

**Draft resolutions of the  
Extraordinary Shareholder Meeting of  
DINO POLSKA S.A. of 24 January 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 Extraordinary Shareholder Meeting convened to be held on 24 January 2024 at 10:00 a.m. in the Company's registered office, i.e. in Krotoszyn (63-700) at ul. Ostrowska 122.

**Resolution No. 1/1/2024  
of the Extraordinary Shareholder Meeting of  
DINO POLSKA S.A.  
of 24 January 2024  
on electing the Chairperson of the Shareholder Meeting**

**§ 1**

The Company's Extraordinary 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. 2/1/2024  
of the Extraordinary Shareholder Meeting of  
DINO POLSKA S.A.  
of 24 January 2024  
on accepting the agenda of the Shareholder Meeting**

**§ 1**

The Company's Extraordinary 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. Adopt a resolution to appoint a member satisfying the criteria for independence to the Supervisory Board of the current term of office.
6. Adopt a resolution to set the amount of gross compensation for the newly appointed Supervisory Board Member.
7. Close the Shareholder Meeting.

## **§ 2**

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

**Resolution No. 3/1/2024  
of the Extraordinary Shareholder Meeting of  
DINO POLSKA S.A.  
of 24 January 2024  
to appoint a member satisfying the criteria for independence to the Supervisory  
Board of the current term of office**

Pursuant to art. 385 § 1 of the Commercial Company Code, the Company's Extraordinary Shareholder Meeting resolves as follows:

## **§ 1**

The Company's Extraordinary Shareholder Meeting hereby appoints [...] to be the Company's Supervisory Board Member for the joint term of office, which began on 18 June 2021.

## **§ 2**

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

**Rationale for Resolution No. 3/1/2024 of the Extraordinary Shareholder Meeting of DINO POLSKA S.A. of 24 January 2024 to appoint a member satisfying the criteria for independence to the Supervisory Board of the current term of office**

The adoption of Resolution No. 3/1/2024 by the Extraordinary Shareholder Meeting of the Company is a result of the resignation tendered by Mr. Piotr Nowjalis from the position of the Company's Supervisory Board Member, effective as of 31 December 2023, and the need to complete the composition of the Supervisory Board by adding one person. 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. Pursuant to Resolution No. 18/6/2021, adopted by the Ordinary Shareholder Meeting of DINO POLSKA S.A. held on 18 June 2021, the Supervisory Board of the current term of office consists of 5 members. Accordingly, this draft resolution has been submitted to the Extraordinary Shareholder Meeting for consideration.

**Resolution No. 4/1/2024**  
**of the Extraordinary Shareholder Meeting of**  
**DINO POLSKA S.A.**  
**of 24 January 2024**  
**to set the amount of gross compensation for the newly appointed Company's**  
**Supervisory Board Member**

Pursuant to art. 392 § 1 of the Commercial Company Code and § 11 sec. 2 item 3 of the Company's Articles of Association, the Company's Extraordinary Shareholder Meeting resolves as follows:

**§ 1**

The Company's Extraordinary Shareholder Meeting hereby sets the monthly compensation for Mr./Ms. \_\_\_\_\_, the newly appointed Member of the Supervisory Board of DINO POLSKA S.A. in the gross monthly amount of PLN 8,300.00.

**§ 2**

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

**Rationale for Resolution No. 4/1/2024 of the Extraordinary Shareholder Meeting of DINO POLSKA S.A. of 24 January 2024 to set the amount of gross compensation for the newly appointed Company's Supervisory Board Member**

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 compensation proposed in the draft resolution is within the range of compensation for Supervisory Board members of the current term of office, set by Resolution No. 23/6/2021 of the Ordinary Shareholder Meeting of DINO POLSKA S.A. of 18 June 2021 to set the amount of compensation for a Supervisory Board Member.