

**DINO POLSKA S.A. SUPERVISORY BOARD'S  
ANNUAL ACTIVITY REPORT  
FOR 2024**

## **Introduction**

The Supervisory Board of DINO POLSKA S.A., acting pursuant to Article 382 § 1 of the Commercial Company Code, § 17 sec. 1 item 3) of the Company's Articles of Association, § 6 of the Supervisory Board Bylaws and based on standard 2.11 set forth in the document entitled "Best Practices of WSE Listed Companies 2021" (hereinafter: Best Practices), hereby submits the Supervisory Board Activity Report for 2024 to the Shareholder Meeting.

- 1. Information pertaining to the composition of the Supervisory Board and its Committees with an indication of which Supervisory Board members satisfy the criteria for independence, and which members do not have any actual or significant ties to a shareholder holding at least 5% of the total number of votes in the Company, and information about the Supervisory Board composition in terms of its diversity as referenced in Standard 2.11.1. of the Best Practices of WSE Listed Companies 2021**

### **1.1 Supervisory Board**

According to the Articles of Association of DINO POLSKA S.A., the Supervisory Board consists of 5 to 8 members. In 2024 the Supervisory Board of DINO POLSKA S.A. with its registered office in Krotoszyn consisted of the following persons:

Mr. Tomasz Biernacki	Supervisory Board Chairman	1 January 2024 – 31 December 2024
Mr. Maciej Polanowski	Supervisory Board Deputy Chairman	1 January 2024 – 31 December 2024
Mr. Eryk Bajer	Supervisory Board Member	1 January 2024 – 31 December 2024
Mr. Sławomir Jakszuk	Supervisory Board Member	1 January 2024 – 31 December 2024
Mr. Piotr Borowski <sup>1</sup>	Supervisory Board Member	24 January 2024 – 31 December 2024

According to the principles of the Best Practices of WSE Listed Companies 2021, at least two Supervisory Board members satisfy the criteria for independence. The Company satisfies this condition. Two Supervisory Board members: Mr. Sławomir Jakszuk and Mr. Piotr Borowski, satisfy the criteria for independence in accordance with the provisions of the Act of 11 May 2017 on Statutory Auditors, Audit Firms and Public Oversight (Dz.U.2024.1035) and do not have any actual or significant ties to a shareholder holding at least 5% of the total number of votes in the Company.

---

<sup>1</sup>In connection with the resignation of Mr. Piotr Nowjalis from his position as a member of the Supervisory Board, on 24 January 2024, the Extraordinary Shareholder Meeting of DINO POLSKA S.A. appointed Mr. Piotr Borowski to the Supervisory Board of DINO POLSKA S.A. On 2 February 2024, the Supervisory Board of DINO POLSKA S.A. adopted a resolution to appoint Mr. Piotr Borowski as a Member of the Audit Committee, who was subsequently appointed as the Chairman of the Audit Committee by a resolution of the Audit Committee dated 16 February 2024, No. 1/02/2024.

On 26 June 2024, the Company's Ordinary Shareholder Meeting appointed the existing members of the Supervisory Board to the Supervisory Board of a new term of office, which began on 1 January 2025.

## **1.2 Audit Committee:**

In 2024 the Audit Committee of DINO POLSKA S.A. operated in the following composition:

- Mr. Piotr Borowski - Audit Committee Chairman,
- Mr. Sławomir Jakszuk – Audit Committee Member,
- Mr. Maciej Polanowski – Audit Committee Member.

Mr. Piotr Borowski served as the Audit Committee Chairman as of 16 February 2024.

## **2. Summary of the activity of the Supervisory Board and its Committees referenced in Standard 2.11.2. of the Best Practices**

### **2.1 Supervisory Board**

The Supervisory Board of DINO POLSKA S.A., as a supervisory body, performed its functions at meetings convened for this purpose and outside these meetings, exercising constant supervision over the Company's activities in all areas of its operations. In 2024, the Supervisory Board held four meetings on: 15 March, 17 May, 27 September and 22 November. Supervisory Board meetings were convened by invitations to all Supervisory Board members, including the proposed agenda. The aforementioned meetings were attended each time by all Supervisory Board Members. In the matters that required immediate resolution, the Supervisory Board adopted resolutions using the circulation procedure. Resolutions adopted by circulation included mainly resolutions to approve the purchase of real properties.

The agenda of the respective meetings of the Supervisory Board resulted from arrangements made by the members of the Company's Supervisory Board and Management Board. The arrangements with the Company's Management Board included also the issues related to the preparation of the necessary materials, analyses and explanations concerning the issues discussed at the meetings.

In 2024, during its meetings, the Supervisory Board adopted a total of 19 resolutions. The Supervisory Board adopted 244 resolutions by circulation. In total, the Supervisory Board adopted 263 resolutions in 2024.

On 27 September 2024 the Company's Supervisory Board adopted resolutions appointing the hitherto Management Board Members of DINO POLSKA S.A. for another three-year term of office commencing on 1 January 2025.

On 22 November 2024, the Company's Supervisory Board adopted a resolution to approve the budget of the DINO POLSKA S.A. Group for 2025.

On 11 December 2024 the Supervisory Board adopted a resolution appointing Mr. Marcin Jędraszak as a Member of the Management Board of DINO POLSKA S.A. for the joint term of office of the Management Board, which began on 1 January 2025.

In addition, the Supervisory Board adopted resolutions, among other things, to approve amendments to facility agreements, factoring agreements, bank guarantee agreements and supplier financing agreements.

The Company's current performance in the various months of 2024 constituted a standing topic at the Supervisory Board meetings. In addition, at each meeting, the Management Board presented information to the Supervisory Board on the resolutions adopted by the Management Board and their subject matter, the current situation of the Company, the progress in implementing the set directions for the development of the Company's activities.

## **2.2 Audit Committee:**

In 2024, the Audit Committee held six meetings on: 15 March, 17 May, 26 June, 20 August, 27 September and 22 November. All members of the Audit Committee attended the above-mentioned meetings on each occasion.

### **The first meeting of the Audit Committee in 2024 was held place on 15 March 2024.**

During the meeting with representatives of the audit firm Ernst & Young Audyt Polska sp. z o.o. sp.k., which audits the Company's financial statements for the financial year ended 31 December 2023, the scope of work related to the audit of the standalone financial statements of DINO POLSKA S.A. and the consolidated financial statements of the DINO POLSKA S.A. Group for the year ended 31 December 2023 was discussed, as well as key issues related to the audit. A report on the implementation of the Internal Audit Plan for 2023 was presented. This was followed by a discussion of recently completed internal audits, processes for implementing audit recommendations, and current affairs of the Internal Audit Department. Next, a resolution was adopted on the acceptance of the Audit Committee's report on its activities for 2023.

### **The second meeting of the Audit Committee was held on 17 May 2024.**

The Audit Committee, having analyzed the audited: standalone financial statements of DINO POLSKA S.A. and consolidated financial statements of the DINO POLSKA S.A. Group for the financial year ended 31 December 2023, recommended that the Supervisory Board approve the standalone and consolidated financial statements of the DINO POLSKA Group for the financial year ended 31 December 2023. Next, the Internal Audit Department of DINO POLSKA S.A. discussed the recently completed internal audits and the process of implementing the Audit Committee's recommendations. Later in the meeting, the IT Systems Administrator discussed cyber security issues.

### **The third meeting of the Audit Committee was held on 26 June 2024.**

The meeting was attended by representatives of KPMG Audyt Spółka z ograniczoną odpowiedzialnością sp.k. In connection with the Supervisory Board's selection of KPMG Audyt Spółka z ograniczoną odpowiedzialnością sp.k. in December 2023. to audit the Company's financial statements, the consolidated financial statements of the DINO POLSKA S.A. Group and to review the semiannual financial statements for 2024-2026, the meeting discussed the process related to the change of auditor. The auditor presented a schedule for the review of the Company's financial statements and the consolidated financial statements of the DINO POLSKA S.A. Group. The meeting further discussed and gave an opinion on amendments to the Internal Audit Plan in DINO POLSKA S.A. for 2024, as well as presented information on the status of the

Company's preparations for non-financial (ESG) reporting for 2024, followed by information on the status of the implementation of new major IT systems at the Company.

**The fourth Audit Committee meeting was held on 20 August 2024.**

The Audit Committee meeting was attended by representatives of the audit firm KPMG Audyt Spółka z ograniczoną odpowiedzialnością sp.k. The meeting discussed issues related to the review of the financial statements of DINO POLSKA S.A. for H1 2024 and the consolidated financial statements of the DINO POLSKA S.A. Group for H1 2024. Information on the implementation of the budget of revenues and costs of DINO POLSKA S.A. and the DINO POLSKA S.A. Group for H1 2024 was presented. The meeting continued with information on ongoing internal audits, the effects of the 2024 audits, and the degree of implementation of audit recommendations from the internal audits. At the end of the meeting, the Internal Auditor provided additional information on changes to the 2024 Internal Audit Plan.

**The fifth Audit Committee meeting was held on 27 September 2024.**

The status of the Company's preparations for the implementation of Directive (EU) 2022/2555 of the European Parliament and of the Council of 14 December 2022 on measures for a high common level of cybersecurity across the Union, amending Regulation (EU) No 910/2014 and Directive (EU) 2018/1972, and repealing Directive (EU) 2016/1148 (NIS 2 Directive) and activities to strengthen the level of cybersecurity in the DINO POLSKA S.A. Group were discussed. The status of the Company's preparations for the implementation of the Act of 14 June 2024 on the protection of whistleblowers was discussed. Next, the Internal Auditor presented information on the effects of the audits.

**The sixth Audit Committee meeting was held on 22 November 2024.**

The Audit Committee meeting was attended by representatives of the audit firm KPMG Audyt Spółka z ograniczoną odpowiedzialnością sp.k. The audit firm discussed the plan for auditing the standalone financial statements of DINO POLSKA S.A. and the consolidated financial statements of the DINO POLSKA S.A. Group for the financial year ended 31 December 2024. Next, the Internal Audit Department discussed recommendations from internal audits. In the following part, the risk analysis for 2024 was discussed. The Audit Committee members then discussed and gave a positive opinion on the Internal Audit Plan in DINO POLSKA S.A. for 2025. At the end of the meeting, Committee Members discussed the plans presented by the Head of the Data Security and Cyber Security Team to increase the level of cyber security in the DINO POLSKA S.A. Group.

- 3. Evaluation of the Company's standing on a consolidated basis, including an evaluation of its internal control, risk management and compliance systems and the internal audit function along with information on the actions the Supervisory Board took to carry out this evaluation as described in Standard 2.11.3. of Best Practices.**

### 3.1 Internal control system

DINO POLSKA S.A. has an internal control system in place whose task is to facilitate effective prevention and rapid elimination of any irregularities. The internal control system covers in essence all the areas of the Company's operation and all of its organizational units.

The internal control system entails:

- (i) control activities carried out by employees of the DINO POLSKA S.A. Group companies within the scope of their assigned tasks and duties (employees are responsible for compliance with policies and procedures and reporting any irregularities),
- (ii) functional control implemented through supervision of subordinate organizational units by all employees in managerial positions (their tasks include implementing and maintaining internal control in their areas of activity. Management is required to ensure that day-to-day operations are in line with the organization's policies),
- (iii) activities carried out by the Legal Department, the purpose of which is to assess the compliance of organizational units with laws and internal regulations,
- (iv) internal audit by the Internal Audit Department aiming to make an independent and objective assessment of the risk management and internal control systems. Internal auditors conduct regular operational audits to identify potential risks and vulnerabilities. Their reports provide the Management Board and Supervisory Board with information on the status of the internal control system,
- (v) The Management Board is responsible for establishing and maintaining an effective internal control system. Directs the drafting of policies and procedures and ensures that they are implemented at all levels of the organization. The Management Board is also tasked with monitoring operational, financial and strategic risks and conducting corrective actions when irregularities are detected,
- (vi) The Supervisory Board monitors and evaluates the internal control system, including whether the organization is operating in accordance with accepted standards, policies and laws. There is an Audit Committee operating as part of the Supervisory Board, which performs supervisory functions regarding the internal control system. In particular, Committee members monitor the processes of (a) financial reporting and sustainability reporting of the DINO POLSKA S.A. Group, and (b) the effectiveness of internal control and risk management systems and internal audit, also working with internal and external auditors.

The process of preparing financial statements is covered by an internal control and risk management system, which contributes to the credibility and accuracy of financial reporting, and compliance with the law and internal regulations.

The Company's standalone financial statements have been prepared in accordance with the following:

1. Accounting Act of 29 September 1994 (consolidated text: Journal of Laws of 2023, items 120 and 295, as amended),
2. Internal accounting procedures based on the accounting policies in effect in DINO POLSKA S.A.,
3. applicable law and provisions of the articles of association of DINO POLSKA S.A.

The consolidated financial statements are prepared in accordance with the International Financial Reporting Standards (“IFRS”) endorsed by the European Union (“EU IFRS”). The EU IFRS include standards and interpretations accepted and published by the International Accounting Standards Board.

The Group’s entities keep their accounting books in accordance with the accounting policies set forth in the Accounting Act of 29 September 1994 (the “Act”), as amended, and the regulations issued on its basis (“Polish Accounting Standards”). These consolidated financial statements include adjustments not included in the accounts of the Group companies, which were made to bring the financial statements of those companies into conformity with IFRS.

### **3.2 Risk Management**

The internal control includes risk assessment - the process of identifying and analyzing risks that may affect the achievement of the organization's goals. The Company's Management Board, with the support of directors and managers in charge of individual departments, oversees the risk management process by developing, implementing and analyzing systems and control procedures corresponding to the identified risks. Management personnel have the knowledge and relevant experience to support the Company’s Management Board in decisions made with regard to risk monitoring. The department heads report to the Company’s Management Board on an ongoing basis and also in regular meetings with the dedicated Management Board member.

The Management Board is supported by the Internal Audit Department, which evaluates the effectiveness of the procedures in place that address significant risk factors. Constant evaluation of the quality of the internal control system by monitoring its performance and making necessary changes and improvements is carried out, among other things, through regular external and internal reviews and audits.

The Company pays special attention to risk management in the process of preparing financial statements. The Chief Accountant and the Management Board Member responsible for Finance to whom the financial and accounting teams report oversee the process of preparing the financial statements of the Parent Company and the consolidated financial statements of the DINO POLSKA S.A. Group. The risk management process starts at the Group’s lowest levels, so as to ensure fulfillment of the intended objectives. Risk management in the DINO POLSKA S.A. Group is a process overseen by the Management Board and key managerial personnel.

All actions taken by the company aim to ensure compliance with the provisions of law and the facts, and early identification and elimination of potential risks so that they do not affect the credibility and accuracy of presented financial data. the Supervisory Board; in particular the Audit Committee operating within it, monitor the Company's risk management process by, among other things, discussing with the Management Board, internal auditors and representatives of the audit firms entrusted with auditing the financial statements, the risk areas identified for the Company and the Group and how they are managed.

### **3.3 Internal audit and the compliance management system**

DINO POLSKA S.A. has a separate department responsible for internal audit. Internal audit in the Company is an independent and objective activity to ensure, advise and support the Group in achieving its intended

goals by regularly and consistently improving the effectiveness of management. The audit function follows the guidelines of the Institute of Internal Auditors. It involves a regular and structured assessment of processes: risk management, control and organizational governance and it contributes to their improvement. Internal audit may span all aspects of the DINO POLSKA S.A. Group's business.

Compliance management in DINO POLSKA S.A. aims to ensure that the Group companies will achieve their business targets in a manner consistent with the law while respecting best practices and business ethics and striving to avoid conflicts of interest and abiding by the principles of fair competition. Moreover, this system is intended to mitigate the risk of sanctions, financial losses and loss of reputation while simultaneously contributing to building and entrenching the positive image of DINO POLSKA SA. Compliance in DINO POLSKA S.A. is predicated on risk analysis, which defines the tasks for complying with legal and ethical standards and forms the basis for enacting solutions dedicated to the Group.

Compliance management in DINO POLSKA S.A. is carried out through preventive measures (preventing the emergence of non-compliance), remedial measures (detecting and eradicating identified cases of non-compliance and mitigating their adverse consequences) and analytical measures (analysis of the identified cases of non-compliance to avoid similar events in the future).

DINO POLSKA S.A. acts in the following areas within the framework of compliance management:

- monitoring the regulatory environment for business processes,
- evaluating and analyzing companies' compliance risk with the laws, guidelines, internal regulations and standards,
- coordinating the process of creating, implementing and updating internal regulations in the Company,
- monitoring the observance of standards embraced in internal regulations and compliance management,
- controlling compliance between the operations of organizational cells and the Company's internal decisions and regulations,
- delivering training to employees.

In view of the above, the Supervisory Board concludes that the internal control, compliance and internal audit systems implemented at DINO POLSKA S.A. meet the identified needs of the Company, and there are no significant disruptions in their functioning. These systems allow to actively and effectively monitor both the activity and the effectiveness of the operation of all areas of the Company's business minimizing the risks of material misstatement in the financial reporting and sustainability reporting of the DINO POLSKA S.A. Group

**4. Assessment of the Company's application of corporate governance rules and how it has fulfilled its reporting duties pertaining to their application as set forth in the Stock Exchange Regulations and the provisions of law pertaining to current and periodic information transmitted by securities issuers, along with information regarding the actions the Supervisory Board took to carry out this assessment as referred to in Standard 2.11.4. of Best Practices.**

#### 4.1 Assessment of the Company's application of corporate governance standards.

In 2024 DINO POLSKA S.A. applied the corporate governance standards set forth in the "Best Practices of WSE Listed Companies 2021" constituting an attachment to Resolution No. 13/1834/2021 adopted by the Supervisory Board of Giełda Papierów Wartościowych w Warszawie S.A. (Warsaw Stock Exchange) on 29 March 2021. In accordance with Standard 1. of the "Best Practices of WSE Listed Companies 2021", DINO POLSKA S.A. publishes information on its website at [www.grupadino.pl](http://www.grupadino.pl) in the "Corporate Governance" section of the "About Dino Polska" tab on the status of the application by the Company of recommendations and standards included in the "Best Practices of WSE Listed Companies 2021".

In 2024 DINO POLSKA S.A. observed most of the standards included in the Best Practices of WSE Listed Companies 2021, except for the following:

➤ **Standard 1.4** – To ensure proper communication with stakeholders regarding the adopted business strategy, a company publishes information on its website regarding the tenets of its strategy, the measurable objectives, especially long-term objectives, planned activities and progress in their achievement as specified with the help of financial and non-financial metrics.

The Company has a long-term growth strategy published on its website. In this strategy, however, the Company has not defined precise long-term goals. Having regard for its current phase of dynamic growth, the highly competitive market on which it operates, the changes transpiring on this market and the frequent changes in the legal environment, this gives the Company extensive flexibility in adapting to the evolving business conditions while enhancing its competitive resilience. The Company is of the opinion that in the foregoing circumstances the most effective way to grow the company's value is to blend its long-term strategy identifying the key growth areas with the process of defining annual objectives aligned to the strategy to be achieved by its employees.

➤ **Standard 1.4.2** – Information on the ESG strategy should present the equality ratio for pay paid to employees calculated as the percentage difference between the average monthly salary (including bonuses, awards and other allowances) received by women and men for the last year, and present information regarding the actions taken to eliminate any inequalities along with a statement of the related risks and the time horizon over which the plan is to reach equality.

The Company takes care that all employees have equal access to professional development opportunities and receive equal pay for equal work. There is a standard base salary scale that is identical for women and men to eliminate the pay gap problem in the Company's various business areas. In turn, bonuses and awards are paid according to the completed tasks and therefore they may vary among employees. In one area of its business the Company applies an employee remuneration system based on piece work. Its principles are identical for all employees. Pay under this system hinges on the quantity of work done and therefore pay may vary by employee. Accordingly, in the Company's opinion, the salary equality ratio encompassing bonuses, awards and other allowances is not the right ratio to evaluate equal pay for the Company's employees.

➤ **Standard 2.1** – The Company should have a diversity policy for the management board and the supervisory board adopted by the supervisory board or shareholder meeting, respectively. The diversity policy lays down the objectives and criteria for diversity, among others, in areas such as gender, education, expert knowledge, age and professional experience; it also specifies the deadline for, and the method of,



monitoring the execution of these objectives. In terms of gender differentiation the prerequisite for ensuring diversity in the company's corporate bodies is for the minority to hold a share of no less than 30% in a given corporate body.

The Company pays attention to building a diverse composition in its Management Board and Supervisory Board; however, it does not have a formalized diversity policy applicable to these corporate bodies. The Shareholder Meeting and the Supervisory Board elect the members of the Supervisory Board and the Management Board based on their competences and experience, notwithstanding their age, gender, education and other attributes. The composition of the Company's corporate bodies is shaped in the way that is most closely aligned to the execution of its business objectives based on candidates selected from among the Company's employees (in the case of the Management Board).

➤ **Standard 2.2** – Decision-makers involved in the selection of the company's management board or supervisory board members should provide for the comprehensiveness of these corporate bodies by choosing people to join them who ensure diversity, making it possible, among other things, to achieve the target minimum percentage held by a minority at a level of no less than 30% in accordance with the targets specified in the adopted diversity policy referred to in standard 2.1.

The Shareholder Meeting and the Supervisory Board elect the members of the Supervisory Board and the Management Board based on their competences and experience, notwithstanding their age, gender, education and other attributes. The composition of the Company's corporate bodies is shaped in the way that is most closely aligned to the execution of its business objectives based on candidates selected from among the Company's employees (in the case of the Management Board). In 2024, the composition of the Management Board satisfied the criterion of gender diversity. This criterion is not satisfied by the Company's Supervisory Board.

➤ **Standard 2.11.6** – The Supervisory Board's annual report contains information regarding the progress in the diversity policy in the management board and the supervisory board, including the achievement of the objectives referred to in standard 2.1.

The standard is not applied in connection with the fact that the Company does not apply standard 2.1.

➤ **Standard 4.1** – The Company should enable shareholders to take part in shareholder meetings by using electronic communication means (e-shareholder meetings) if this is justified on account of shareholder expectations voiced to the company, provided that it is capable of providing the technical infrastructure required to hold such a shareholder meeting.

In the opinion of the Company, providing the necessary technical infrastructure would call for the Company to incur costs and commit other resources that are disproportionate to the potential interest of its shareholders.

Therefore, the Company does not plan to conduct a shareholder meeting using electronic means of communication.

➤ **Standard 4.3** – The Company provides for a generally available broadcast of the shareholder meeting in real time.

The Company does not plan to broadcast the shareholder meeting in real time because of the additional costs and organizational resources it would have to devote to this undertaking. Nevertheless, the Company will consider transmitting the Shareholder Meeting, if its shareholders report such a need.

➤ **Standard 5.3:** – No shareholder should be privileged in respect of other shareholders in terms of transactions with related entities. This also pertains to transactions executed by company shareholders with entities belonging to the group.

The Company expresses its support for the foregoing standard. However, it cooperates with a single general contractor related to the Company's major shareholder in the area involving the expansion of its store network. The Company is not thinking about changing this model. In the past the Company cooperated with many entities operating in the construction industry and based on its experience it deemed that close cooperation with a single credible entity sharing the same goals as the Company is a key condition for the dynamic and effective rollout of the store network. To mitigate the operating risk associated with cooperating with a related party, the following mechanisms are employed: i) the Company regularly collects information regarding other entities operating in the construction industry and analyzes the costs of store construction services; ii) cooperation with the general contractor is conducted on the basis of a long-term master agreement that standardizes the costs of store construction and ensures the constancy of the conditions of cooperation over its term of validity (the current master agreement is valid until 30 June 2025); and iii) the Company's Articles of Association stipulate that the consent of the majority of the independent Supervisory Board members participating in a meeting must be given to make changes to significant agreements involving related parties.

#### **4.2 Assessment of fulfilling reporting duties pertaining to their application as set forth in the Stock Exchange Regulations and the provisions of law pertaining to current and periodic information transmitted by securities issuers:**

In performance of the obligations set forth in § 70 Section 6 Item 5 of the Regulation issued by the Minister of Finance on 29 March 2018 on the Current and Periodic Information Transmitted by Securities Issuers and the Conditions for Recognizing the Information Required by the Regulations of a Non-Member State as Equivalent, DINO POLSKA S.A. included a 2024 corporate governance statement in the Management Board's Report on the Activity of DINO POLSKA and the DINO POLSKA Group in the 2024 financial year, as a separate part of that Report. The Supervisory Board discussed with the Management Board the corporate governance principles applied by the Company, reviewed the statement of DINO POLSKA S.A. on the application of corporate governance in the 2024 financial year, included in the Company's 2024 annual report, as well as the statutory auditor's opinion on the corporate governance statement. The Supervisory Board believes that in 2024 the Company fulfilled its reporting duties pertaining to the application of corporate governance principles set forth in the Stock Exchange Regulations and the provisions of law pertaining to current and periodic information submitted by securities issuers, in a correct, accurate and complete manner.

#### **5 Assessment of the justification for the expenditures incurred by the Company and its Group to support culture, sports, charitable institutions, media, social organizations, trade unions, etc. as referenced in standard 2.11.5. of Best Practices.**

DINO POLSKA S.A. does not conduct sponsoring activity. Charitable activity is conducted through the Dino – Najbliżej Ciebie Foundation, which holds the status of a public benefit organization. The foundation aims to selflessly help people in need, especially individuals suffering from diseases and children.

In 2024 the Company made donations worth a total of PLN 453 thousand, of which PLN 223 thousand was to the Foundation and PLN 230 thousand was to external entities. The donations pertained to material support to persons affected by the flooding in September 2024 and support for local communities and local infrastructure surrounding Dino stores.

The charitable activities of the Company and the DINO POLSKA S.A. Group were carried out in a rational manner, taking into account social needs. In the opinion of the Supervisory Board, the expenditures incurred in this charitable activity are justified, and these activities correlate well with the values embraced by DINO POLSKA S.A.

## **6 Information regarding the progress in the diversity policy in the Management Board and the Supervisory Board, including the achievement of the objectives referred to in Standard 2.11.6. of the Best Practices.**

The Company pays attention to building a diverse composition in its Management Board and Supervisory Board; however, it does not have a formalized diversity policy applicable to these corporate bodies. The Shareholder Meeting and the Supervisory Board elect the members of the Supervisory Board and the Management Board based on their competences and experience, notwithstanding their age, gender, education and other attributes. The composition of the Company's corporate bodies is shaped in the way that is most closely aligned to the execution of its business objectives based on candidates selected from among the Company's employees (in the case of the Management Board).

## **7 Assessment of the Management Board's execution of the other reporting duties referred to in Article 380<sup>1</sup> of the Commercial Company Code**

The Supervisory Board believes that in 2024 the Company's Management Board duly discharged its duties ensuing from Article 380<sup>1</sup> of CCC:

- The Company's Management Board provided the Supervisory Board with information on the resolutions it adopted in 2024 while defining in detail the subject matter thereof. Accordingly, the Supervisory Board believes that the Company's Management Board has duly discharged the duty laid down in Article 380<sup>1</sup> § 1 item 1 of CCC.
- The Company's Supervisory Board was updated by the Management Board on an ongoing basis of the Company's financial and economic standing, including its assets, as well as on all significant circumstances within the realm of the Company's affairs, including operational, investment and HR-related areas. The Management Board provided the Supervisory Board with information regarding the Company's ongoing situation, its financial standing and ongoing activities. In the opinion of the Supervisory Board, the Company's Management Board properly discharged the reporting duties laid down in Article 380<sup>1</sup> § 1 item 2 of CCC.

- The Company's Management Board provided the Supervisory Board with information regarding progress in executing the designated directions of the Company's business development. Having that in mind the Supervisory Board renders a positive assessment on how the Company discharged the duty laid down in Article 380<sup>1</sup> § 1 item 3 of CCC.
- In the opinion of the Supervisory Board, the Management Board properly discharged its duties in terms of reporting on an ongoing basis on transactions and other events or circumstances that significantly affect or may affect the Company's assets, including its profitability or liquidity. Having that in mind the Supervisory Board renders a positive assessment on how the Company discharged the duty laid down in Article 380<sup>1</sup> § 1 item 4 of CCC.
- The Company's Management Board provided the Supervisory Board with information on an ongoing basis on changes and updating information provided previously. As a result, the Supervisory Board renders a positive opinion on the Management Board discharging the reporting duty laid down in Article 380<sup>1</sup> § 1 item 5 of CCC.

## **8 Assessment of how the Management Board prepared or conveyed information, documents, reports or explanations to the Supervisory Board as requested by the Supervisory Board**

The Supervisory Board renders a positive opinion on how the Management Board has provided it with information, documents, reports and explanations. All the information, documents, reports and explanations the Supervisory Board requested from the Management Board and designated employees were provided to it by the designated deadlines and in the requested form in a transparent and comprehensive manner. The foregoing also pertains to documents and information regarding subsidiaries and affiliates.

## **9 Information on the total compensation due from the Company for all the audits commissioned by the Supervisory Board under the procedure defined by Article 382<sup>1</sup> of the Commercial Company Code.**

Thus far the Company's Supervisory Board has not taken advantage of the option of appointing a Supervisory Board advisor. Accordingly, no costs have been generated by virtue thereof.

## **10 Supervisory Board's evaluation of its work**

The Supervisory Board performed its work within the framework of the applicable law and the Company's internal normative acts. The evaluation consists of a positive assessment of the organization and activity of the Supervisory Board as a collective body. Members of the Supervisory Board ensure a diversity of knowledge, judgment and experience necessary to complete the tasks properly and achieve the stated goals. The Supervisory Board members have done their utmost to ensure the proper performance of their duties relating to the continuous supervision over the Company's activity in all areas of its operation. On the basis of its evaluation, the Supervisory Board asserts that it has fulfilled its duties laid down by the Articles of Association and the Code. Accordingly, the Supervisory Board moves to grant a discharge to its members on the performance of their duties in the 2024 financial year.

**DINO POLSKA S.A. Supervisory Board**

*[Relevant signatures on the original]*

Tomasz Biernacki \_\_\_\_\_

Maciej Polanowski \_\_\_\_\_

Eryk Bajer \_\_\_\_\_

Piotr Borowski \_\_\_\_\_

Sławomir Jakszuk \_\_\_\_\_