

Draft resolutions
of the Ordinary Shareholder Meeting
to be adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held
on 22 June 2026

The Management Board of DINO POLSKA S.A. (hereinafter: the 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 22 June 2026 at 10:00 a.m. in the Company's registered office, i.e. in Krotoszyn (63-700) at ul. Ostrowska 122.

Resolution No. 1/6/2026
of the Ordinary Shareholder Meeting
of DINO POLSKA S.A.
of 22 June 2026
on electing the Chairperson of the Shareholder Meeting

§ 1

The Company's Ordinary Shareholder Meeting hereby resolves to elect Mr./Ms. [...] to be the Chairperson of the Shareholder Meeting.

§ 2

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

Resolution No. 2/6/2026
of the Ordinary Shareholder Meeting
of DINO POLSKA S.A.
of 22 June 2026
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 of the Shareholder Meeting.
5. Examine the following documents submitted by the Management Board:
 - the Management Board’s Report on the Activity of DINO POLSKA S.A. and the DINO POLSKA S.A. Group in the 2025 financial year, including a sustainability report of the DINO POLSKA S.A. Group for the financial year ended 31 December 2025,
 - standalone financial statements of DINO POLSKA S.A. for the financial year ended 31 December 2025,
 - consolidated financial statements of the DINO POLSKA S.A. Group for the financial year ended 31 December 2025,
 - the Management Board’s motion on the distribution of the net profit in 2025.
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 2025,
 - 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 S.A. Group in 2025, the financial statements of DINO POLSKA S.A. for the year ended 31 December 2025, the consolidated financial statements of the DINO POLSKA S.A. Group for the year ended 31 December 2025 and the Management Board’s motion on the distribution of the Company’s profit for the financial year ended 31 December 2025.
7. Examine the Supervisory Board’s motions on the following matters:
 - approve the Management Board’s Report on the Activity of DINO POLSKA S.A. and the DINO POLSKA S.A. Group in the 2025 financial year, including a sustainability report of the DINO POLSKA S.A. Group for the financial year ended 31 December 2025,
 - approve the standalone financial statements of DINO POLSKA S.A. for the financial year ended 31 December 2025,
 - approve the consolidated financial statements of the DINO POLSKA S.A. Group for the financial year ended 31 December 2025,
 - adopt the Management Board’s motion on the distribution of the net profit for the 2025 financial year,
 - grant a discharge to the Company’s Management Board Members and Supervisory Board Members on the performance of their duties in the 2025 financial year.
8. Adopt a resolution to approve the annual report on the activity of the DINO POLSKA S.A. Supervisory Board in 2025.
9. Adopt resolutions to approve the following:
 - the Management Board’s Report on the Activity of DINO POLSKA S.A. and the DINO POLSKA S.A. Group in the 2025 financial year, including a sustainability report of the DINO POLSKA S.A. Group for the financial year ended 31 December 2025,
 - standalone financial statements of DINO POLSKA S.A. for the financial year ended 31 December 2025,
 - consolidated financial statements of the DINO POLSKA S.A. Group for the financial year ended 31 December 2025.
10. Adopt a resolution on the distribution of the net profit for the 2025 financial year.
11. Adopt resolutions to grant discharges to the Company’s Management Board members on the performance of their duties in the 2025 financial year.
12. Adopt resolutions to grant discharges to the Company’s Supervisory Board members on the performance of their duties in the 2025 financial year.

13. Examine and adopt a resolution on rendering an opinion on the Annual Remuneration Report of the DINO POLSKA S.A. Management Board and Supervisory Board in 2025.
14. Close the Shareholder Meeting.

§ 2

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

**Resolution No. 3/6/2026
of the Ordinary Shareholder Meeting
of DINO POLSKA S.A.
of 22 June 2026
to approve the annual report on the activity of the DINO POLSKA S.A.
Supervisory Board in 2025**

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(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 2025 financial year is hereby approved.

§ 2

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

Justification for draft resolution no. 3/6/2026 to be adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 22 June 2026 to approve the annual report on the activity of the DINO POLSKA S.A. Supervisory Board in 2025

Pursuant to Rule No. 2.11 under the Best Practices of WSE Listed Companies 2021, adopted by Resolution No. 13/1834/2021 of the Supervisory Board of Giełda Papierów Wartościowych w Warszawie S.A. (Warsaw Stock Exchange) on 29 March 2021, and pursuant to Article 382 § 3(3) of the Commercial Company Code, the Supervisory Board prepared an annual report on its activities in the 2025 financial year. Consideration and approval of the report presented by the Supervisory Board is the exclusive power of the Company's Shareholder Meeting.

Resolution No. 4/6/2026
of the Ordinary Shareholder Meeting
of DINO POLSKA S.A.
of 22 June 2026

to approve the Management Board's Report on the activity of DINO POLSKA S.A. and the DINO POLSKA S.A. Group in the 2025 financial year, including a sustainability report of the DINO POLSKA S.A. Group for the 2025 financial year

Pursuant to Article 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 S.A. Group in the 2025 financial year, including a sustainability report of the DINO POLSKA S.A. Group for the financial year ended 31 December 2025, is hereby approved.

§ 2

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

Resolution No. 5/6/2026
of the Ordinary Shareholder Meeting
of DINO POLSKA S.A.
of 22 June 2026

to approve the standalone financial statements of DINO POLSKA S.A. for the financial year ended 31 December 2025

Pursuant to Article 395 § 2(1) of the Commercial Company Code, the Company's Ordinary Shareholder Meeting resolves as follows:

§ 1

To approve the financial statements of DINO POLSKA S.A. for the financial year ended 31 December 2025, containing the following:

- a) introduction to the financial statements,
- b) balance sheet prepared as at 31 December 2025 with total assets and liabilities and equity of PLN 13,948,544 thousand,
- c) statement of profit or loss for the financial year from 1 January 2025 to 31 December 2025 showing net profit of PLN 1,147,066 thousand,

- d) statement of changes in equity for the financial year from 1 January 2025 to 31 December 2025, showing an increase in equity by PLN 1,147,066 thousand,
- e) statement of cash flows for the financial year from 1 January 2025 to 31 December 2025, showing an increase in cash by PLN 73,521 thousand,
- f) notes and explanations to the financial statements.

§ 2

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

**Resolution No. 6/6/2026
of the Ordinary Shareholder Meeting
of DINO POLSKA S.A.
of 22 June 2026**

**to approve the consolidated financial statements of the DINO POLSKA S.A.
Group for the financial year ended 31 December 2025,**

Pursuant to Article 395 § 5 of the Commercial Company Code, the Company's Ordinary Shareholder Meeting resolves as follows:

§ 1

To approve the consolidated financial statements of the DINO POLSKA S.A. Group for the year ended 31 December 2025, containing the following:

- a) consolidated statement of profit or loss for the financial year from 1 January 2025 to 31 December 2025 showing net profit of PLN 1,558,797 thousand,
- b) consolidated statement of comprehensive income for the financial year from 1 January 2025 to 31 December 2025, showing total income of PLN 1,557,323 thousand,
- c) consolidated statement of financial position prepared as at 31 December 2025 with total assets and liabilities and equity of PLN 15,171,280 thousand,
- d) consolidated statement of cash flows for the financial year from 1 January 2025 to 31 December 2025, showing an increase in cash by PLN 63,792 thousand,
- e) consolidated statement of changes in equity for the financial year from 1 January 2025 to 31 December 2025, showing an increase in equity by PLN 1,568,679 thousand,
- f) accounting policies and notes and explanations to the consolidated financial statements.

§ 2

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

Resolution No. 7/6/2026
of the Ordinary Shareholder Meeting
of DINO POLSKA S.A.
of 22 June 2026
on the distribution of the net profit for the 2025 financial year

§ 1

Pursuant to article 395 § 2(2) of the Commercial Company Code, the Company's Ordinary Shareholder Meeting resolves to allocate the net profit for the financial year 2025 in the amount of PLN 1,147,066 thousand in such a way that the entire profit is allocated to the Company's supplementary capital.

§ 2

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

Justification for draft resolution no. 7/6/2026 to be adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 22 June 2026 on the distribution of the net profit for the 2025 financial year

Pursuant to draft resolution no. 7/6/2026 to be adopted by the Ordinary Shareholder Meeting, the net profit for the 2025 financial year in the amount of PLN 1,147,066 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. 8/6/2026
of the Ordinary Shareholder Meeting
of DINO POLSKA S.A.
of 22 June 2026
granting a discharge to a member of the Company's Management Board

Pursuant to Article 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 his duties as a member of the Company's Management Board in the 2025 financial year, i.e. in the period from 1 January 2025 to 31 December 2025.

§ 2

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

**Resolution No. 9/6/2026
of the Ordinary Shareholder Meeting
of DINO POLSKA S.A.
of 22 June 2026
granting a discharge to a member of the Company's Management Board**

Pursuant to Article 395 § 2(3) of the Commercial Company Code, the Company's Ordinary Shareholder Meeting resolves as follows:

§ 1

A discharge is granted to Mr. Marcin Jędraszak on the performance of her duties as a member of the Company's Management Board in the 2025 financial year, i.e. in the period from 1 January 2025 to 31 December 2025.

§ 2

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

**Resolution No. 10/6/2026
of the Ordinary Shareholder Meeting
of DINO POLSKA S.A.
of 22 June 2026
granting a discharge to a member of the Company's Management Board**

Pursuant to Article 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 2025 financial year, i.e. in the period from 1 January 2025 to 31 December 2025.

§ 2

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

**Resolution No. 11/6/2026
of the Ordinary Shareholder Meeting
of DINO POLSKA S.A.
of 22 June 2026
granting a discharge to a member of the Company's Management Board**

Pursuant to Article 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 2025 financial year, i.e. in the period from 1 January 2025 to 31 December 2025.

§ 2

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

**Resolution No. 12/6/2026
of the Ordinary Shareholder Meeting
of DINO POLSKA S.A.
of 22 June 2026
granting a discharge to a Member of the Company's Supervisory Board**

Pursuant to Article 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 2025 financial year, i.e. in the period from 1 January 2025 to 31 December 2025, including for serving in the capacity of the Chairman of the Company's Supervisory Board in the period from 1 January 2025 to 31 December 2025.

§ 2

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

**Resolution No. 13/6/2026
of the Ordinary Shareholder Meeting
of DINO POLSKA S.A.
of 22 June 2026
granting a discharge to a Member of the Company's Supervisory Board**

Pursuant to Article 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 2025 financial year, i.e. in the period from 1 January 2025 to 31 December 2025, including for serving in the capacity of the Deputy Chairman of the Company's Supervisory Board in the period from 1 January 2025 to 31 December 2025.

§ 2

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

Resolution No. 14/6/2026
of the Ordinary Shareholder Meeting
of DINO POLSKA S.A.
of 22 June 2026
granting a discharge to a Member of the Company's Supervisory Board

Pursuant to Article 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 2025 financial year, i.e. in the period from 1 January 2025 to 31 December 2025.

§ 2

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

Resolution No. 15/6/2026
of the Ordinary Shareholder Meeting
of DINO POLSKA S.A.
of 22 June 2026
granting a discharge to a Member of the Company's Supervisory Board

Pursuant to Article 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 Borowski on the performance of his duties as a member of the Company's Supervisory Board in the 2025 financial year, i.e. in the period from 1 January 2025 to 31 December 2025.

§ 2

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

Resolution No. 16/6/2026
of the Ordinary Shareholder Meeting
of DINO POLSKA S.A.
of 22 June 2026
granting a discharge to a Member of the Company's Supervisory Board

Pursuant to Article 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 2025 financial year, i.e. in the period from 1 January 2025 to 31 December 2025.

§ 2

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

Justification to the drafts of Resolutions No. 8/6/2026, 9/6/2026, 10/6/2026, 11/6/2026, 12/6/2026, 13/6/2026, 14/6/2026, 15/6/2026 and 16/6/2026 of the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 22 June 2026 on granting a discharge to Members of the Company's Management Board and Supervisory Board

Pursuant to Article 395 § 2(3) in conjunction with Article 393(1) of the Commercial Company Code and § 11(2)(2) of the Company's Articles of Association, the subject of the Shareholder Meeting is the adoption of resolutions on granting a discharge to members of the Company's governing bodies on the performance of their duties. Adoption of a resolution in this regard is the exclusive power of the Shareholder Meeting.

Resolution No. 17/6/2026
of the Ordinary Shareholder Meeting
of DINO POLSKA S.A.
of 22 June 2026
on rendering an opinion on the Annual Management and Supervisory Board Remuneration Report of DINO POLSKA S.A. for 2025

Pursuant to Article 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 remuneration report of the Management Board and the Supervisory Board of DINO POLSKA S.A. in 2025.

§ 2

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

Justification for draft resolution 17/6/2026 to be adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 22 June 2026 on rendering an opinion on the annual Remuneration Report of the DINO POLSKA S.A. Management Board and Supervisory Board in 2025

Pursuant to Article 395 § 2¹ of the Commercial Company Code, the subject of an ordinary shareholder meeting in the companies referred to in Article 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 be adopting the resolution referred to in Article 90g sec. 6 of that act. Pursuant to Article 90g sec. 6 of the act invoked above, the shareholder meeting adopts a resolution rendering an opinion on the remuneration report, which the supervisory board is obligated to draft. This resolution is advisory in nature.

The draft resolution No. 17/6/2026 presented to the Company's Shareholder Meeting implements the above obligations.