

**Draft resolutions**  
**to be adopted by the Ordinary Shareholder Meeting**  
**of DINO POLSKA S.A. held on 26 June 2024**

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 2024 at 10:00 a.m. in the Company's registered office, i.e. in Krotoszyn (63-700) at ul. Ostrowska 122.

**Resolution No. 1/6/2024**

**Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 26 June 2024**

**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. 2/6/2024**

**Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 26 June 2024**

**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 2023,

- the financial statements of DINO POLSKA S.A. for the year ended 31 December 2023,
  - the consolidated financial statements of the DINO POLSKA Group for the year ended 31 December 2023,
  - the Management Board’s motion on the distribution of the net profit in 2023.
6. Examine the following documents submitted by the Supervisory Board:
- the annual report on the activity of the DINO POLSKA S.A. Supervisory Board in the 2023 financial year,
  - the Report of the Supervisory Board of DINO POLSKA S.A. on the results of examining the Management Board’s Report on the Activity of DINO POLSKA S.A. and the DINO POLSKA Group in 2023, the Financial statements of DINO POLSKA S.A. for the year ended 31 December 2023, the Consolidated financial statements of the DINO POLSKA Group for the year ended 31 December 2023 and the Management Board’s motion on the distribution of the Company’s profit for the financial year ended 31 December 2023.
7. Adopt a resolution to approve the annual report on the activity of the DINO POLSKA S.A. Supervisory Board in the 2023 financial year.
8. Examine the Supervisory Board’s motions on the following matters:
- to approve the Management Board’s Report on the Activity of DINO POLSKA S.A. and the DINO POLSKA Group in 2023,
  - to approve the financial statements of DINO POLSKA S.A. for the financial year ended 31 December 2023,
  - to approve the consolidated financial statements of the DINO POLSKA Group for the year ended 31 December 2023,
  - to adopt the Management Board’s motion on the distribution of the net profit in 2023,
  - to grant a discharge to the Company’s Management Board Members and Supervisory Board Members on the performance of their duties in the 2023 financial year.
9. Adopt resolutions to approve the following:
- Management Board’s Report on the activity of DINO POLSKA S.A. and the DINO POLSKA Group in 2023,
  - financial statements of DINO POLSKA S.A. for 2023,
  - consolidated financial statements of the DINO POLSKA Group in 2023.
10. Adopt a resolution on the distribution of the net profit for 2023.
11. Adopt resolutions to grant discharges to the Company’s Management Board members on the performance of their duties in the 2023 financial year.
12. Adopt resolutions to grant discharges to the Company’s Supervisory Board members on the performance of their duties in the 2023 financial year.
13. Examine and adopt a resolution on rendering an opinion on the Annual Compensation Report of the DINO POLSKA S.A. Management Board and Supervisory Board in 2023.
14. Adopt a resolution to accept the Compensation Policy for the Company’s Management Board and Supervisory Board Members.

15. Adopt a resolution to determine the number of members of the Company's Supervisory Board for the next term of office.
16. Adopt resolutions to appoint Supervisory Board members for the next term of office.
17. Adopt resolutions to set the gross amount of compensation for Supervisory Board Members.
18. Close the Shareholder Meeting.

## **§ 2**

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

### **Resolution No. 3/6/2024**

**Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 26  
June 2024**

**to approve the annual report on the activity of the DINO POLSKA S.A.  
Supervisory Board in the 2023 financial year**

Pursuant to Rule 2.11 of the document entitled "Best Practices of WSE Listed Companies 2021" adopted by resolution No. 13/1834/2021 of the Supervisory Board of the Warsaw Stock Exchange on 29 March 2021, in connection with Article 382 § 3 item 3) of the Commercial Company Code, the Ordinary Shareholder Meeting resolves as follows:

## **§ 1**

The DINO POLSKA S.A. Supervisory Board's Annual Activity Report for the 2023 financial year is hereby approved

## **§ 2**

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

### **Resolution No. 4/6/2024**

**Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 26  
June 2024**

**to approve the Management Board's Report on the Activity of DINO POLSKA S.A.  
and the DINO POLSKA Group in 2023**

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 2023 is hereby approved.

## **§ 2**

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

### **Resolution No. 5/6/2024**

**Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 26 June 2024**

**to approve the Company's financial statements for the year ended 31 December 2023**

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

### **§ 1**

It approves the financial statements of DINO POLSKA S.A. for the year ended 31 December 2023, containing the following:

- a) introduction to the financial statements,
- b) balance sheet prepared as at 31 December 2023 with total assets and equity and liabilities of PLN 9,626,160 thousand,
- c) statement of profit or loss for the financial year from 1 January 2023 to 31 December 2023 showing net profit of PLN 1,171,050 thousand,
- d) statement of changes in equity for the financial year from 1 January 2023 to 31 December 2023, showing an increase in equity by PLN 1,171,050 thousand,
- e) statement of cash flows for the financial year from 1 January 2023 to 31 December 2023, showing a decrease in cash by PLN 164,903 thousand,
- f) notes and explanations to the financial statements.

## **§ 2**

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

### **Resolution No. 6/6/2024**

**Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 26 June 2024**

**to approve the consolidated financial statements of the DINO POLSKA Group for the year ended 31 December 2023**

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 2023, covering the following are hereby approved:

- a) introduction to the consolidated financial statements,
- b) consolidated statement of financial position prepared as at 31 December 2023 with total assets and equity and liabilities of PLN 10,377,715 thousand,
- c) consolidated statement of profit or loss for the financial year from 1 January 2023 to 31 December 2023 showing net profit of PLN 1,405,327, and the consolidated statement of comprehensive income for the financial year from 1 January 2023 to 31 December 2023, showing total income of PLN 1,401,528 thousand,
- d) consolidated statement of changes in equity for the financial year from 1 January 2023 to 31 December 2023, showing an increase in equity by PLN 1,401,528 thousand,
- e) consolidated statement of cash flows for the financial year from 1 January 2023 to 31 December 2023, showing a decrease in cash by PLN 164,329 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. 7/6/2024**

**Adopted by the Ordinary Shareholder Meeting of DINO POLSKA Spółka Akcyjna  
held on 26 June 2024**

**on the distribution of the net profit for 2023**

## **§ 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 2023 financial year in the amount of PLN 1,171,050 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. 7/6/2024 to be adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 26 June 2024 on distributing the net profit for 2023.**

Pursuant to draft resolution no. 7/6/2024 to be adopted by the Ordinary Shareholder Meeting, the net profit for the 2023 financial year in the amount of PLN 1,171,050 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. Simultaneously, 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. 8/6/2024**

**Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 26 June 2024**

**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 2023 financial year, i.e. from 1 January 2023 to 31 December 2023.

**§ 2**

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

**Resolution No. 9/6/2024**

**Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 26 June 2024**

**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 2023 financial year, i.e. from 1 January 2023 to 31 December 2023.

**§ 2**

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

**Resolution No. 10/6/2024**

**Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 26 June 2024**

**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 2023 financial year, i.e. from 1 January 2023 to 31 December 2023.

**§ 2**

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

**Resolution No. 11/6/2024**

**Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 26 June 2024**

**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 in the 2023 financial year, i.e. from 1 January 2023 to 31 December 2023, including for serving in the capacity of the Chairman of the Company's Supervisory Board in the period from 1 January 2023 to 31 December 2023.

**§ 2**

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

**Resolution No. 12/6/2024**

**Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 26 June 2024**

**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 2023 financial year, i.e. from 1 January 2023 to 31 December 2023, including for serving in the capacity of the Deputy Chairman

of the Company's Supervisory Board in the period from 24 November 2023 to 31 December 2023.

**§ 2**

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

**Resolution No. 13/6/2024**

**Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 26 June 2024**

**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 2023 financial year, i.e. from 1 January 2023 to 31 December 2023.

**§ 2**

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

**Resolution No. 14/6/2024**

**Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 26 June 2024**

**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 2023 financial year, i.e. from 1 January 2023 to 31 December 2023.

**§ 2**

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

**Resolution No. 15/6/2024**

**Adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 26 June 2024**

**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 2023 financial year, i.e. from 1 January 2023 to 31 December 2023.

**§ 2**

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

**Resolution No. 16/6/2024**

**Adopted by the Ordinary Shareholder Meeting of DINO POLSKA Spółka Akcyjna held on 26 June 2024**

**on rendering an opinion on the Annual Compensation Report of the DINO POLSKA S.A. Management Board and Supervisory Board in 2023**

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 2023.

**§ 2**

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

**Justification for draft resolution 16/6/2024 to be adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 26 June 2024 on rendering an opinion on the annual Compensation Report of the DINO POLSKA S.A. Management Board and Supervisory Board in 2023**

Pursuant to art. 395 § 2<sup>1</sup> of the Commercial Company Code, the subject of an ordinary shareholder meeting in the companies referred to in art. 90c sec. 1 of the Act of 29 July 2005 on Public Offerings and the Conditions for Introducing Financial Instruments onto an Organized Trading System and on Public Companies, should also be adopting the resolution referred to in art. 90g sec. 6 of that act.

Pursuant to art. 90g sec. 6 of the act invoked above, the shareholder meeting adopts a resolution rendering an opinion on the compensation report, which the supervisory board is obligated to draft. This resolution is advisory in nature.

## **Resolution No. 17/6/2024**

**Adopted by the Ordinary Shareholder Meeting of DINO POLSKA Spółka Akcyjna  
held on 26 June 2024**

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

Pursuant to art. 90e sec. 4 of the Act of 29 July 2005 on Public Offerings and the Conditions for Introducing Financial Instruments onto an Organized Trading System and on Public Companies, the Company's Ordinary Shareholder Meeting resolves as follows:

### **§ 1**

The Ordinary Shareholder Meeting hereby adopts the Compensation Policy for Management Board and Supervisory Board Members of DINO POLSKA S.A. in the wording set forth in an attachment to this resolution.

### **§ 2**

The Compensation Policy for Management Board and Supervisory Board Members of DINO POLSKA S.A. comes into effect on the date of adopting this resolution.

### **§ 3**

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

### **Justification for draft resolution no. 17/6/2024 to be adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 26 June 2024 to accept the Compensation Policy for the Company's Management Board and Supervisory Board Members**

The adoption by the Shareholder Meeting of a resolution on the Compensation Policy for Management Board and Supervisory Board Members no less frequently than every 4 years is required by Article 90e sec. 4 of the Act of 29 July 2005 on Public Offerings and the Conditions for Introducing Financial Instruments onto an Organized Trading System and on Public Companies. The previously applicable Compensation Policy for Management Board and Supervisory Board Members of DINO POLSKA S.A. was adopted by resolution no. 18/7/2020 adopted by the Ordinary Shareholder Meeting of on 2 July 2020.

The Compensation Policy presented to the Ordinary Shareholder Meeting contemplates the continuation of the compensation model for Management Board and Supervisory Board Members developed in previous years, forming an inherent part of the strategy and organizational culture of DINO POLSKA S.A. The Compensation Policy presented along with this draft resolution has received a positive recommendation of the Supervisory Board.

The following modification to the Compensation Policy presented to the Shareholder Meeting has been proposed in terms of the Compensation Policy for Management Board and Supervisory Board Members of DINO POLSKA S.A. adopted by the Shareholder Meeting on 2 July 2020:

- adding a glossary of terms to the provisions of the Compensation Policy whereby identical meanings will be used for identical terms in the entire document,

- adding miscellaneous provisions to the provisions of the Compensation Policy to enhance the legislative technique used in the document,
- implementing other editorial amendments to augment the transparency of the document,
- modifying for greater precision the clause regarding the description of the pool designated to award bonuses to the Company's Management Board Members and other key managers who do not hold the rank of a Management Board Member. The maximum level of the bonus budget referred to in § 4 sec. 6 bullet 6 of the Compensation Policy has been emphasized in this clause. The proposed amendment is suitable for the compensation model functioning in the Company.

### **Resolution No. 18/6/2024**

**Adopted by the Ordinary Shareholder Meeting of DINO POLSKA Spółka Akcyjna  
held on 26 June 2024**

**to determine the number of members of the Company's Supervisory Board for  
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**

The Ordinary Shareholder Meeting of the Company hereby resolves that the Supervisory Board of the Company for the next term of office will consist of 5 members.

#### **§ 2**

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

**Justification for draft resolution no. 18/6/2024 to be adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 26 June 2024 to determine the number of members of the Company's Supervisory Board for the next term of office**

Pursuant to § 13 sec. 3 of the Company's Articles of Association, the Company's Supervisory Board consists of 5 to 8 members. Draft resolution no. 18/6/2024 presented to the Ordinary Shareholder Meeting sets the size of the Supervisory Board in its next term of office, which will commence on 1 January 2025. It is proposed that following the pattern in the previous term of office the Supervisory Board will consist of 5 members.

### **Resolution No. 19/6/2024**

**Adopted by the Ordinary Shareholder Meeting of DINO POLSKA Spółka Akcyjna  
held on 26 June 2024**

**to appoint a member of the Company's Supervisory Board for the next term of  
office**

Pursuant to Article 385 § 1 and Article 386 § 2 in conjunction with Article 369 § 1 of the Commercial Company Code, the Company's Ordinary Shareholder Meeting resolves as follows:

**§ 1**

The Ordinary Shareholder Meeting of the Company hereby resolves to appoint Mr. Maciej Polanowski to be a Supervisory Board member for the next, joint three-year term of office which will commence on 1 January 2025.

**§ 2**

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

**Resolution No. 20/6/2024**

**Adopted by the Ordinary Shareholder Meeting of DINO POLSKA Spółka Akcyjna  
held on 26 June 2024**

**to appoint a member of the Company's Supervisory Board for the next term of  
office**

Pursuant to Article 385 § 1 and Article 386 § 2 in conjunction with Article 369 § 1 of the Commercial Company Code, the Company's Ordinary Shareholder Meeting resolves as follows:

**§ 1**

The Ordinary Shareholder Meeting of the Company hereby resolves to appoint Mr. Eryk Bajer to be a Supervisory Board member for the next, joint three-year term of office which will commence on 1 January 2025.

**§ 2**

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

**Resolution No. 21/6/2024**

**Adopted by the Ordinary Shareholder Meeting of DINO POLSKA Spółka Akcyjna  
held on 26 June 2024**

**to appoint a member of the Company's Supervisory Board for the next term of  
office**

Pursuant to Article 385 § 1 and Article 386 § 2 in conjunction with Article 369 § 1 of the Commercial Company Code, the Company's Ordinary Shareholder Meeting resolves as follows:

**§ 1**

The Ordinary Shareholder Meeting of the Company hereby resolves to appoint Mr. Sławomir Jakszuk to be a Supervisory Board member for the next, joint three-year term of office which will commence on 1 January 2025.

**§ 2**

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

**Resolution No. 22/6/2024**

**Adopted by the Ordinary Shareholder Meeting of DINO POLSKA Spółka Akcyjna  
held on 26 June 2024**

**to appoint a member of the Company's Supervisory Board for the next term of  
office**

Pursuant to Article 385 § 1 and Article 386 § 2 in conjunction with Article 369 § 1 of the Commercial Company Code, the Company's Ordinary Shareholder Meeting resolves as follows:

**§ 1**

The Ordinary Shareholder Meeting of the Company hereby resolves to appoint Mr. Piotr Borowski to be a Supervisory Board member for the next, joint three-year term of office which will commence on 1 January 2025.

**§ 2**

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

**Justification for draft resolutions no. 19/6/2024, 20/6/2024, 21/6/2024 and 22/6/2024 to be adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 26 June 2024 on granting appointing the Company's Supervisory Board members for the next term of office**

Pursuant to art. 385 § 1 of the Commercial Company Code, a supervisory board in public companies consists of at least five members appointed and dismissed by the shareholder meeting.

According to art. 386 § 2 of the Commercial Company Code, art. 369 of the Commercial Company Code is duly applied to the term of office of Supervisory Board members. In light of § 1 of this article, the term of office is calculated in full financial years unless the articles of association of a company stipulates otherwise. The re-appointment of the same person to be a supervisory board member is permissible; however, no earlier than one year before the elapse of the current term of office.

Pursuant to § 13 sec. 2 of the Company's Articles of Association, the term of office of Supervisory Board members is a joint term of three years.

In connection with the approaching end of the current term of office of the Supervisory Board, the Company's Management Board, when convening the Ordinary Shareholder Meeting of the Company, included in the agenda the adoption of resolutions to appoint the current members of the Supervisory Board for the next term of office. Pursuant to § 13

sec. 4 item 1 of the Company's Articles of Association, the appointment of four Supervisory Board members has been provided for.

**Resolution No. 23/6/2024**

**Adopted by the Ordinary Shareholder Meeting of DINO POLSKA Spółka Akcyjna  
held on 26 June 2024**

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

Pursuant to art. 392 § 1 of the Commercial Company Code and § 11 sec. 2.3 of the Company's Articles of Association, the Company's Ordinary Shareholder Meeting resolves as follows:

**§ 1**

1. The Company's Ordinary Shareholder Meeting hereby sets the fixed monthly compensation for Supervisory Board member Maciej Polanowski in the gross amount of PLN \_\_\_\_\_.
2. The compensation of the Supervisory Board Member specified in sec. 1 above is set from 1 January 2025 onwards.

**§ 2**

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

**Resolution No. 24/6/2024**

**Adopted by the Ordinary Shareholder Meeting of DINO POLSKA Spółka  
Akcyjna held on 26 June 2024**

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

Pursuant to art. 392 § 1 of the Commercial Company Code and § 11 sec. 2.3 of the Company's Articles of Association, the Company's Ordinary Shareholder Meeting resolves as follows:

**§ 1**

1. The Company's Ordinary Shareholder Meeting hereby sets the fixed monthly compensation for Supervisory Board member Eryk Bajer in the gross amount of PLN \_\_\_\_\_.
2. The compensation of the Supervisory Board Member specified in sec. 1 above is set from 1 January 2025 onwards.

**§ 2**

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

**Resolution No. 25/6/2024**

**Adopted by the Ordinary Shareholder Meeting of DINO POLSKA Spółka  
Akcyjna held on 26 June 2024**

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

Pursuant to art. 392 § 1 of the Commercial Company Code and § 11 sec. 2.3 of the Company's Articles of Association, the Company's Ordinary Shareholder Meeting resolves as follows:

**§ 1**

1. The Company's Ordinary Shareholder Meeting hereby sets the fixed monthly compensation for Supervisory Board member Sławomir Jakszuk in the gross amount of PLN \_\_\_\_\_.
2. The compensation of the Supervisory Board Member specified in sec. 1 above is set from 1 January 2025 onwards.

**§ 2**

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

**Resolution No. 26/6/2024**

**Adopted by the Ordinary Shareholder Meeting of DINO POLSKA Spółka  
Akcyjna held on 26 June 2024**

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

Pursuant to art. 392 § 1 of the Commercial Company Code and § 11 sec. 2.3 of the Company's Articles of Association, the Company's Ordinary Shareholder Meeting resolves as follows:

**§ 1**

1. The Company's Ordinary Shareholder Meeting hereby sets the fixed monthly compensation for Supervisory Board member Piotr Borowski in the gross amount of PLN \_\_\_\_\_.
2. The compensation of the Supervisory Board Member specified in sec. 1 above is set from 1 January 2025 onwards.

**§ 2**

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

**Resolution No. 27/6/2024**

**Adopted by the Ordinary Shareholder Meeting of DINO POLSKA Spółka  
Akcyjna held on 26 June 2024**

**to set the amount of compensation for the Company's Supervisory Board  
member serving as Deputy Chairperson of the Supervisory Board**

Pursuant to art. 392 § 1 of the Commercial Company Code and § 11 sec. 2.3 of the Company's Articles of Association, the Company's Ordinary Shareholder Meeting resolves as follows:

**§ 1**

1. The Company's Ordinary Shareholder Meeting hereby resolves that the Supervisory Board member serving as Deputy Chairperson shall receive a fixed monthly compensation in the increased gross amount of PLN \_\_\_\_\_.
2. The compensation specified in sec. 1 above is set for the Supervisory Board member from the date of their appointment as Deputy Chairperson of the Supervisory Board, but no earlier than 1 January 2025.
3. The compensation of a Supervisory Board member serving as Deputy Chairperson of the Supervisory Board will not be in addition to the compensation set for a Supervisory Board member serving on the Audit Committee. The Deputy Chairperson of the Supervisory Board who is a member of the Audit Committee will receive the fixed compensation in the amount specified in sec. 1 of this resolution.

**§ 2**

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

**Resolution No. 28/6/2024**

**Adopted by the Ordinary Shareholder Meeting of DINO POLSKA Spółka  
Akcyjna held on 26 June 2024**

**to set the amount of compensation for a Supervisory Board member serving  
on the Audit Committee**

Pursuant to art. 392 § 1 of the Commercial Company Code and § 11 sec. 2.3 of the Company's Articles of Association, the Company's Ordinary Shareholder Meeting resolves as follows:

**§ 1**

1. The Company's Ordinary Shareholder Meeting hereby resolves that the Supervisory Board member serving on the Audit Committee shall receive a fixed monthly compensation in the increased gross amount of PLN \_\_\_\_\_.
2. The compensation specified in sec. 1 above is set for the Supervisory Board member from the date of their appointment to the Audit Committee, but no earlier than 1 January 2025.

3. The compensation of a Supervisory Board member serving on the Audit Committee will not be in addition to the compensation set for a Supervisory Board member serving as Deputy Chairperson of the Supervisory Board. A Supervisory Board member who serves on the Audit Committee and at the same time serves as Deputy Chairperson of the Supervisory Board members will receive the fixed compensation in the amount envisaged for the Deputy Chairperson of the Supervisory Board.

## **§ 2**

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

### **Justification for draft resolutions nos. 23/6/2024, 24/6/2024, 25/6/2024, 26/6/2024, 27/6/2024, 28/6/2024 to be adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 26 June 2024 on setting the amount of compensation for Supervisory Board members**

Pursuant to art. 392 § 1 of the Commercial Company Code, Supervisory Board members may be awarded compensation, the amount of which is determined by the Company's Articles of Association or by a resolution adopted by the Shareholder Meeting. Therefore, setting the amount of compensation for the Company's Supervisory Board Member is within the powers of the Shareholder Meeting.

The draft resolutions presented to the Ordinary Shareholder Meeting provide for fixed monthly compensation of the Company's Supervisory Board members for the term of office starting on 1 January 2025. At the same time, in order to take into account the greater involvement of some Supervisory Board members in the work of the Supervisory Board or its committees, when setting compensation for Supervisory Board members, the draft resolutions 27/6/2024 and 28/6/2024 presented to this Shareholder Meeting provide for increasing the fixed monthly compensation:

- of the Supervisory Board member serving as Deputy Chairperson of the DINO POLSKA S.A. Supervisory Board,
- of the Supervisory Board Member serving on the Audit Committee of DINO POLSKA S.A.