

**Resolution No. 1
of the Ordinary Shareholders' Meeting
of Eurocash S.A.
of May 9, 2019**

concerning the appointment of the Chairman of the Shareholders' Meeting

Pursuant to Art. 409 § 1 of the Commercial Companies Code and § 4 of the By-laws of Shareholders' Meeting of Eurocash S.A. the Shareholders' Meeting hereby appoints Mrs./Mr. [...] as Chairman of the Shareholders' Meeting.

**Resolution No. 2
of the Ordinary Shareholders' Meeting
of Eurocash S.A.
of May 9, 2019**

concerning the adoption of the Agenda of the Ordinary Shareholders' Meeting

The Shareholders' Meeting hereby adopts the agenda of the Ordinary Shareholders' Meeting, as announced in accordance with Art. 402¹ of the Commercial Company's Code, which consists of:

- 1) Opening of the Ordinary Shareholders' Meeting;
- 2) Confirmation that the Ordinary Shareholders' Meeting was validly convened and is able to adopt resolutions;
- 3) Election of the Chairman of the Ordinary Shareholders' Meeting;
- 4) Making an attendance list;
- 5) Adoption of the agenda;
- 6) Evaluation of the Company's annual report for 2018, including the financial statement for 2018 and the Management Board's report on the Company's business activity in 2018;
- 7) Evaluation of the Company's Capital Group consolidated annual report for 2018, including the consolidated financial statement for 2018 and the Management Board's report on the business activity of Eurocash S.A. Capital Group in 2018;
- 8) Evaluation of the Supervisory Board report on its activity in 2018, including a concise information on the Company's standing;
- 9) Adoption of a resolution concerning the approval of the Company's annual report for 2018, including the financial statement for 2018 and the Management Board's report on the Company's business activity in 2018;
- 10) Adoption of a resolution concerning the approval of the Company's Capital Group consolidated annual report for 2018, including the consolidated financial statement for 2018 and the Management Board's report on the business activity of Eurocash S.A. Capital Group in 2018;
- 11) Adoption of a resolution concerning distribution of net profit for 2018;
- 12) Adoption of resolutions concerning the acknowledgement of the fulfillment of duties by individual Members of the Management Board in 2018;
- 13) Adoption of resolutions concerning the acknowledgement of the fulfillment of duties by individual Members of the Supervisory Board in 2018;
- 14) Adoption of resolution concerning approval of changes to the By-laws of the Supervisory Board;
- 15) Adoption of resolutions concerning appointment of Members of the Supervisory Board;

- 16) Adoption of resolution concerning the remuneration of the Members of the Supervisory Board;
- 17) Adoption of resolutions concerning the approval for the transfer of the organized part of enterprise to a dependent company;
- 18) Closing of the Ordinary Shareholders' Meeting.

**Resolution No. 3
of the Ordinary Shareholders' Meeting
of Eurocash S.A.
of May 9, 2019**

concerning the approval of the Company's annual report including the financial statement for 2018 and the Management Board's report on the operations of the Company in 2018

Pursuant to Article 395 § 2 point 1 in conjunction with Article 393 point 1 of the Commercial Companies Code and provisions of § 16 Section 1 point 1 of the Statute of Eurocash S.A. (the "**Company**"), based on the Company's annual report, the opinion presented by the expert auditor Ernst & Young Audyt Polska spółka z ograniczoną odpowiedzialnością sp. k. and according to the recommendation expressed in Resolution No. 1 of the Supervisory Board of April 8, 2019, the Ordinary Shareholders' Meeting of the Company hereby approves the Company's annual report, including:

1. separate financial statements for 2018, comprising of: (i) the general information, (ii) separate statement of the financial position as at 31 December 2018 showing the total assets in the amount of PLN 5,354,939,292.00 (five billion three hundred fifty four million nine hundred thirty nine thousand two hundred ninety two), (iii) separate income statement for the period from 1 January to 31 December 2018 and separate statement of comprehensive income for the period from 1 January to 31 December 2018 showing respectively profit for the period in the amount of PLN 149,621,055.00 (one hundred forty nine million six hundred twenty one thousand fifty five) and total comprehensive income for the period in amount of PLN 148,466,403.00 (one hundred forty eight million four hundred sixty six thousand four hundred and three), (iv) separate statement of changes in equity for the period from 1 January to 31 December 2018 representing the balance as at 31 December 2018 of PLN 1,050,866,874.00 (one billion fifty million eight hundred sixty six thousand eight hundred seventy four), (v) separate statement of cash flows for the period from January 1, 2018, to December 31, 2018, indicating a decrease of net cash in the amount of PLN 17,589,098.00 (seventeen million five hundred eighty nine thousand and ninety eight), and (vi) supplementary information and notes; and
2. the Management Board's report on the operations of the Company in 2018.

**Resolution No. 4
of the Ordinary Shareholders' Meeting
of Eurocash S.A.
of May 9, 2019**

concerning the approval of the Company's Capital Group consolidated annual report for 2018 including the consolidated financial statement for 2018 and the Management Board's report on the operations of the Eurocash S.A. Capital Group

Pursuant to Art. 395 § 5 of the Commercial Companies Code, Art. 55 and Art. 63 c Sec. 4 of the Accounting Law and § 16 Sec. 1 item 11 of the Statute of Eurocash S.A. (the "**Company**"), based on the Company's Capital Group consolidated annual report for 2018,

the opinion presented by the expert auditor Ernst & Young Audyt Polska spółka z ograniczoną odpowiedzialnością sp. k. and according to the recommendation expressed in Resolution No. 1 of the Company's Supervisory Board of April 8, 2019, the Company's Ordinary Shareholders' Meeting hereby approves the Company's Capital Group consolidated annual report for 2018, including, in particular:

1. the consolidated annual financial statements of 2018, comprising of: (i) the general information, (ii) the consolidated statement of financial position as at 31 December 2018 showing the total assets in the amount of PLN 6,010,906,273.00 (six billion ten million nine hundred six thousand two hundred seventy three), (iii) the consolidated income statement for the period from 1 January to 31 December 2018 and consolidated statement of comprehensive income for the period from 1 January to 31 December 2018 showing respectively profit for the period in the amount of PLN 111,652,270.00 (one hundred eleven million six hundred fifty two thousand two hundred seventy) and total comprehensive income for the period in the amount of PLN 110,497,618.00 (one hundred ten million four hundred ninety seven thousand six hundred and eighteen), (iv) the consolidated statement of changes in equity for the period from 1 January to 31 December 2018 representing the balance as at 31 December 2018 of PLN 1,036,408,519.00 (one billion thirty six million four hundred eight thousand five hundred and nineteen), (v) the consolidated statement of cash flows for the period from 1 January to 31 December 2018 indicating a decrease of net cash in the amount of PLN 6,041,496.00 (six million forty one thousand four hundred ninety six), and (vi) supplementary information and notes; and
2. the Company's Management Board's report on the operations of the Company's Capital Group in 2018, including in particular a statement on the compliance with the corporate governance rules.

**Resolution No. 5
of the Ordinary Shareholders' Meeting
of Eurocash S.A.
of May 9, 2019**

concerning distribution of profit for 2018

Pursuant to Article 395 § 2 point 2 of the Commercial Companies Code and provisions of § 16 Section 1 point 6 of the Statute of Eurocash S.A. (the "**Company**") and based on recommendation expressed in Resolution No. 1 of the Supervisory Board of April 8, 2019, the Ordinary Shareholders' Meeting of Eurocash S.A. hereby resolves that the net profit for 2018 amounting to PLN 149,621,055.00 (one hundred forty nine million six hundred twenty one thousand fifty five) shall be distributed as follows:

1. shareholders of record on May 29, 2019, shall be eligible to receive the dividend in amount PLN 1.00 (one Zloty) per one Company's share; the dividend shall be payable by June 19, 2019, and
2. the remaining part of the profit for 2018 shall be transferred to the Company's reserve capital.

**Resolution No. 6
of the Ordinary Shareholders' Meeting
of Eurocash S.A.
of May 9, 2019**

*concerning acknowledgement of the fulfillment of the President of Management Board's
duties performed by Mr. Luis Manuel Conceicao do Amaral in 2018*

Pursuant to Article 395 § 2 point 3 in conjunction with Article 393 point 1 of the Commercial Companies Code and provisions of § 16 Section 1 point 1 of the Statue of Eurocash S.A. and based on recommendation expressed in Resolution No. 1 of the Supervisory Board of April 8, 2019, the Ordinary Shareholders' Meeting of Eurocash S.A. hereby acknowledges Mr. Luis Manuel Conceicao do Amaral's fulfillment of his President of Management Board's duties performed in 2018.

**Resolution No. 7
of the Ordinary Shareholders' Meeting
of Eurocash S.A.
of May 9, 2019**

*concerning acknowledgement of the fulfillment of the Management Board member's duties
performed by Ms. Katarzyna Kopaczewska in 2018*

Pursuant to Article 395 § 2 point 3 in conjunction with Article 393 point 1 of the Commercial Companies Code and provisions of § 16 Section 1 point 1 of the Statue of Eurocash S.A. and based on recommendation expressed in Resolution No. 1 of the Supervisory Board of April 8, 2019, the Ordinary Shareholders' Meeting hereby acknowledges Ms. Katarzyna Kopaczewska's fulfillment of her Management Board member's duties performed in 2018.

**Resolution No. 8
of the Ordinary Shareholders' Meeting
of Eurocash S.A.
of May 9, 2019**

*concerning acknowledgement of the fulfillment of the Management Board member's duties
performed by Mr. Rui Amaral in 2018*

Pursuant to Article 395 § 2 point 3 in conjunction with Article 393 point 1 of the Commercial Companies Code and provisions of § 16 Section 1 point 1 of the Statue of Eurocash S.A. and based on recommendation expressed in Resolution No. 1 of the Supervisory Board of April 8, 2019, the Ordinary Shareholders' Meeting hereby acknowledges Mr. Rui Amaral's fulfillment of his Management Board member's duties performed in 2018.

**Resolution No. 9
of the Ordinary Shareholders' Meeting
of Eurocash S.A.
of May 9, 2019**

*concerning acknowledgement of the fulfillment of the Management Board member's duties
performed by Mr. Arnaldo Guerreiro in 2018*

Pursuant to Article 395 § 2 point 3 in conjunction with Article 393 point 1 of the Commercial Companies Code and provisions of § 16 Section 1 point 1 of the Statue of Eurocash S.A. and based on recommendation expressed in Resolution No. 1 of the Supervisory Board of April 8,

2019, the Ordinary Shareholders' Meeting hereby acknowledges Mr. Arnaldo Guerreiro's fulfillment of his Management Board member's duties performed in 2018.

**Resolution No. 10
of the Ordinary Shareholders' Meeting
of Eurocash S.A.
of May 9, 2019**

*concerning acknowledgement of the fulfillment of the Management Board member's duties
performed by Mr. Pedro Martinho in 2018*

Pursuant to Article 395 § 2 point 3 in conjunction with Article 393 point 1 of the Commercial Companies Code and provisions of § 16 Section 1 point 1 of the Statute of Eurocash S.A. and based on recommendation expressed in Resolution No. 1 of the Supervisory Board of April 8, 2019, the Ordinary Shareholders' Meeting hereby acknowledges Mr. Pedro Martinho's fulfillment of his Management Board member's duties performed in 2018.

**Resolution No. 11
of the Ordinary Shareholders' Meeting
of Eurocash S.A.
of May 9, 2019**

*concerning acknowledgement of the fulfillment of the Management Board member's duties
performed by Mr. Jacek Owczarek in 2018*

Pursuant to Article 395 § 2 point 3 in conjunction with Article 393 point 1 of the Commercial Companies Code and provisions of § 16 Section 1 point 1 of the Statute of Eurocash S.A. and based on recommendation expressed in Resolution No. 1 of the Supervisory Board of April 8, 2019, the Ordinary Shareholders' Meeting hereby acknowledges Mr. Jacek Owczarek's fulfillment of his Management Board member's duties performed in 2018.

**Resolution No. 12
of the Ordinary Shareholders' Meeting
of Eurocash S.A.
of May 9, 2019**

*concerning acknowledgement of the fulfillment of the Management Board member's duties
performed by Mr. Przemysław Ciaś in 2018*

Pursuant to Article 395 § 2 point 3 in conjunction with Article 393 point 1 of the Commercial Companies Code and provisions of § 16 Section 1 point 1 of the Statute of Eurocash S.A. and based on recommendation expressed in Resolution No. 1 of the Supervisory Board of April 8, 2019, the Ordinary Shareholders' Meeting hereby acknowledges Mr. Przemysław Ciaś's fulfillment of his Management Board member's duties performed in 2018 between February 22 and December 31, 2018.

**Resolution No. 13
of the Ordinary Shareholders' Meeting
of Eurocash S.A.
of May 9, 2019**

*concerning acknowledgement of the fulfillment of the Management Board member's duties
performed by Mr. Paweł Musiał in 2018*

Pursuant to Article 395 § 2 point 3 in conjunction with Article 393 point 1 of the Commercial Companies Code and provisions of § 16 Section 1 point 1 of the Statute of Eurocash S.A. and based on recommendation expressed in Resolution No. 1 of the Supervisory Board of April 8, 2019, the Ordinary Shareholders' Meeting hereby acknowledges Mr. Paweł Musiał fulfillment of his Management Board member's duties performed in 2018 between April 1 and July 31, 2018.

**Resolution No. 14
of the Ordinary Shareholders' Meeting
of Eurocash S.A.
of May 9, 2019**

*concerning acknowledgement of the fulfillment of the Chairman of the Supervisory Board's
duties performed by Mr. João Borges de Assunção in 2018*

Pursuant to Article 395 § 2 point 3 in conjunction with Article 393 point 1 of the Commercial Companies Code and provisions of § 16 Section 1 point 1 of the Statute of Eurocash S.A., the Ordinary Shareholders' Meeting hereby acknowledges Mr. João Borges de Assunção's fulfillment of his Chairman of the Supervisory Board's duties performed in 2018.

**Resolution No. 15
of the Ordinary Shareholders' Meeting
of Eurocash S.A.
of May 9, 2019**

*concerning acknowledgement of the fulfillment of the Supervisory Board member's duties
performed by Mr. Eduardo Aguinaga de Moraes in 2018*

Pursuant to Article 395 § 2 point 3 in conjunction with Article 393 point 1 of the Commercial Companies Code and provisions of § 16 Section 1 point 1 of the Statute of Eurocash S.A., the Ordinary Shareholders' Meeting hereby acknowledges Mr. Eduardo Aguinaga de Moraes fulfillment of his Supervisory Board member's duties performed in 2018 between January 1 and May 9, 2018.

**Resolution No. 16
of the Ordinary Shareholders' Meeting
of Eurocash S.A.
of May 9, 2019**

*concerning acknowledgement of the fulfillment of the Supervisory Board member's duties
performed by Mr. Hans Joachim Körber in 2018*

Pursuant to Article 395 § 2 point 3 in conjunction with Article 393 point 1 of the Commercial Companies Code and provisions of § 16 Section 1 point 1 of the Statute of Eurocash S.A., the Ordinary Shareholders' Meeting hereby acknowledges Mr. Hans Joachim Körber fulfillment of his Supervisory Board member's duties performed in 2018.

**Resolution No. 17
of the Ordinary Shareholders' Meeting
of Eurocash S.A.
of May 9, 2019**

concerning acknowledgement of the fulfillment of the Supervisory Board member's duties performed by Mr. Francisco José Valente Hipólito dos Santos in 2018

Pursuant to Article 395 § 2 point 3 in conjunction with Article 393 point 1 of the Commercial Companies Code and provisions of § 16 Section 1 point 1 of the Statute of Eurocash S.A., the Ordinary Shareholders' Meeting hereby acknowledges Mr. Francisco José Valente Hipólito dos Santos fulfillment of his Supervisory Board member's duties performed in 2018.

**Resolution No. 18
of the Ordinary Shareholders' Meeting
of Eurocash S.A.
of May 9, 2019**

concerning acknowledgement of the fulfillment of the Supervisory Board member's duties performed by Mr. Jacek Sz wajcowski in 2018

Pursuant to Article 395 § 2 point 3 in conjunction with Article 393 point 1 of the Commercial Companies Code and provisions of § 16 Section 1 point 1 of the Statute of Eurocash S.A., the Ordinary Shareholders' Meeting hereby acknowledges Mr. Jacek Sz wajcowski fulfillment of his Supervisory Board member's duties performed in 2018.

**Resolution No. 19
of the Ordinary Shareholders' Meeting
of Eurocash S.A.
of May 9, 2019**

concerning acknowledgement of the fulfillment of the Supervisory Board member's duties performed by Ms. Alicja Kornasiewicz in 2018

Pursuant to Article 395 § 2 point 3 in conjunction with Article 393 point 1 of the Commercial Companies Code and provisions of § 16 Section 1 point 1 of the Statute of Eurocash S.A., the Ordinary Shareholders' Meeting hereby acknowledges Ms. Alicja Kornasiewicz fulfillment of his Supervisory Board member's duties performed in 2018 between May 9 and December 31, 2018.

**Resolution No. 20
of the Ordinary Shareholders' Meeting
of Eurocash S.A.
of May 9, 2019**

concerning approval of changes to the By-laws of the Supervisory Board

Pursuant to § 13 Section 8 of the Statute of Eurocash S.A., the Ordinary Shareholders' Meeting hereby approves the change of the By-laws of the Supervisory Board, i.e., the change of wording of Appendix 1 to the By-laws of the Supervisory Board (new wording attached hereto) as adopted on the basis of the resolution of the Supervisory Board of April 8, 2019.

**Resolution No. 21
of the Ordinary Shareholders' Meeting
of Eurocash S.A.
of May 9, 2019**

concerning the appointment of Member of the Supervisory Board

Pursuant to Article 385 § 1 and 2 of the Commercial Companies Code and provisions of § 13 Section 3 of the Statute of Eurocash S.A. (the “Company”), the Company’s Annual General Assembly hereby appoints Mr./Ms. _____ as Member of Company’s Supervisory Board.

**Resolution No. 22
of the Ordinary Shareholders’ Meeting
of Eurocash S.A.
of May 9, 2019**

concerning the appointment of Member of the Supervisory Board

Pursuant to Article 385 § 1 and 2 of the Commercial Companies Code and provisions of § 13 Section 3 of the Statute of Eurocash S.A. (the “Company”), the Company’s Annual General Assembly hereby appoints Mr./Ms. _____ as Member of Company’s Supervisory Board.

**Resolution No. 23
of the Ordinary Shareholders’ Meeting
of Eurocash S.A.
of May 9, 2019**

concerning the remuneration of the Members of the Supervisory Board

Pursuant to Article 392 § 1 of the Commercial Companies Code and provisions of § 14 Section 6 of the Statutes of Eurocash S.A. (hereinafter the “Company”), the Ordinary Shareholders’ Meeting hereby resolves that:

- Each of the Members of the Company’s Supervisory Board shall be entitled to remuneration for exercising his duties in the amount of PLN 50.000 (fifty thousand) Euro per annum or the Zloty equivalent thereof, calculated using the mid exchange rate announced by the National Bank of Poland as of the date of payment, payable in four equal installments on the last business day of the pertinent quarter.

**Resolution No. 24
of the Ordinary Shareholders’ Meeting
of Eurocash S.A.
of May 9, 2019**

*concerning the approval for the transfer of the organized part of enterprise of the Company
to a dependent company*

Pursuant to Article 393 Section 3) of the Commercial Companies Code and provisions of § 13 Section 2 Subsection (x) of the Statute of Eurocash S.A. (the “Company”) it is hereby resolved as follows:

1. The Ordinary Shareholders’ Meeting hereby approves the transfer of the organized part of enterprise, consisting of material and non-material components (organizationally, functionally and financially separated in the internal organizational

structure of the Company) designed to conduct business activity comprising in the retail chain of franchise stores “ABC” (the “OPE”). In consequence, the Ordinary Shareholders’ Meeting hereby also approves the transfer to the entity specified in Sec. 2 below of all liabilities connected with the OPE or with the activity conducted by the Company within the OPE, which liabilities – together with the OPE – form the organized part of enterprise of the Company within the meaning of Art. 55 (1) of the Civil Code and Art. 4a) Sec. 4 of the law of 15 February 1992 on corporate income tax.

2. The transfer of the OPE shall be implemented through the transfer as a contribution in-kind to a dependent company (i.e., to a company in which 100% of shares are held directly or indirectly by the Company).
3. To ensure the transfer of OPE as described above the Ordinary Shareholders’ Meeting hereby authorizes the Company’s Management Board to undertake any and all actions necessary to transfer the OPE, in particular to:
 - 1) determine the detailed list of material and non-material components of the OPE and liabilities that will be transferred to the dependent company;
 - 2) determine the value of the OPE as the in-kind contribution of the Company to the dependent company (taking into account the liabilities);
 - 3) determine (together with the dependent company) the number and face value of shares that the Company will acquire in return for the in-kind contribution being the OPE;
 - 4) undertake any and all actions to obtain – where applicable – the consents of the counterparties for the transfer to the dependent company of Company’s rights and obligations under the agreements to which the Company is a party (in particular, the consents of creditors for the transfer to the dependent company of the liabilities taken over by the dependent company together with the OPE);
 - 5) undertake any and all legal and factual actions necessary for the implementation hereof, including the execution of proper agreements connected with the transfer of OPE to the dependent company in return for newly created shares.

**Resolution No. 25
of the Ordinary Shareholders’ Meeting
of Eurocash S.A.
of May 9, 2019**

*concerning the approval for the transfer of the organized part of enterprise of the Company
to a dependent company*

Pursuant to Article 393 Section 3) of the Commercial Companies Code and provisions of § 13 Section 2 Subsection (x) of the Statute of Eurocash S.A. (the “Company”) it is hereby resolved as follows:

1. The Ordinary Shareholders’ Meeting hereby approves the transfer of the organized part of enterprise, consisting of material and non-material components (organizationally, functionally and financially separated in the internal organizational structure of the Company) designed to conduct business activity comprising in the

retail chain of franchise stores “Groszek” (the “OPE”). In consequence, the Ordinary Shareholders’ Meeting hereby also approves the transfer to the entity specified in Sec. 2 below of all liabilities connected with the OPE or with the activity conducted by the Company within the OPE, which liabilities – together with the OPE – form the organized part of enterprise of the Company within the meaning of Art. 55 (1) of the Civil Code and Art. 4a) Sec. 4 of the law of 15 February 1992 on corporate income tax.

2. The transfer of the OPE shall be implemented through the transfer as a contribution in-kind to a dependent company (i.e., to a company in which 100% of shares are held directly or indirectly by the Company).
3. To ensure the transfer of OPE as described above the Ordinary Shareholders’ Meeting hereby authorizes the Company’s Management Board to undertake any and all actions necessary to transfer the OPE, in particular to:
 - 1) determine the detailed list of material and non-material components of the OPE and liabilities that will be transferred to the dependent company;
 - 2) determine the value of the OPE as the in-kind contribution of the Company to the dependent company (taking into account the liabilities);
 - 3) determine (together with the dependent company) the number and face value of shares that the Company will acquire in return for the in-kind contribution being the OPE;
 - 4) undertake any and all actions to obtain – where applicable – the consents of the counterparties for the transfer to the dependent company of Company’s rights and obligations under the agreements to which the Company is a party (in particular, the consents of creditors for the transfer to the dependent company of the liabilities taken over by the dependent company together with the OPE);
 - 5) undertake any and all legal and factual actions necessary for the implementation hereof, including the execution of proper agreements connected with the transfer of OPE to the dependent company in return for newly created shares.