

Draft resolutions
Adopted by the Ordinary Shareholder Meeting
of DINO POLSKA S.A. held on 18 June 2021

Resolution No. 1/6/2021

**Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 18
June 2021**

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 comes into force on the date of its adoption.

Resolution No. 2/6/2021

**Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 18
June 2021**

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:
 - the Management Board Activity Report for DINO POLSKA S.A. and the DINO POLSKA S.A. Group in 2020,
 - the financial statements of DINO POLSKA S.A. and the consolidated financial statements of the DINO POLSKA S.A. Group for the year ended on 31 December 2020,

- the Management Board's motion on the distribution of the net profit for 2020.
6. Examine the following documents submitted by the Supervisory Board:
 - Supervisory Board activity report for the 2020 financial year,
 - Supervisory Board report on the results of examination of the report on the activity of the Company and the DINO POLSKA S.A. Group, the Company's standalone and consolidated financial statements and the Management Board's motion on the distribution of the Company's net profit for the financial year ended on 31 December 2020.
 7. Examine the Supervisory Board's motions on the following matters:
 - accept the Management Board Activity Report for DINO POLSKA S.A. and the DINO POLSKA S.A. Group for 2020,
 - accept the financial statements of DINO POLSKA S.A for the year ended on 31 December 2020,
 - accept the consolidated financial statements of the DINO POLSKA S.A. Group for the year ended on 31 December 2020,
 - accept the Management Board's motion on the distribution of the net profit generated in 2020,
 - grant a discharge to the Company's Management Board members on the performance of their duties in the 2020 financial year.
 8. Adopt resolutions to approve:
 - the Management Board Activity Report for DINO POLSKA S.A. and the DINO POLSKA S.A. Group for 2020 ,
 - the financial statements of DINO POLSKA S.A. for 2020,
 - the consolidated financial statements of the DINO POLSKA S.A. Group for 2020
 9. Adopt a resolution on the distribution of the net profit for 2020.
 10. Adopt resolutions to grant a discharge to the Company's Management Board members on the performance of their duties in the 2020 financial year.
 11. Adopt resolutions to grant a discharge to the Company's Supervisory Board members on the performance of their duties in the 2020 financial year.
 12. Examine and give an opinion on the annual report on the compensation of the Management Board and Supervisory Board of DINO POLSKA S.A. in 2019 and 2020.
 13. Adopt a resolution on specifying the number of Supervisory Board members in the next term of office.
 14. Elect Supervisory Board members and adopt resolutions to appoint Supervisory Board members.
 15. Adopt a resolution to set the amount of compensation for Supervisory Board Members.
 16. Close the Shareholder Meeting.

§ 2

The resolution comes into force on the date of its adoption.

Resolution No. 3/6/2021

Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 18 June 2021

to approve the Management Board's Activity Report of the DINO POLSKA S.A. and the DINO POLSKA S.A. Group in 2020

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. and the DINO POLSKA S.A. Group in 2020 is approved.

§ 2

The resolution comes into force on the date of its adoption.

Resolution No. 4/6/2021

Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 18 June 2021

to approve the Company's financial statements for the year ended on 31 December 2020

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 year ended on 31 December 2020, including:

- a) introduction to the financial statements,
- b) balance sheet prepared as at 31 December 2020 with total assets and equity and liabilities of PLN 4,987,834 thousand,
- c) statement of profit or loss for the financial year from 1 January 2020 to 31 December 2020 showing net profit of PLN 468,036 thousand,
- d) statement of changes in equity for the financial year from 1 January 2020 to 31 December 2020, showing an increase in equity by PLN 468,036 thousand,
- e) statement of cash flows for the financial year from 1 January 2020 to 31 December 2020, showing an increase in cash by PLN 45,908 thousand,

f) notes and explanations to the financial statements.

§ 2

The resolution comes into force on the date of its adoption.

Resolution No. 5/6/2021

Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 18 June 2021

approving the consolidated financial statements of the DINO POLSKA S.A. Group for the 2020 financial year

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 2020 financial year, including the following:

- a) introduction to the consolidated financial statements,
- b) consolidated statement of financial position prepared as at 31 December 2020 with total assets and equity and liabilities of PLN 5,570,510 thousand,
- c) consolidated statement of profit or loss for the financial year from 1 January 2020 to 31 December 2020 showing net profit of PLN 643,917 thousand, while the consolidated statement of comprehensive income for the financial year from 1 January 2020 to 31 December 2020, showing the total income of PLN 644,210 thousand,
- d) consolidated statement of changes in equity for the financial year from 1 January 2020 to 31 December 2020, showing an increase in equity by PLN 644,210 thousand,
- e) consolidated statement of cash flows for the financial year from 1 January 2020 to 31 December 2020, showing an increase in cash by PLN 85,698 thousand,
- f) notes and explanations to the consolidated financial statements.

§ 2

The resolution comes into force on the date of its adoption.

Resolution No. 6/6/2021

Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 18 June 2021

on the distribution of the net profit for 2020

§ 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 2020 financial year in the amount of PLN 468,036 thousand, in such a way that the entire profit is allocated to the Company's supplementary capital.

§ 2

The resolution comes into force on the date of its adoption.

Resolution No. 7/6/2021

Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 18 June 2021

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 2020 financial year, during his period of service, i.e. from 1 January 2020 to 2 July 2020.

§ 2

The resolution comes into force on the date of its adoption.

Resolution No. 8/6/2021

Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 18 June 2021

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 2020 financial year during his period of service, i.e. from 1 January 2020 to 31 December 2020.

§ 2

The resolution comes into force on the date of its adoption.

Resolution No. 9/6/2021

Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 18 June 2021

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 2020 financial year during his period of service, i.e. from 1 January 2020 to 31 December 2020.

§ 2

The resolution comes into force on the date of its adoption.

Resolution No. 10/6/2021

Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 18 June 2021

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 Ms. Izabela Biadała on the performance of her duties as a Member of the Company's Management Board in the 2020 financial year during her period of service, i.e. from 24 June 2020 to 31 December 2020.

§ 2

The resolution comes into force on the date of its adoption.

Resolution No. 11/6/2021

Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 18 June 2021

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 2020 financial year.

§ 2

The resolution comes into force on the date of its adoption.

Resolution No. 12/6/2021

Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 18 June 2021

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 2020 financial year.

§ 2

The resolution comes into force on the date of its adoption.

Resolution No. 13/6/2021

Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 18 June 2021

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 2020 financial year.

§ 2

The resolution comes into force on the date of its adoption.

Resolution No. 14/6/2021

Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 18 June 2021

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 2020 financial year.

§ 2

The resolution comes into force on the date of its adoption.

Resolution No. 15/6/2021

Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 18 June 2021

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 2020 financial year.

§ 2

The resolution comes into force on the date of its adoption.

Resolution No. 16/6/2021

Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 18 June 2021

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. Szymon Piduch on the performance of his duties as a Member of the Company's Supervisory Board in the 2020 financial year during his period of service, i.e. from 2 July 2020 to 31 December 2020.

§ 2

The resolution comes into force on the date of its adoption.

Resolution No. 17/6/2021

Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 18 June 2021

on giving an opinion on the annual report on the compensation of the Management Board and the Supervisory Board of DINO POLSKA S.A. in 2019 and 2020

Pursuant to art. 395 § 2¹ of the Commercial Company Code, the Company's Ordinary Shareholder Meeting resolves as follows:

§ 1

The Company's Ordinary Shareholder Meeting hereby gives a positive opinion on the annual report on the compensation of the Management Board and the Supervisory Board of DINO POLSKA S.A. in 2019 and 2020.

§ 2

The resolution comes into force on the date of its adoption.

Resolution No. 18/6/2021

Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 18 June 2021

specifying the number of Supervisory Board members in the next term of office

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

§ 1

To specify that the Supervisory Board will consists of members in its next term office.

§ 2

The resolution comes into force on the date of its adoption.

Resolution No. 19/6/2021

Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 18 June 2021

Appointing a Member of the Company's Supervisory Board

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

§ 1

To appoint to be a Member of the Company's Supervisory Board in its new term of office.

§ 2

The resolution comes into force on the date of its adoption.

Resolution No. 20/6/2021

Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 18 June 2021

appointing a Member of the Company's Supervisory Board

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

§ 1

To appoint to be a Member of the Company's Supervisory Board in its new term of office.

§ 2

The resolution comes into force on the date of its adoption.

Resolution No. 21/6/2021

Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 18 June 2021

appointing a Member of the Company's Supervisory Board

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

§ 1

To appoint to be a Member of the Company's Supervisory Board in its new term of office.

§ 2

The resolution comes into force on the date of its adoption.

Resolution No. 22/6/2021

Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 18 June 2021

appointing a Member of the Company's Supervisory Board

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

§ 1

To appoint to be a Member of the Company's Supervisory Board in its new term of office.

§ 2

The resolution comes into force on the date of its adoption.

Resolution No. 23/6/2021

Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 18 June 2021

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

Pursuant to art. 392 § 1 of the Commercial Company Code and § 11 sec. 2 item 3 of the Company's Articles of Association, the Company's Ordinary Shareholder Meeting resolves as follows:

§ 1

The Company's Ordinary Shareholder Meeting hereby sets the monthly compensation for:

- 1) Mr./Ms., Member of the Supervisory Board of DINO POLSKA S.A. in the gross monthly amount of PLN
- 2) Mr./Ms., Member of the Supervisory Board of DINO POLSKA S.A. in the gross monthly amount of PLN
- 3) Mr./Ms., Member of the Supervisory Board of DINO POLSKA S.A. in the gross monthly amount of PLN
- 4) Mr./Ms., Member of the Supervisory Board of DINO POLSKA S.A. in the gross monthly amount of PLN

§ 2

The resolution comes into force on the date of its adoption.