

**Draft resolutions**  
**to be adopted by the Ordinary Shareholder Meeting**  
**of DINO POLSKA S.A. held on 26 June 2023**

The Management Board of DINO POLSKA S.A. (hereinafter: Company) hereby presents the wording of the draft resolutions forming the subject matter of the Company's Ordinary Shareholder Meeting convened to be held on 26 June 2023 at 10:00 a.m. in the Company's registered office, i.e. in Krotoszyn (63-700) at ul. Ostrowska 122.

**Resolution No. 1/6/2023**  
**Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A.**  
**held on 26 June 2023**

**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.

**Resolution No. 2/6/2023**  
**Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A.**  
**held on 26 June 2023**

**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’s Report on the activity of DINO POLSKA S.A. and the DINO POLSKA Group in 2022,
  - financial statements of DINO POLSKA S.A. and the consolidated financial statements of the DINO POLSKA Group for the year ended 31 December 2022,
  - Management Board’s motion on the distribution of the net profit in 2022.
6. Examine the following documents submitted by the Supervisory Board:
  - Supervisory Board activity report for the 2022 financial year,
  - Supervisory Board report on the results of examining the Activity Report of the Company and the DINO POLSKA Group, the Company’s standalone and consolidated financial statements and the Management Board’s motion on the distribution of the Company’s profit for the financial year ended 31 December 2022.
7. Examination of the Supervisory Board’s motions on the following matters:
  - approve the Management Board Report on the activity of DINO POLSKA S.A. and the DINO POLSKA Group in 2022,
  - approve the financial statements of DINO POLSKA S.A. for the financial year ended 31 December 2022,
  - approve the consolidated financial statements of the DINO POLSKA Group for the year ended 31 December 2022,
  - adopt the Management Board’s motion on the distribution of the net profit in 2022,
  - grant discharges to the Company’s Management Board and Supervisory Board members on the performance of their duties in the 2022 financial year.
8. Adopt resolutions to approve the following:
  - Management Board’s Report on the activity of DINO POLSKA S.A. and the DINO POLSKA Group in 2022,
  - financial statements of DINO POLSKA S.A. for 2022,
  - consolidated financial statements of the DINO POLSKA Group in 2022.
9. Adopt a resolution on the distribution of the net profit for 2022.
10. Adopt resolutions to grant discharges to the Company’s Management Board members on the performance of their duties in the 2022 financial year.
11. Adopt resolutions to grant discharges to the Company’s Supervisory Board members on the performance of their duties in the 2022 financial year.
12. Examine and render an opinion on the annual Compensation Report of the DINO POLSKA S.A. Management Board and Supervisory Board in 2022.
13. Adopt a resolution to amend the Company’s Articles of Association and a resolution to adopt the consolidated text of the Company’s Articles of Association.
14. Close the Shareholder Meeting.

## **§ 2**

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

**Resolution No. 3/6/2023**

**Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A.  
held on 26 June 2023**

**to approve the Management Board Report on the Activity of DINO POLSKA S.A.  
and the DINO POLSKA Group in 2022**

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

**§ 1**

The Management Board Report on the Activity of DINO POLSKA S.A. and the DINO POLSKA Group in 2022 is hereby approved.

**§ 2**

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

**Resolution No. 4/6/2023**

**Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A.  
held on 26 June 2023**

**to approve the Company's financial statements for the year ended 31 December  
2022**

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 31 December 2022, including:

- a) introduction to the financial statements,
- b) balance sheet prepared as at 31 December 2022 with total assets and equity and liabilities of PLN 8,301,811 thousand,
- c) statement of profit or loss for the financial year from 1 January 2022 to 31 December 2022 showing net profit of PLN 894,586 thousand,
- d) statement of changes in equity for the financial year from 1 January 2022 to 31 December 2022, showing an increase in equity by PLN 894,586 thousand,

- e) statement of cash flows for the financial year from 1 January 2022 to 31 December 2022, showing a decrease in cash by PLN 38,240 thousand,
- f) notes and explanations to the financial statements.

## **§ 2**

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

### **Resolution No. 5/6/2023**

**Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A.**

**held on 26 June 2023**

#### **to approve the consolidated financial statements of the DINO POLSKA Group for the year ended 31 December 2022**

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 Group for the year ended 31 December 2022, covering the following are hereby approved:

- a) introduction to the consolidated financial statements,
- b) consolidated statement of financial position prepared as at 31 December 2022 with total assets and equity and liabilities of PLN 9,003,059 thousand,
- c) consolidated statement of profit or loss for the financial year from 1 January 2022 to 31 December 2022 showing net profit of PLN 1,132,087 thousand, and the consolidated statement of comprehensive income for the financial year from 1 January 2022 to 31 December 2022, showing total income of PLN 1,133,593 thousand,
- d) consolidated statement of changes in equity for the financial year from 1 January 2022 to 31 December 2022, showing an increase in equity by PLN 1,133,593 thousand,
- e) consolidated statement of cash flows for the financial year from 1 January 2022 to 31 December 2022, showing a decrease in cash by PLN 35,897 thousand,
- f) notes and explanations to the consolidated financial statements.

## **§ 2**

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

**Resolution No. 6/6/2023**

**Adopted by the Ordinary Shareholder Meeting of DINO POLSKA Spółka Akcyjna  
held on 26 June 2023**

**on the distribution of the net profit for 2022**

**§ 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 2022 financial year in the amount of PLN 894,586 thousand, in such a way that the entire profit is allocated to the Company's supplementary capital.

**§ 2**

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

**Justification for draft resolution no. 6/6/2023 to be adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 26 June 2023 on distributing the net profit for 2022**

Pursuant to draft resolution no. 6/6/2023 to be adopted by the Ordinary Shareholder Meeting, the net profit for the 2022 financial year in the amount of PLN 894,586 thousand is allocated to the Company's supplementary capital.

The strategy of DINO POLSKA S.A. posits the continuation of the dynamic organic growth in the Dino store network and its accompanying logistics infrastructure, which necessitates the incurring of substantial capital expenditures. Concurrently, the goal of the Company's Management Board is to uphold its stable financial position and the safe level of debt.

Accordingly, in the opinion of the Management Board it is justified to designate the entirety of the net profit to supplementary capital.

**Resolution No. 7/6/2023**

**Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A.  
held on 26 June 2023**

**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 2022 financial year during his period of service, i.e. from 1 January 2022 to 31 December 2022.

## **§ 2**

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

### **Resolution No. 8/6/2023**

**Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A.  
held on 26 June 2023**

#### **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 2022 financial year during his period of service, i.e. from 1 January 2022 to 23 February 2022.

## **§ 2**

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

### **Resolution No. 9/6/2023**

**Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A.  
held on 26 June 2023**

#### **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 2022 financial year during her period of service, i.e. from 1 January 2022 to 31 December 2022.

**§ 2**

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

**Resolution No. 10/6/2023**

**Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A.  
held on 26 June 2023**

**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. Piotr Ścigała on the performance of his duties as a Member of the Company's Management Board in the 2022 financial year during his period of service, i.e. from 2 December 2022 to 31 December 2022.

**§ 2**

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

**Resolution No. 11/6/2023**

**Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A.  
held on 26 June 2023**

**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 the function of the Chairman of the Company's Supervisory Board in the period of discharging the function, i.e. from 1 January 2022 to 31 December 2022.

**§ 2**

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

**Resolution No. 12/6/2023**

**Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A.  
held on 26 June 2023**

**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 period of discharging his function, i.e. from 1 January 2022 to 31 December 2022.

**§ 2**

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

**Resolution No. 13/6/2023**

**Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A.  
held on 26 June 2023**

**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 period of discharging his function, i.e. from 1 January 2022 to 31 December 2022.

**§ 2**

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

**Resolution No. 14/6/2023**

**Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A.  
held on 26 June 2023**



**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 period of discharging his function, i.e. from 1 January 2022 to 31 December 2022.

**§ 2**

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

**Resolution No. 15/6/2023**

**Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A.  
held on 26 June 2023**

**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 period of discharging his function, i.e. from 1 January 2022 to 31 December 2022.

**§ 2**

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

**Resolution No. 16/6/2023**

**Adopted by the Ordinary Shareholder Meeting of DINO POLSKA Spółka Akcyjna  
held on 26 June 2023**

**on rendering an opinion on the Annual Compensation Report of the DINO  
POLSKA S.A. Management Board and Supervisory Board in 2022**

Pursuant to art. 395 § 2<sup>1</sup> of the Commercial Company Code, the Company's Ordinary Shareholder Meeting resolves as follows:

**§ 1**

The Company's Ordinary Shareholder Meeting hereby endorses the annual compensation report of the Management Board and the Supervisory Board of DINO POLSKA S.A. in 2022.

**§ 2**

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

**Resolution No. 17/6/2023**

**Adopted by the Ordinary Shareholder Meeting of DINO POLSKA Spółka Akcyjna  
held on 26 June 2023**

**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**

The following amendments are hereby made to the Company's Articles of Association:

1) **§ 9 sec. 7** shall read as follows:

"Participation in a Shareholder Meeting using means of electronic communication according to the conditions prescribed by the Commercial Company Code is permissible".

2) **§ 9 sec. 8** shall be deleted.

3) **§ 14 sec. 1** of the Articles of Association shall read as follows:

"The Supervisory Board holds meetings as needed, but no less frequently than once in every quarter of the financial year".

4) **§ 14 sec. 3** of the Articles of Association shall read as follows:

"Supervisory Board meetings are called through invitations".

5) **§ 15 sec. 2** of the Articles of Association shall read as follows:

"The Supervisory Board adopts resolutions if at least half of its members is in attendance at the meeting and all of its members have been invited".

6) **§ 15 sec. 3** of the Articles of Association shall be deleted.

7) **§ 15 sec. 4** of the Articles of Association shall be renumbered (§ 15 sec. 3) and shall read as follows:

"The Supervisory Board may also hold a meeting without being formally convened if all members consent to that and do not object to including various matters in the agenda."

8) **§ 15 sec. 5** of the Articles of Association shall be renumbered (§ 15 sec. 4) and shall read as follows:

"Subject to the provisions of the Commercial Company Code, the Supervisory Board may adopt resolutions by following a written procedure or by means of remote communication. A resolution is valid if all of the supervisory board members have been notified of the wording of a given draft resolution and at least one half of the supervisory board members take part in adopting the resolution".

9) **§ 15 sec. 6** of the Articles of Association shall be renumbered - § 15 sec. 5.

## **§ 2**

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

### **Justification for draft resolution no. 17/6/2023 to be adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. of 26 June 2023 to amend the Company's Articles of Association**

The draft resolution contemplates amendments to § 9 sec. 7, § 9 sec. 8, § 14 sec. 1, § 14 sec. 3, § 15 sec. 2, § 15 sec. 3, § 15 sec. 4 and § 15 sec. 5 of the Company's Articles of Association, which have been precipitated by the amendment to the Act of 15 September 2000 entitled Commercial Company Code, effected on the basis of the Act of 9 February 2023 on amending the Act entitled Commercial Company Code and some other acts (Journal of Laws of 2023.807 of 12 April 2022), which took force on 13 October 2022.

### **Resolution No. 18/6/2023**

#### **Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 26 June 2023 on adopting 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 to adopt the consolidated text of the Company's Articles of Association in the wording specified in the attachment to this resolution.

## **§ 2**

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