING
OF DINO POLSKA S.A. WITH ITS REGISTERED OFFICE IN KROTOSZYN
CONVENED TO BE HELD ON 21 MAY 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 Ordinary Shareholder Meeting of DINO POLSKA S.A. with its registered office in Krotoszyn convened to be held on 21 May 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 ORDINARY SHAREHOLDER MEETING
OF DINO POLSKA S.A. WITH ITS REGISTERED OFFICE IN KROTOSZYN
CONVENED TO BE HELD ON 21 MAY 2018 AT 11:00 A.M.**

**Resolution No. 1/5/2018
Adopted by the Ordinary Shareholder Meeting
of DINO POLSKA S.A.
on 21 May 2018
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 will come into force on the date of its adoption.

in favor

Number of shares:

against

submission of an objection

Number of shares:

abstaining

Number of shares:

at the proxy's discretion

Number of shares:

other:

Possible justification for an objection:

Resolution No. 2/5/2018
Adopted by the Ordinary Shareholder Meeting
of DINO POLSKA S.A.
on 21 May 2018
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 Activity Report for DINO Polska S.A. and the DINO Polska S.A. Group for the financial year 2017,
 - financial statements of DINO Polska S.A. and the consolidated financial statements of the DINO Polska S.A. Group for the financial year 2017,
 - motion on the distribution of the net profit for the financial year 2017.
6. Examine the following documents submitted by the Supervisory Board:
 - Supervisory Board activity report for the financial year 2017,
 - Supervisory Board report on the results of examination of the Company's activity report in the financial year 2017, the Company's financial statements for the financial year 2017 and the Management Board's motion on the distribution of the Company's profit for the financial year 2017,
 - Supervisory Board report on the results of examination of the consolidated financial statements of the DINO Polska S.A. Group for the financial year 2017,
 - Supervisory Board report on the results of examination of the of the DINO Polska S.A. Group activity report for the financial year 2017.
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 2017,
 - 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 2017,
 - accept the Management Board's motion on the distribution of the net profit achieved in the financial year 2017,
 - grant a discharge to the Company's Management Board members on the performance of their duties in the financial year 2017.
8. Adopt resolutions to approve:

- the Management Board Activity Report for DINO Polska S.A. for the financial year 2017,
 - the financial statements of DINO Polska S.A. for the financial year 2017.
9. Adopt a resolution on the distribution of the net profit for the financial year 2017.

10. Adopt resolutions to approve:

- Activity Report of the DINO Polska S.A. Group for the financial year 2017,
- consolidated financial statements of the DINO Polska S.A. Group for the financial year 2017.

11. Adopt resolutions to grant a discharge to the Company's Management Board members on the performance of their duties in the financial year 2017.

12. Adopt resolutions to grant a discharge to the Company's Supervisory Board members on the performance of their duties in the financial year 2017.

13. Elect Supervisory Board members and adopt resolutions to appoint Supervisory Board members for the next term of office.

14. 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. 3/5/2018
Adopted by the Ordinary Shareholder Meeting
of DINO POLSKA S.A.
on 21 May 2018

approving the Management Board report on the Company's activity for the financial year 2017

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

§ 1

It approves the Company's Management Board Activity Report for DINO Polska S.A. for the financial year 2017.

§ 2

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

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

Resolution No. 4/5/2018
Adopted by the Ordinary Shareholder Meeting
of DINO POLSKA S.A.
on 21 May 2018

approving the Company's financial statements for the financial year 2017

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 financial year 2017, including:

- a) introduction to the financial statements,
- b) balance sheet prepared as at 31 December 2017 showing the amount of PLN 2,251,673 thousand on the assets side and on the liabilities and equity side,
- c) statement of profit or loss for the financial year from 1 January 2017 to 31 December 2017 showing net profit of PLN 92,504 thousand,
- d) statement of changes in equity for the financial year from 1 January 2017 to 31 December 2017, showing an increase in equity by PLN 100,004 thousand,
- e) statement of cash flows for the financial year from 1 January 2017 to 31 December 2017, showing an increase in cash by PLN 131,376 thousand,
- f) notes and explanations to the financial statements.

§ 2

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

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

Resolution No. 5/5/2018
Adopted by the Ordinary Shareholder Meeting
of DINO POLSKA S.A.
on 21 May 2018
on the distribution of the net profit for the financial year 2017

§ 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 financial year 2017 in the amount of PLN 92 504 thousand Polish zloty in such a way that the total amount is allocated to the Company's supplementary capital.

§ 2

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

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

other:

Possible justification for an objection:

Resolution No. 6/5/2018
Adopted by the Ordinary Shareholder Meeting
of DINO POLSKA S.A.
on 21 May 2018

approving the Activity Report of the DINO Polska S.A. Group for the financial year 2017

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

§ 1

It approves the Company's Management Board Activity Report for DINO Polska S.A. Group for the financial year 2017.

§ 2

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

in favor

Number of shares:

against

submission of an objection

Number of shares:

abstaining

Number of shares:

at the proxy's discretion

Number of shares:

other:

Possible justification for an objection:

Resolution No. 7/5/2018

Adopted by the Ordinary Shareholder Meeting

of DINO POLSKA S.A.

on 21 May 2018

**approving the consolidated financial statements of the DINO Polska S.A.
Group for the financial year 2017**

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

§ 1

It approves the consolidated financial statements of the DINO Polska S.A. Group for the financial year 2017, including:

- a) introduction to the consolidated financial statements,
- b) consolidated balance sheet prepared as at 31 December 2017 showing the amount of PLN 2 451 329 thousand on the assets side and on the liabilities and equity side,
- c) consolidated statement of profit or loss for the financial year from 1 January 2017 to 31 December 2017 showing net profit of PLN 213 604 thousand,
- d) consolidated statement of changes in equity for the financial year from 1 January 2017 to 31 December 2017, showing an increase in equity by PLN 221 017 thousand,
- e) consolidated statement of cash flows for the financial year from 1 January 2017 to 31 December 2017, showing an increase in cash by PLN 136 198 thousand,
- f) notes and explanations to the consolidated financial statements.

§ 2

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

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

Resolution No. 8/5/2018

**Adopted by the Ordinary Shareholder Meeting
of DINO POLSKA S.A.**

on 21 May 2018

granting a discharge to the President 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

It grants a discharge to Mr. Szymon Piduch on the performance of his duties as the Company's Management Board Member, including the function of President of the Company's Management Board in the financial year 2017.

§ 2

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

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

Resolution No. 9/5/2018

**Adopted by the Ordinary Shareholder Meeting
of DINO POLSKA S.A.**

on 21 May 2018

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

It grants a discharge to Mr. Michał Krauze on the performance of his duties as the Company's Management Board Member in the financial year 2017.

§ 2

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

in favor

Number of shares:

against

submission of an objection

Number of shares:

abstaining

Number of shares:

at the proxy's discretion

Number of shares:

other:

Possible justification for an objection:

Resolution No. 10/5/2018

Adopted by the Ordinary Shareholder Meeting

of DINO POLSKA S.A.

on 21 May 2018

granting a discharge to the Company's Supervisory Board Chairman

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 Chairman of the Company's Supervisory Board in the financial year 2017.

§ 2

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

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

Resolution No. 11/5/2018

**Adopted by the Ordinary Shareholder Meeting
of DINO POLSKA S.A.**

on 21 May 2018

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 Bajer on the performance of his duties as a Member of the Company's Supervisory Board in the financial year 2017.

§ 2

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

in favor

Number of shares:

against

submission of an objection

Number of shares:

abstaining

Number of shares:

at the proxy's discretion

Number of shares:

other:

Possible justification for an objection:

Resolution No. 12/5/2018

**Adopted by the Ordinary Shareholder Meeting
of DINO POLSKA S.A.**

on 21 May 2018

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. Pierre Detry on the performance of his duties as a Member of the Company's Supervisory Board in 2017.

§ 2

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

in favor

Number of
shares:

against

submission of
an objection

Number of
shares:

abstaining

Number of
shares:

at the proxy's
discretion

Number of
shares:

other:

Possible justification for an objection:

Resolution No. 13/5/2018

Adopted by the Ordinary Shareholder Meeting

of DINO POLSKA S.A.

on 21 May 2018

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 financial year 2017.

§ 2

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

in favor

Number of shares:

against

submission of an objection

Number of shares:

abstaining

Number of shares:

at the proxy's discretion

Number of shares:

other:

Possible justification for an objection:

Resolution No. 14/5/2018

**Adopted by the Ordinary Shareholder Meeting
of DINO POLSKA S.A.**

on 21 May 2018

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 financial year 2017.

§ 2

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

in favor

Number of shares:

against

submission of an objection

Number of shares:

abstaining

Number of shares:

at the proxy's discretion

Number of shares:

other:

Possible justification for an objection:

Resolution No. 15/5/2018

Adopted by the Ordinary Shareholder Meeting

of DINO POLSKA S.A.

on 21 May 2018

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 financial year 2017.

§ 2

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

in favor

against

abstaining

at the proxy's discretion

submission of an objection

Number of shares:

Number of shares:

Number of shares:

Number of shares:

other:

Possible justification for an objection:

Resolution No. 16/5/2018
Adopted by the Ordinary Shareholder Meeting
of DINO POLSKA S.A.
on 21 May 2018

granting a discharge to the Deputy Chairman 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. Michał Rusiecki on the performance of his duties as a Member of the Company's Supervisory Board including the function of the Deputy Chairman of the Company's Supervisory Board in the financial year 2017, i.e. in the period of discharging the function from 1 January 2017 to 20 April 2017.

§ 2

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

in favor

Number of shares:

against

submission of an objection

Number of shares:

abstaining

Number of shares:

at the proxy's discretion

Number of shares:

other:

Possible justification for an objection:

Resolution No. 17/5/2018
Adopted by the Ordinary Shareholder Meeting
of DINO POLSKA S.A.
on 21 May 2018

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. Michał Kędzia on the performance of his duties as a Member of the Company's Supervisory Board in the financial year 2017, i.e. in the period of discharging the function from 1 January to 20 April 2017.

§ 2

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

in favor

Number of
shares:

against

submission of
an objection

Number of
shares:

abstaining

Number of
shares:

at the proxy's
discretion

Number of
shares:

other:

Possible justification for an objection:

Resolution No. 18/5/2018
Adopted by the Ordinary Shareholder Meeting
of DINO POLSKA S.A.
on 21 May 2018
appointing a Member of the Company's Supervisory Board

§1

Pursuant to art. 385 § 1 of the Commercial Company Code and § 11 section 2 item 3) of the Company's Articles of Association, the Ordinary Shareholder Meeting hereby resolves to appoint _____ as Member of the Company's Supervisory Board for new term of office.

§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: _____
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other:

Possible justification for an objection:

Resolution No. 19/5/2018
Adopted by the Ordinary Shareholder Meeting
of DINO POLSKA S.A.
on 21 May 2018
appointing a Member of the Company's Supervisory Board

§1

Pursuant to art. 385 § 1 of the Commercial Company Code and § 11 section 2 item 3) of the Company's Articles of Association, the Ordinary Shareholder Meeting hereby resolves to appoint _____ as Member of the Company's Supervisory Board for new term of office.

§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. 20/5/2018
Adopted by the Ordinary Shareholder Meeting
of DINO POLSKA S.A.
on 21 May 2018
appointing a Member of the Company's Supervisory Board

§1

Pursuant to art. 385 § 1 of the Commercial Company Code and § 11 section 2 item 3) of the Company's Articles of Association, the Ordinary Shareholder Meeting hereby resolves to appoint _____ as Member of the Company's Supervisory Board for new term of office.

§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. 21/5/2018
Adopted by the Ordinary Shareholder Meeting
of DINO POLSKA S.A.
on 21 May 2018
appointing a Member of the Company's Supervisory Board

§1

Pursuant to art. 385 § 1 of the Commercial Company Code and § 11 section 2 item 3) of the Company's Articles of Association, the Ordinary Shareholder Meeting hereby resolves to appoint _____ as Member of the Company's Supervisory Board for new term of office.

§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: _____
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other:

Possible justification for an objection:

Resolution No. 22/5/2018
Adopted by the Ordinary Shareholder Meeting
of DINO POLSKA S.A.
on 21 May 2018
appointing a Member of the Company's Supervisory Board

§1

Pursuant to art. 385 § 1 of the Commercial Company Code and § 11 section 2 item 3) of the Company's Articles of Association, the Ordinary Shareholder Meeting hereby resolves to appoint _____ as Member of the Company's Supervisory Board for new term of office.

§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:			