

Dear Shareholders,

The Management Board of Eurocash S.A. (hereinafter the "**Company**" or "**Eurocash**") hereby presents the justification of the particular resolutions of the Ordinary Shareholders' Meeting convened for May 9, 2019 (hereinafter the "**OSM**").

**Resolution No. 1 and 2  
concerning the appointment of the Chairman of the Shareholders' Meeting and  
concerning the adoption of the Agenda of the Ordinary Shareholders' Meeting**

Resolutions of organizational character.

**Resolution No. 3 and 4  
concerning the approval of the Company's annual report for 2018, including the separate  
financial statements for 2018 and the Management Board's report on the operations of the  
Company in 2018 and concerning the approval of the Company's Capital Group annual  
consolidated report for 2018, including the consolidated financial statements for 2018 and the  
Management Board's report on the operations of the Eurocash Capital Group in 2018**

The approval of the Company's annual report for 2018 and approval of the Company's Capital Group annual consolidated report for 2018, on which the opinion was issued by an expert auditor Ernst & Young Audyt Polska spółka z ograniczoną odpowiedzialnością sp. k., is justified by the fact that the documents are complete, reliable and give a true view of the Company's operations for the period they cover. They were approved and obtained a positive recommendation to the OSM in Resolution No. 1 of the Supervisory Board dated April 8, 2019.

**Resolution No. 5  
concerning distribution of profit for 2018**

In the opinion of the Management Board, the proposed distribution of the net profit for 2018 is in accordance with the policy of the Management Board of the Company, which is to assign the maximum possible amount to be paid in a form of dividend, subject to the condition that it will not have a negative impact on the financing of the Company's current operations and the planned investment program. The amount of the proposed dividend is also attributable to the additional profit realized on the sale of PayUp Polska S.A. shares.

**Resolutions No. 6 - 13  
concerning granting the Management Board members of a vote of approval of their  
duties in 2018**

Granting of the vote of approval expresses the acceptance of the work of the pertinent persons who were the Company's Management Board Members within the period to which the approval applies. The results for 2018 and the set prospects for development confirm the correctness of the development strategy of the Company assumed and implemented by the Management Board. Granting the vote of approval to the abovementioned persons is in compliance with the recommendation expressed in Resolution No. 1 of the Supervisory Board of April 8, 2019.

**Resolutions No. 14 - 19  
concerning granting the Supervisory Board members of the vote of approval of their duties  
in 2018**

Granting of the vote of approval expresses acceptance of the work of the pertinent persons who were on the Company's Supervisory Board within the period to which the approval relates. Granting of the approval to the Supervisory Board members of their duties is justified by the result of the audit of the Company's annual report by the expert auditor.

**Resolution No. 20  
concerning approval of changes to the By-laws of the Supervisory Board**

Adoption of the resolution is justified by the intention to reflect the provisions of Best Practice for GPW Listed Companies from 2016 in the wording of Appendix 1 to the By-laws adopted in 2004.

**Resolution No. 21 and No. 22  
concerning the appointment of Supervisory Board Members**

As at the day of the OSM the terms of office of all present Members of the Supervisory Board, composed of 5 Members, shall expire. Pursuant to § 13 Sec. 2 of the Statute, Politra B.V. S.a r.l. has the right to appoint 3 Supervisory Board Members. The remaining 2 Supervisory Board Members are elected by the General Meeting, pursuant to § 13 Sec. 3 of the Statutes.

**Resolution No. 23  
concerning the remuneration of Supervisory Board Members**

Adoption of the resolution is necessary due to appointment of the Supervisory Board for the subsequent tenure. The amounts of remuneration remain at the hitherto level (as adopted in resolution No. 21 of the Ordinary Shareholders Meeting of April 19, 2016).

**Resolution No. 24 and No. 25  
concerning the approval for the transfer of the organized part of enterprise to a dependent company**

Adoption of resolutions concerning the consent for the transfer of organized parts of Company's enterprise (designed to conduct business activity comprising in the chain of "ABC" and "Groszek" stores) results from the Company's willingness to transfer activities in form of organization and management of retail franchise chains to separate entities, 100% dependent from the Company. This intention is justified by the aim of unifying the structure of the Eurocash Group, in which franchise retail chains are run by separate companies (eg. Delikatesy Centrum, Lewiatan, Euro - Sklep, Duży Ben and Kontigo).