

Rationale to the draft resolution nr 16 and 17 on granting a vote of acceptance to the performance of duties by a member of the Management/Supervisory Board of taken over company Pol-Food Polska Sp. z o.o. for the period from 1.01.2018 till 21.12.2018

“Dino Polska” S.A. took over its subsidiary Pol-Food Polska Sp. z o.o. by merger by acquisition, pursuant to art. 492 § 1 item 1 of the Commercial Companies Code.

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2018 till the date of the merger of Pol-Food Polska Sp. z o.o. with „Dino Polska” S.A. i.e. 21 December 2018, when members of company’s bodies performed their duties in Pol-Food Polska Sp. z o.o.

In relation to the above and the common market practice, the resolution should be considered at the Annual General Meeting.