

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 26 JUNE 2023

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 26 June 2023.
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 26 JUNE 2023 AT 10:00 A.M.**

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.

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. 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 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. 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's Report on the Activity of DINO POLSKA S.A. and the DINO POLSKA Group in 2022 is hereby 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. 4/6/2023

**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 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. 5/6/2023

**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 S.A.
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 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: _____

<input type="checkbox"/> other:			
Possible justification for an objection:			

<p>Resolution No. 6/6/2023</p> <p>Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 26 June 2023</p> <p>on the distribution of the net profit for 2022</p> <p>§ 1</p> <p>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.</p> <p>§ 2</p> <p>The resolution comes into force on the date of its adoption.</p>			
<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. 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 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. 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 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. 9/6/2023

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 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. 10/6/2023

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 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:			

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: <p style="text-align: center;">§ 1</p> 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. <p style="text-align: center;">§ 2</p> 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:			

<p>Resolution No. 12/6/2023</p> <p>Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 26 June 2023</p> <p>granting a discharge to a Member of the Company's Supervisory Board</p> <p>Pursuant to art. 395 § 2.3 of the Commercial Company Code, the Company's Ordinary Shareholder Meeting resolves as follows:</p> <p style="text-align: center;">§ 1</p> <p>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.</p> <p style="text-align: center;">§ 2</p> <p>The resolution comes into force on the date of its adoption.</p>			
<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. 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 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. 14/6/2023

**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 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. 15/6/2023

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 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. 16/6/2023

Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. 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 § 2¹ 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 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:			

Resolution No. 17/6/2023

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

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. 1** 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.

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. 18/6/2023

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

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 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 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: