

**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 2 JULY 2020**

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 2 July 2020.
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 2 JULY 2020 AT 11:00 A.M.**

**Resolution No. 1/7/2020
Adopted by the Ordinary Shareholder Meeting
of "DINO POLSKA" S.A.
on 2 July 2020
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.

<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. 2/7/2020
Adopted by the Ordinary Shareholder Meeting
of "DINO POLSKA" S.A.
on 2 July 2020
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 2019 financial year,
 - financial statements of "DINO Polska" S.A. and the consolidated financial statements of the "DINO Polska" S.A. Group for the 2019 financial year,
 - motion on the distribution of the net profit for the 2019 financial year.
6. Examine the following documents submitted by the Supervisory Board:
 - Supervisory Board activity report for the 2019 financial year,
 - Supervisory Board report on the results of examination of the Company's activity report in the 2019 financial year, the Company's financial statements for the 2019 financial year and the Management Board's motion on the distribution of the Company's profit for the 2019 financial year,
 - Supervisory Board report on the results of examination of the consolidated financial statements of the "DINO Polska" S.A. Group for the 2019 financial year,
 - Supervisory Board report on the results of examination of the of the "DINO Polska" S.A. Group activity report for the 2019 financial year.
7. Examination of the Supervisory Board's motions on the following matters:
 - accept the Management Board Activity Report for "DINO Polska" S.A. and the financial statements of "DINO Polska" S.A. for the 2019 financial year,
 - 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 2019 financial year,
 - accept the Management Board's motion on the distribution of the net profit achieved in the 2019 financial year,
 - grant a discharge to the Company's Management Board members on the performance of their duties in the 2019 financial year.
8. Adopt resolutions to approve:

- the Management Board Activity Report for "DINO Polska" S.A. for the 2019 financial year,
 - the financial statements of "DINO Polska" S.A. for the 2019 financial year.
9. Adopt a resolution on the distribution of the net profit for the 2019 financial year.
10. Adopt resolutions to approve:
- Activity Report of the "DINO Polska" S.A. Group for the 2019 financial year,
 - consolidated financial statements of the "DINO Polska" S.A. Group for the 2019 financial year.
11. Adopt resolutions to grant a discharge to the Company's Management Board members on the performance of their duties in the 2019 financial year.
12. Adopt resolutions to grant a discharge to the Company's Supervisory Board members on the performance of their duties in the 2019 financial year.
13. Adopt a resolution to appoint Mr. Szymon Piduch to be a Member of the Company's Supervisory Board.
14. Adopt a resolution to accept the Compensation Policy for the Company's Management Board and Supervisory Board Members.
15. Adopt a resolution to set the amounts of compensation for Supervisory Board Members.
16. Adopt a resolution to amend the Company's Articles of Association and adopt the consolidated text of the Company's Articles of Association.
17. 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. 3/7/2020
Adopted by the Ordinary Shareholder Meeting
of "DINO POLSKA" S.A.

on 2 July 2020

**to approve the Management Board report on the Company's activity for the
2019 financial year**

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

§ 1

The Company's Management Board Activity Report for "DINO Polska" S.A. for the 2019 financial year is approved.

§ 2

The resolution comes 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. 4/7/2020
Adopted by the Ordinary Shareholder Meeting
of "DINO POLSKA" S.A.
on 2 July 2020

to approve the Company's financial statements for the 2019 financial year

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 2019 financial year, including:

- a) introduction to the financial statements,
- b) balance sheet prepared as at 31 December 2019 with total assets and equity and liabilities of PLN 3,918,286 thousand,
- c) statement of profit or loss for the financial year from 1 January 2019 to 31 December 2019 showing net profit of PLN 318,201 thousand,
- d) statement of changes in equity for the financial year from 1 January 2019 to 31 December 2019, showing an increase in equity by PLN 318,201 thousand,
- e) statement of cash flows for the financial year from 1 January 2019 to 31 December 2019, showing an increase in cash by PLN 118,353 thousand,
- f) notes and explanations to the financial statements.

§ 2

The resolution comes 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. 5/7/2020
Adopted by the Ordinary Shareholder Meeting
of "DINO POLSKA" S.A.
on 2 July 2020
on the distribution of the net profit for the 2019 financial year

§ 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 2019 financial year in the amount of PLN 318,201 thousand, in such a way that the entire profit is allocated to the Company's supplementary capital.

§ 3

The resolution comes 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. 6/7/2020
Adopted by the Ordinary Shareholder Meeting
of "DINO POLSKA" S.A.

on 2 July 2020

to approve the Activity Report of the "DINO Polska" S.A. Group for the 2019 financial year

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

§ 1

The Company's Management Board Activity Report for "DINO Polska" S.A. Group for the 2019 financial year is approved.

§ 2

The resolution comes 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. 7/7/2020
Adopted by the Ordinary Shareholder Meeting
of "DINO POLSKA" S.A.
on 2 July 2020

to approve the consolidated financial statements of the "DINO Polska" S.A. Group for the 2019 financial year

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 2019 financial year, including the following is approved:

- a) introduction to the consolidated financial statements,
- b) consolidated statement of financial position prepared as at 31 December 2019 with total assets and equity and liabilities of PLN 4,350,750 thousand,
- c) consolidated statement of profit or loss for the financial year from 1 January 2019 to 31 December 2019 showing net profit of PLN 410,907 thousand, while the consolidated statement of comprehensive income for the financial year from 1 January 2019 to 31 December 2019, showing the total income of PLN 410,480 thousand,
- d) consolidated statement of changes in equity for the financial year from 1 January 2019 to 31 December 2019, showing an increase in equity by PLN 410,480 thousand,
- e) consolidated statement of cash flows for the financial year from 1 January 2019 to 31 December 2019, showing an increase in cash by PLN 125,800 thousand,
- f) notes and explanations to the consolidated financial statements.

§ 2

The resolution comes 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. 8/7/2020
Adopted by the Ordinary Shareholder Meeting
of "DINO POLSKA" S.A.
on 2 July 2020

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

A discharge is granted to Mr. Szymon Piduch on the performance of his duties as a Member of the Company's Management Board, including his service in the capacity of President of the Company's Management Board in the 2019 financial year.

§ 2

The resolution comes 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. 9/7/2020
Adopted by the Ordinary Shareholder Meeting
of "DINO POLSKA" S.A.
on 2 July 2020

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

A discharge is granted to Mr. Michał Krauze on the performance of his duties as a Member of the Company's Management Board in the 2019 financial year.

§ 2

The resolution comes 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. 10/7/2020
Adopted by the Ordinary Shareholder Meeting
of "DINO POLSKA" S.A.
on 2 July 2020

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

A discharge is granted to Mr. Michał Muskała on the performance of his duties as a Member of the Company's Management Board in the 2019 financial year, from 30 August 2019.

§ 2

The resolution comes 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. 11/7/2020
Adopted by the Ordinary Shareholder Meeting
of "DINO POLSKA" S.A.
on 2 July 2020

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

A discharge is granted to Mr. Jakub Macuga on the performance of his duties as a Member of the Company's Management Board in the period of serving in this capacity from 12 April 2019 to 11 October 2019.

§ 2

The resolution comes 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. 12/7/2020
Adopted by the Ordinary Shareholder Meeting
of "DINO POLSKA" S.A.
on 2 July 2020

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

A discharge is granted to Mr. Tomasz Biernacki on the performance of his duties as a Member of the Company's Supervisory Board including his service in the capacity of Chairman of the Company's Supervisory Board in the 2019 financial year.

§ 2

The resolution comes 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. 13/7/2020
Adopted by the Ordinary Shareholder Meeting
of "DINO POLSKA" S.A.

on 2 July 2020

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

A discharge is granted to Mr. Eryk Bajer on the performance of his duties as a Member of the Company's Supervisory Board in the 2019 financial year.

§ 2

The resolution comes 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. 14/7/2020
Adopted by the Ordinary Shareholder Meeting
of "DINO POLSKA" S.A.

on 2 July 2020

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

A discharge is granted to Mr. Sławomir Jakszuk on the performance of his duties as a Member of the Company's Supervisory Board in the 2019 financial year.

§ 2

The resolution comes 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. 15/7/2020
Adopted by the Ordinary Shareholder Meeting
of "DINO POLSKA" S.A.

on 2 July 2020

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

A discharge is granted to Mr. Piotr Nowjalis on the performance of his duties as a Member of the Company's Supervisory Board in the 2019 financial year.

§ 2

The resolution comes 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. 16/7/2020
Adopted by the Ordinary Shareholder Meeting
of "DINO POLSKA" S.A.
on 2 July 2020

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

A discharge is granted to Mr. Maciej Polanowski on the performance of his duties as a Member of the Company's Supervisory Board in the 2019 financial year.

§ 2

The resolution comes 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. 17/7/2020
Adopted by the Ordinary Shareholder Meeting
of "DINO POLSKA" S.A.
on 2 July 2020

to appoint Mr. Szymon Piduch to be a Member of the Company's Supervisory Board

Pursuant to art. 385 § 1 of the Commercial Company Code and § 11 sec. 2 item 3 and § 13 sec. 4 item 2 of the Company's Articles of Association, the Company's Ordinary Shareholder Meeting resolves as follows:

§ 1

To appoint Mr. Szymon Piduch to be a Member of the Supervisory Board of "DINO Polska" S.A.

§ 2

The resolution comes 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:

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Resolution No. 18/7/2020

Adopted by the Ordinary Shareholder Meeting

of "DINO POLSKA" S.A.

on 2 July 2020

to accept the Compensation Policy for the Company's Management Board and Supervisory Board Members

Pursuant to art. 90d of the Act of 29 July 2005 on Public Offering and the Terms and Conditions for Introducing Financial Instruments to an Organized Trading System and on Public Companies, the Company's Ordinary Shareholder Meeting resolves as follows:

§ 1

The Compensation Policy for the Company's Management Board and Supervisory Board Members is adopted in the wording defined in attachment no. 1 to this resolution.

§ 2

The resolution comes 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. 19/7/2020

Adopted by the Ordinary Shareholder Meeting

of "DINO POLSKA" S.A.

on 2 July 2020

to set the amount of compensation for the Company's Supervisory Board Member

Pursuant to § 11 sec. 2 item 3 of the Company's Articles of Association, the Company's Ordinary Shareholder Meeting hereby resolves as follows:

§ 1

The monthly net compensation of the member of the Company's Supervisory Board – Szymon Piduch is hereby set in the amount of PLN 5.000,00.

§ 2

The resolution comes 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. 20/7/2020

Adopted by the Ordinary Shareholder Meeting

of "DINO POLSKA" S.A.

on 2 July 2020

to amend the Company's Articles of Association

Pursuant to art. 430 § 1 of the Commercial Company Code, the Company's Ordinary Shareholder Meeting resolves as follows:

§ 1

Items 74) - 80) worded as follows are hereby added to § 4 sec. 1 of the Company's Articles of Association, after item 73):

74) 52.21.Z Service activities incidental to land transportation.

75) 52.24.C Cargo handling in other reloading points,

76) 52.29.A Sea transportation agencies activities,

77) 52.29.C Other transportation agencies activities,

78) 53.20.Z Other postal and courier activities,

79) 64.99.Z Other financial service activities, except insurance and pension funding not elsewhere classified,

80) 79.12.Z Tour operator activities

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. 21/7/2020

Adopted by the Ordinary Shareholder Meeting

of "DINO POLSKA" S.A.

on 2 July 2020

to amend the consolidated text of the Company's Articles of Association

Pursuant to art. 430 § 1 of the Commercial Company Code, the Company's Ordinary Shareholder Meeting resolves as follows:

§ 1

It is hereby resolved that the consolidated text of the Company's Articles of Association is adopted in the wording defined in attachment to this resolution.

§ 2

The resolution comes 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:			