

**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 13 JUNE 2019**

1. This form has been prepared according to the provisions in art. 402<sup>3</sup> 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 13 June 2019.
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:**

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

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

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

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

**PROXY:**

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

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

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*(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 13 JUNE 2019 AT 11:00 A.M.**

**Resolution No. 1/6/2019  
Adopted by the Ordinary Shareholder Meeting  
of "DINO POLSKA" S.A.  
on 13 June 2019  
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. 2/6/2019**  
**Adopted by the Ordinary Shareholder Meeting**  
**of "DINO POLSKA" S.A.**  
**on 13 June 2019**  
**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 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.

**§ 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. 3/6/2019**  
**Adopted by the Ordinary Shareholder Meeting**  
**of "DINO POLSKA" S.A.**  
**on 13 June 2019**

**approving the Management Board report on the Company's activity for the financial year 2018**

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 2018.

**§ 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. 4/6/2019**  
**Adopted by the Ordinary Shareholder Meeting**  
**of "DINO POLSKA" S.A.**  
**on 13 June 2019**

**approving the Company's financial statements for the financial year 2018**

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 2018, including:

- a) introduction to the financial statements,
- b) balance sheet prepared as at 31 December 2018 showing the amount of PLN 2 979 895 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 2018 to 31 December 2018 showing net profit of PLN 208 558 thousand,
- d) statement of changes in equity for the financial year from 1 January 2018 to 31 December 2018, showing an increase in equity by 171 346 thousand,
- e) statement of cash flows for the financial year from 1 January 2018 to 31 December 2018, showing an increase in cash by PLN 89 847 thousand,
- f) notes and explanations to the financial statements.

**§ 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. 5/6/2019**  
**Adopted by the Ordinary Shareholder Meeting**  
**of "DINO POLSKA" S.A.**  
**on 13 June 2019**  
**on the distribution of the net profit for the financial year 2018**

**§ 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 2018 in the amount of PLN 208 558 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. 6/6/2019**  
**Adopted by the Ordinary Shareholder Meeting**  
**of "DINO POLSKA" S.A.**  
**on 13 June 2019**

**approving the Activity Report of the "DINO Polska" S.A. Group for the financial year 2018**

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 2018.

**§ 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. 7/6/2019**  
**Adopted by the Ordinary Shareholder Meeting**  
**of "DINO POLSKA" S.A.**  
**on 13 June 2019**

**approving the consolidated financial statements of the "DINO Polska" S.A.**  
**Group for the financial year 2018**

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” S.A. Group for the 2018 financial year encompassing the following are hereby approved:

- a) introduction to the consolidated financial statements,
- b) consolidated statement of financial position prepared as at 31 December 2018, showing total assets and liabilities and equity of PLN 3 287 690 thousand,
- c) consolidated statement of profit or loss for the financial year from 1 January 2018 to 31 December 2018 showing a net profit of PLN 307 554 thousand, while the consolidated statement of comprehensive income for the financial year from 1 January 2018 to 31 December 2018 shows comprehensive income of PLN 307 380 thousand,
- d) consolidated statement of changes in equity for the financial year from 1 January 2018 to 31 December 2018 showing an increase in equity of PLN 307 380 thousand,
- e) consolidated statement of cash flow for the financial year from 1 January 2018 to 31 December 2018 showing an increase of cash of PLN 82 735 thousand,
- f) notes and explanations to the consolidated financial statements.

**§ 2**

This resolution takes force at the time 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. 8/6/2019**  
**Adopted by the Ordinary Shareholder Meeting**  
**of "DINO POLSKA" S.A.**  
**on 13 June 2019**

**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 2018.

**§ 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. 9/6/2019**  
**Adopted by the Ordinary Shareholder Meeting**  
**of "DINO POLSKA" S.A.**  
**on 13 June 2019**

**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 2018.

**§ 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. 10/6/2019**  
**Adopted by the Ordinary Shareholder Meeting**  
**of "DINO POLSKA" S.A.**  
**on 13 June 2019**

**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 2018.

**§ 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. 11/6/2019**  
**Adopted by the Ordinary Shareholder Meeting**  
**of "DINO POLSKA" S.A.**  
**on 13 June 2019**

**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 2018.

**§ 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. 12/6/2019**  
**Adopted by the Ordinary Shareholder Meeting**  
**of "DINO POLSKA" S.A.**  
**on 13 June 2019**

**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 2018, i.e. in the period of discharging the function from 1 January 2018 to 21 May 2018.

**§ 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. 13/6/2019**  
**Adopted by the Ordinary Shareholder Meeting**  
**of "DINO POLSKA" S.A.**  
**on 13 June 2019**

**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 2018.

**§ 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. 14/6/2019**  
**Adopted by the Ordinary Shareholder Meeting**  
**of "DINO POLSKA" S.A.**  
**on 13 June 2019**

**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 2018.

**§ 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. 15/6/2019**  
**Adopted by the Ordinary Shareholder Meeting**  
**of "DINO POLSKA" S.A.**  
**on 13 June 2019**

**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 2018.

**§ 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. 16/6/2019**  
**adopted by the Ordinary Shareholder Meeting of**  
**„DINO POLSKA” S.A.**  
**on 13 June 2019**  
**on granting a discharge to the Management Board Members of Pol-Food**  
**Polska sp. z o.o.**

Pursuant to art. 395 § 2 item 3 of the Commercial Company Code, the Company's Ordinary Shareholder Meeting resolves as follows:

**§ 1**

A discharge is hereby granted to the following persons:

- Mr. Szymon Piduch – President of the Management Board
- Mr. Michał Krauze – Management Board Member

for the performance of their duties as President and Member of the Management Board, respectively, of Pol-Food Polska sp. z o.o. in the 2018 financial year.

**§ 2**

This resolution takes force at the time 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. 17/6/2019**  
**adopted by the Ordinary Shareholder Meeting of**  
**„DINO POLSKA” S.A.**  
**on 13 June 2019**

**on granting a discharge to the Supervisory Board Members of Pol-Food Polska**  
**sp. z o.o.**

Pursuant to art. 395 § 2 item 3 of the Commercial Company Code, the Company's Ordinary Shareholder Meeting resolves as follows:

**§ 1**

A discharge is hereby granted to the following persons:

- Mr. Tomasz Biernacki – Supervisory Board Chairman
- Mr. Maciej Polanowski – Supervisory Board Member
- Mr. Eryk Bajer – Supervisory Board Member

for the performance of their duties as Supervisory Board Chairman and Supervisory Board Members, respectively, of the Company in the 2018 financial year.

**§ 2**

This resolution takes force at the time 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: