

**Resolutions adopted by the Extraordinary Shareholder Meeting
of Dino Polska S.A. on 28 November 2018**

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. Sławomir Jakszuk to be the Chairperson of the Shareholder Meeting.

§2

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

69,218,210 valid votes were cast on 69,218,210 shares (70.60% of the share capital), of which 59,411,606 votes were in favor, no votes were against and 9,806,604 votes abstained.

Resolution No. 2/2018
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.

69,218,210 valid votes were cast on 69,218,210 shares (70.60% of the share capital), of which 57,136,201 votes were in favor, 0 votes were against and 12,082,009 votes abstained.