

**Resolution No. 1/7/2020**  
**Adopted by the Ordinary Shareholder Meeting**  
**of "DINO POLSKA" S.A.**  
**on 2 July 2020**  
**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. 2/7/2020**  
**Adopted by the Ordinary Shareholder Meeting**  
**of "DINO POLSKA" S.A.**  
**on 2 July 2020**  
**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 Activity Report for "DINO Polska" S.A. and the "DINO Polska" S.A. Group for the 2019 financial year,
  - financial statements of "DINO Polska" S.A. and the consolidated financial statements of the "DINO Polska" S.A. Group for the 2019 financial year,
  - motion on the distribution of the net profit for the 2019 financial year.
6. Examine the following documents submitted by the Supervisory Board:
  - Supervisory Board activity report for the 2019 financial year,
  - Supervisory Board report on the results of examination of the Company's activity report in the 2019 financial year, the Company's financial statements for the 2019 financial year and the Management Board's motion on the distribution of the Company's profit for the 2019 financial year,
  - Supervisory Board report on the results of examination of the consolidated financial statements of the "DINO Polska" S.A. Group for the 2019 financial year,

- Supervisory Board report on the results of examination of the of the "DINO Polska" S.A. Group activity report for the 2019 financial year.
7. Examination of the Supervisory Board's motions on the following matters:
    - accept the Management Board Activity Report for "DINO Polska" S.A. and the financial statements of "DINO Polska" S.A. for the 2019 financial year,
    - accept the Management Board Activity Report for the "DINO Polska" S.A. Group and the consolidated financial statements of the "DINO Polska" S.A. Group for the 2019 financial year,
    - accept the Management Board's motion on the distribution of the net profit achieved in the 2019 financial year,
    - grant a discharge to the Company's Management Board members on the performance of their duties in the 2019 financial year.
  8. Adopt resolutions to approve:
    - the Management Board Activity Report for "DINO Polska" S.A. for the 2019 financial year,
    - the financial statements of "DINO Polska" S.A. for the 2019 financial year.
  9. Adopt a resolution on the distribution of the net profit for the 2019 financial year.
  10. Adopt resolutions to approve:
    - Activity Report of the "DINO Polska" S.A. Group for the 2019 financial year,
    - consolidated financial statements of the "DINO Polska" S.A. Group for the 2019 financial year.
  11. Adopt resolutions to grant a discharge to the Company's Management Board members on the performance of their duties in the 2019 financial year.
  12. Adopt resolutions to grant a discharge to the Company's Supervisory Board members on the performance of their duties in the 2019 financial year.
  13. Adopt a resolution to appoint Mr. Szymon Piduch to be a member of the Company's Supervisory Board.
  14. Adopt a resolution to accept the Compensation Policy for the Company's Management Board and Supervisory Board members.
  15. Adopt a resolution to set the amount of compensation for Supervisory Board member.
  16. Adopt a resolution to amend the Company's Articles of Association and adopt the consolidated text of the Company's Articles of Association.
  17. Close the Shareholder Meeting.

## **§ 2**

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

**Resolution No. 3/7/2020**  
**Adopted by the Ordinary Shareholder Meeting**  
**of "DINO POLSKA" S.A.**

**on 2 July 2020**

**to approve the Management Board report on the Company's activity for the 2019 financial year**

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

**§ 1**

The Company's Management Board Activity Report for "DINO Polska" S.A. for the 2019 financial year is approved.

**§ 2**

The resolution comes into force on the date of its adoption.

**Resolution No. 4/7/2020**

**Adopted by the Ordinary Shareholder Meeting**

**of "DINO POLSKA" S.A.**

**on 2 July 2020**

**to approve the Company's financial statements for the 2019 financial year**

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 2019 financial year, including:

- a) introduction to the financial statements,
- b) balance sheet prepared as at 31 December 2019 with total assets and equity and liabilities of PLN 3,918,286 thousand,
- c) statement of profit or loss for the financial year from 1 January 2019 to 31 December 2019 showing net profit of PLN 318,201 thousand,
- d) statement of changes in equity for the financial year from 1 January 2019 to 31 December 2019, showing an increase in equity by PLN 318,201 thousand,
- e) statement of cash flows for the financial year from 1 January 2019 to 31 December 2019, showing an increase in cash by PLN 118,353 thousand,
- f) notes and explanations to the financial statements.

**§ 2**

The resolution comes into force on the date of its adoption.

**Resolution No. 5/7/2020**

**Adopted by the Ordinary Shareholder Meeting**

**of "DINO POLSKA" S.A.**

**on 2 July 2020**

**on the distribution of the net profit for the 2019 financial year**

**§ 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 2019 financial year in the amount of PLN 318,201 thousand, in such a way that the entire profit is allocated to the Company's supplementary capital.

**§ 3**

The resolution comes into force on the date of its adoption.

**Resolution No. 6/7/2020**

**Adopted by the Ordinary Shareholder Meeting**

**of "DINO POLSKA" S.A.**

**on 2 July 2020**

**to approve the Activity Report of the "DINO Polska" S.A. Group for the 2019 financial year**

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

**§ 1**

The Company's Management Board Activity Report for "DINO Polska" S.A. Group for the 2019 financial year is approved.

**§ 2**

The resolution comes into force on the date of its adoption.

**Resolution No. 7/7/2020**

**Adopted by the Ordinary Shareholder Meeting**

**of "DINO POLSKA" S.A.**

**on 2 July 2020**

**to approve the consolidated financial statements of the "DINO Polska" S.A. Group for the 2019 financial year**

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" S.A. Group for the 2019 financial year, including the following is approved:

- a) introduction to the consolidated financial statements,
- b) consolidated statement of financial position prepared as at 31 December 2019 with total assets and equity and liabilities of PLN 4,350,750 thousand,

- c) consolidated statement of profit or loss for the financial year from 1 January 2019 to 31 December 2019 showing net profit of PLN 410,907 thousand, while the consolidated statement of comprehensive income for the financial year from 1 January 2019 to 31 December 2019, showing the total income of PLN 410,480 thousand,
- d) consolidated statement of changes in equity for the financial year from 1 January 2019 to 31 December 2019, showing an increase in equity by PLN 410,480 thousand,
- e) consolidated statement of cash flows for the financial year from 1 January 2019 to 31 December 2019, showing an increase in cash by PLN 125,800 thousand,
- f) notes and explanations to the consolidated financial statements.

## **§ 2**

The resolution comes into force on the date of its adoption.

**Resolution No. 8/7/2020**  
**Adopted by the Ordinary Shareholder Meeting**  
**of "DINO POLSKA" S.A.**  
**on 2 July 2020**

**granting a discharge to the President 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. Szymon Piduch on the performance of his duties as a member of the Company's Management Board, including his service in the capacity of President of the Company's Management Board in the 2019 financial year.

## **§ 2**

The resolution comes into force on the date of its adoption.

**Resolution No. 9/7/2020**  
**Adopted by the Ordinary Shareholder Meeting**  
**of "DINO POLSKA" S.A.**  
**on 2 July 2020**

**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 2019 financial year.

**§ 2**

The resolution comes into force on the date of its adoption.

**Resolution No. 10/7/2020**

**Adopted by the Ordinary Shareholder Meeting**

**of "DINO POLSKA" S.A.**

**on 2 July 2020**

**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 2019 financial year, from 30 August 2020.

**§ 2**

The resolution comes into force on the date of its adoption.

**Resolution No. 11/7/2020**

**Adopted by the Ordinary Shareholder Meeting**

**of "DINO POLSKA" S.A.**

**on 2 July 2020**

**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. Jakub Macuga on the performance of his duties as a member of the Company's Management Board in the period of serving in this capacity from 12 April 2019 to 11 October 2019.

**§ 2**

The resolution comes into force on the date of its adoption.

**Resolution No. 12/7/2020**

**Adopted by the Ordinary Shareholder Meeting**

**of "DINO POLSKA" S.A.**

**on 2 July 2020**

**granting a discharge to a member of the Company's Supervisory Board**

Pursuant to art. 395 § 2.3 of the Commercial Company Code, the Company's Ordinary Shareholder Meeting resolves as follows:

**§ 1**

A discharge is granted to Mr. Tomasz Biernacki on the performance of his duties as a member of the Company's Supervisory Board including his service in the capacity of Chairman of the Company's Supervisory Board in the 2019 financial year.

**§ 2**

The resolution comes into force on the date of its adoption.

**Resolution No. 13/7/2020**

**Adopted by the Ordinary Shareholder Meeting**

**of "DINO POLSKA" S.A.**

**on 2 July 2020**

**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 Bajzer on the performance of his duties as a member of the Company's Supervisory Board in the 2019 financial year.

**§ 2**

The resolution comes into force on the date of its adoption.

**Resolution No. 14/7/2020**

**Adopted by the Ordinary Shareholder Meeting**

**of "DINO POLSKA" S.A.**

**on 2 July 2020**

**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 2019 financial year.

**§ 2**

The resolution comes into force on the date of its adoption.

**Resolution No. 15/7/2020**  
**Adopted by the Ordinary Shareholder Meeting**  
**of "DINO POLSKA" S.A.**  
**on 2 July 2020**

**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 2019 financial year.

**§ 2**

The resolution comes into force on the date of its adoption.

**Resolution No. 16/7/2020**  
**Adopted by the Ordinary Shareholder Meeting**  
**of "DINO POLSKA" S.A.**  
**on 2 July 2020**

**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 2019 financial year.

**§ 2**

The resolution comes into force on the date of its adoption.

**Resolution No. 17/7/2020**  
**Adopted by the Ordinary Shareholder Meeting**  
**of "DINO POLSKA" S.A.**  
**on 2 July 2020**

**to appoint Mr. Szymon Piduch to be a member of the Company's Supervisory Board**



Pursuant to art. 385 § 1 of the Commercial Company Code and § 11 sec. 2 item 3 and § 13 sec. 4 item 2 of the Company's Articles of Association, the Company's Ordinary Shareholder Meeting resolves as follows:

**§ 1**

To appoint Mr. Szymon Piduch to be a member of the Supervisory Board of "DINO Polska" S.A.

**§ 2**

The resolution comes into force on the date of its adoption.

**Justification for draft resolution no. 17/7/2020 of the Ordinary Shareholder Meeting of "DINO POLSKA" S.A. of 2 July 2020 to appoint Mr. Szymon Piduch to be a member of the Company's Supervisory Board**

The draft resolution to appoint Mr. Szymon Piduch, the current President of the Management Board of DINO POLSKA S.A. to be a Member of the Company's Supervisory Board is to fulfill the motion submitted by a Company shareholder, namely Mr. Tomasz Biernacki to place such an item on the agenda of the Company's Shareholder Meeting. The intention is to leverage Mr. Szymon Piduch's extensive experience to provide support from the Supervisory Board level to the key projects of "DINO POLSKA" S.A.

**Resolution No. 18/7/2020**

**Adopted by the Ordinary Shareholder Meeting**

**of "DINO POLSKA" S.A.**

**on 2 July 2020**

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

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

**§ 1**

The Compensation Policy for the Company's Management Board and Supervisory Board members is adopted in the wording defined in attachment to this resolution.

**§ 2**

The resolution comes into force on the date of its adoption.

**Justification for draft resolution no. 18/7/2020 of the Ordinary Shareholder Meeting of "DINO POLSKA" S.A. of 2 July 2020 to accept the Compensation Policy for the Company's Management Board and Supervisory Board Members.**

The adoption of a Compensation Policy for the Management Board and Supervisory Board Members with a resolution by the Shareholder Meeting is required by art. 90d of the Act of 29 July 2005 on Public Offering and the Terms and Conditions for Introducing Financial Instruments to an Organized Trading System and on Public Companies.

**Resolution No. 19/7/2020**

**Adopted by the Ordinary Shareholder Meeting**

**of "DINO POLSKA" S.A.**

**on 2 July 2020**

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

Pursuant to § 11 sec. 2 item 3 of the Company's Articles of Association, the Company's Ordinary Shareholder Meeting hereby resolves as follows:

**§ 1**

The monthly net compensation of the member of the Company's Supervisory Board – Szymon Piduch is hereby set in the amount of PLN 5.000,00.

**§ 2**

The resolution comes into force on the date of its adoption.

**Resolution No. 20/7/2020**

**Adopted by the Ordinary Shareholder Meeting**

**of "DINO POLSKA" S.A.**

**on 2 July 2020**

**to amend the Company's Articles of Association**

Pursuant to art. 430 § 1 of the Commercial Company Code, the Company's Ordinary Shareholder Meeting resolves as follows:

**§ 1**

Items 74) - 80) worded as follows are hereby added to § 4 sec. 1 of the Company's Articles of Association, after item 73):

- 74) 52.21.Z Service activities incidental to land transportation.
- 75) 52.24.C Cargo handling in other reloading points,
- 76) 52.29.A Sea transportation agencies activities,
- 77) 52.29.C Other transportation agencies activities,
- 78) 53.20.Z Other postal and courier activities,
- 79) 64.99.Z Other financial service activities, except insurance and pension funding not elsewhere classified,
- 80) 79.12.Z Tour operator activities

## **§ 2**

The resolution comes into force on the date of its adoption.

### **Justification for draft resolution no. 20/7/2020 of the Ordinary Shareholder Meeting of "DINO POLSKA" S.A. of 2 July 2020 to amend the Company's Articles of Association**

"DINO POLSKA" S.A. is constantly analyzing the possibilities for enhancing the efficiency of its various operating areas, including, among others, the transportation network it manages. Accordingly, the Company is considering the undertaking of additional operations and rendering new services for other companies in the Dino Polska Group and for external partners. The amendment to the Company's Articles of Association involving the expansion of its line of business to include the areas designated in the draft resolution would enable the Company to undertake these activities, which in principle will complement the Company's current operating areas and will not exert a significant influence on the overall context of the business it conducts.

### **Resolution No. 21/7/2020**

**Adopted by the Ordinary Shareholder Meeting  
of "DINO POLSKA" S.A.  
on 2 July 2020**

**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 that the consolidated text of the Company's Articles of Association is adopted in the wording defined in attachment to this resolution.

**§ 2**

The resolution comes into force on the date of its adoption.