

**Resolution No. 1
of the Extraordinary Shareholders' Meeting
of Eurocash S.A.
of August 28, 2014**

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 Extraordinary Shareholders' Meeting
of Eurocash S.A.
of August 28, 2014**

concerning the adoption of the Agenda of the Shareholders' Meeting

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

- 1) Opening of the Extraordinary Shareholders' Meeting;
- 2) Confirmation that the Extraordinary Shareholders' Meeting was validly convened and is able to adopt resolutions;
- 3) Election of the Chairman of the Extraordinary Shareholders' Meeting;
- 4) Making an attendance list;
- 5) Adoption of the agenda;
- 6) Adoption of a resolution concerning merger of the Company with "POL CATER HOLDING" Sp. z o.o.;
- 7) Adoption of a resolution concerning the approval of the final list of Entitled Persons under the Eighth Employees Incentive and Reward Scheme for 2012;
- 8) Closing of Extraordinary Shareholders' Meeting.

**Resolution No. 3
of the Extraordinary Shareholders' Meeting
of Eurocash S.A.
of August 28, 2014**

concerning the merger of the Company with "POL CATER HOLDING" Sp. z o.o.

The Shareholders' Meeting of Eurocash S.A., following the oral Management Board's presentation of material aspects of the merger plan of Eurocash S.A. and "POL CATER HOLDING" Sp. z o.o. hereby resolves as follows:

1. Acting pursuant to Article 506 § 1 of the Commercial Companies Code merger of Eurocash S.A. with its registered seat in Komorniki, entered into the national court register under the KRS No. 0000213765 (the "Company") and "POL CATER HOLDING" Sp. z o.o. with its registered seat in Błonie, entered into the national court register under the KRS No. 0000241989 ("POL CATER"), is hereby resolved.

2. The merger is implemented on the basis of Article 492 § 1 Section 1) of the Commercial Companies Code through the transfer of all assets of POL CATER being the company subject to take-over to the Company being the company taking-over (merger through take-over).
3. Considering the fact that the Company, as the company taking-over, holds 100% of shares of POL CATER as the company subject to take-over:
 - pursuant to Article 515 § 1 of the Commercial Companies Code the merger is implemented without the increase of the Company's share capital, hence no changes to the Company's Statutes are made;
 - pursuant to Article 516 § 6 in connection with Article 516 § 6 of the Commercial Companies Code the Management Boards of the merging companies do not prepare the written report mentioned in Article 501 of the Commercial Companies Code;
 - pursuant to Article 516 § 6 in connection with Article 516 § 6 of the Commercial Companies Code the merger plan is not subject to examination of the expert auditor.
4. The merger plan agreed upon by the merging companies and announced in the *Monitor Sądowy i Gospodarczy* No. 141/2014 (4520) dated July 23, 2014, is hereby approved.

**Resolution No. 4
of the Extraordinary Shareholders' Meeting
of Eurocash S.A.
of August 28, 2014**

*concerning the approval of the final list of Entitled Persons under the Eighth Employees
Incentive and Reward Scheme for 2012*

Pursuant to § 5 Sec. 1 of resolution No. 3 of the Extraordinary Shareholders' Meeting of Eurocash S.A. (the "Company") concerning the Eighth, Ninth and Tenth Employees Incentive and Reward Schemes for 2012, 2013 and 2014, the Extraordinary Shareholders' Meeting hereby approves the final list of Entitled Persons under the Eighth Employees Incentive and Reward Scheme for 2012 established on the basis of resolution No. 3 of the Supervisory Board of the Company dated July 17, 2014.