

**Resolution No. 1
of the Extraordinary Shareholders' Meeting
of Eurocash S.A.
of February 26, 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 February 26, 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 Tradis Sp. z o.o.;
- 7) Closing of Extraordinary Shareholders' Meeting.

**Resolution No. 3
of the Extraordinary Shareholders' Meeting
of Eurocash S.A.
of February 26, 2014**

concerning the merger of the Company with Tradis Sp. z o.o.

The Extraordinary Shareholders' Meeting of "**EUROCASH**" S.A. with its seat in **Komorniki** hereby resolves the merger of **Tradis Spółka z ograniczoną odpowiedzialnością with its seat in Lublin (Tradis)**, Al. Witosa 16, 20-315 Lublin, entered into the register of entrepreneurs of the National Court Register maintained by the District Court Lublin – East in Lublin seated in Świdnik, VI Commercial Division of National Court Register under the KRS No. 0000272382 with "**EUROCASH**" S.A. with its seat in **Komorniki (Eurocash)**, Wiśniowa 11, 62-052 Komorniki, entered into the register of entrepreneurs of the National Court Register maintained by the District Court Poznań – Nowe Miasto and Wilda in Poznań, VIII Commercial Division of the National Court Register under the KRS No. 0000213765, subject to terms and conditions specified in the merger plan signed on December 17, 2013, by the Management Boards of the merging companies and published on the websites of the companies on December 20, 2013 (Merger Plan).

The Extraordinary Shareholders' Meeting of Eurocash confirms that the shareholders of Eurocash had the opportunity to analyze the merger documentation in accordance with the provisions of the Commercial Companies Code, including the Merger Plan and enclosures thereto, within the deadlines specified in the Management Board's notifications to shareholders. The Extraordinary Shareholders' Meeting of Eurocash accepts the Merger Plan and agrees that no changes to statutes of Eurocas shall be made.

The merger is implemented on the basis of Art. 492 § 1 Sec. 1 of the Commercial Companies Code through the transfer of all assets of Tradis being the company subject to take-over to Eurocash being the company taking-over.

As Eurocash holds 100% of shares of Tradis, in accordance with Art. 515 § 1 of the Commercial Companies Code the merger is implemented without the increase of share capital of Eurocash. Therefore, there is no obligation to grant the shares of Eurocash to the shareholders of Tradis. Hence, there is no obligation to specify the date as from which the granted shares of Eurocash participate in the profit of Eurocash.

In consequence of the merger the share capital of Eurocash shall remain at the amount of 135,074,736.00 PLN (one hundred thirty five million seventy four thousand seven hundred thirty six Zloty) and will be composed of 135,074,736 shares of the nominal value of 1.00 PLN (one Zloty) each, held by the hitherto shareholders of Eurocash.

The Extraordinary Shareholders' Meeting of Eurocash confirms that no particular benefits or rights are granted to the members of the governing bodies of the merging companies or other persons participating in the merger (including shareholders of the merging companies). It is hereby confirmed that there are no particularly entitled persons in Tradis.