

**Resolution No. 1  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of June 13, 2011**

*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 June 13, 2011**

*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. 402<sup>1</sup> 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 2010, including the financial statement for 2010 and the Management Board's report on the Company's business activity in 2010;
- 7) Evaluation of the Company's Capital Group consolidated annual report for 2010, including the consolidated financial statement for 2010 and the Management Board's report on the business activity of Eurocash S.A. Capital Group in 2010;
- 8) Evaluation of the Supervisory Board report on its activity in 2010, including a concise information on the Company's standing;
- 9) Adoption of a resolution concerning the approval of the Company's annual report for 2010, including the financial statement for 2010 and the Management Board's report on the Company's business activity in 2010;
- 10) Adoption of a resolution concerning the approval of the Company's Capital Group consolidated annual report for 2010, including the consolidated financial statement for 2010 and the Management Board's report on the business activity of Eurocash S.A. Capital Group in 2010;
- 11) Adoption of a resolution concerning distribution of net profit for 2010;
- 12) Adoption of resolutions concerning the acknowledgement of the fulfillment of duties by individual Members of the Management Board in 2010;
- 13) Adoption of resolutions concerning the acknowledgement of the fulfillment of duties by individual Members of the Supervisory Board in 2010;
- 14) Adoption of resolution concerning the approval of the list of Conditionally Entitled Persons under the Seventh Employee Bonus and Reward Scheme of 2010;

- 15) Adoption of resolution regarding the dissolution of the reserve capital formed for the purpose of realization the Company's treasury shares buy-back program;
- 16) Closing of the Ordinary Shareholders' Meeting.

**Resolution No. 3  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of June 13, 2011**

*concerning the approval of the Company's annual report including the financial statement for 2010 and the Management Board's report on the operations of the Company in 2010*

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 KPMG Audyt Sp. z o.o. and according to the recommendation expressed in Resolution No. 1 of the Supervisory Board of May 13, 2011, the Ordinary Shareholders' Meeting of the Company hereby approves the Company's annual report, including:

1. the separate financial statement for 2010, comprising of: (i) the general information, (ii) separate statement of the financial position as at 31 December 2010 showing the total assets in the amount of PLN 1,712,916,224 (one billion seven hundred twelve million nine hundred sixteen thousand two hundred twenty four zloty), (iii) separate income statement for the period from 1 January to 31 December 2010 and separate statement of comprehensive income for the period from 1 January to 31 December 2010 showing respectively profit for the period and total comprehensive income for the period in amount of PLN 63,149,188 (sixty three million one hundred forty nine thousand one hundred eighty eight zloty), (iv) separate statement of changes in equity for the period from 1 January to 31 December 2010 representing the balance as at 31 December 2010 of PLN 325,364,720 (three hundred twenty five million three hundred sixty four thousand seven hundred twenty zloty), (v) separate statement of cash flows for the period from 1 January to 31 December 2010 indicating an increase of net cash in the amount of PLN 37,604,128 (thirty seven million six hundred four thousand one hundred twenty eight zloty), and (vi) supplementary information and notes; and
2. the Management Board's report on the operations of the Company in 2010.

**Resolution No. 4  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of June 13, 2011**

*concerning the approval of the Company's Capital Group consolidated annual report for 2010 including the consolidated financial statement for 2010 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 2010, the opinion presented by the expert auditor KPMG Audyt Sp. z o.o. and according to the recommendation expressed in Resolution No. 1 of the Company's Supervisory Board of May 13, 2011, the Company's Ordinary Shareholders' Meeting hereby approves the Company's Capital Group consolidated annual report for 2010, including, in particular:

1. the consolidated annual financial statement of 2010, comprising of: (i) the general information, (ii) the consolidated statement of financial position as at 31 December 2010 showing the total assets in the amount of PLN 2,402,980,573 (two billion four hundred two million nine hundred eighty thousand five hundred seventy three zloty), (iii) the consolidated income statement for the period from 1 January to 31 December 2010 and consolidated statement of comprehensive income for the period from 1 January to 31 December 2010 showing respectively profit for the period and total comprehensive income for the period in amount of PLN 128,446,420 (one hundred twenty eight million four hundred forty six thousand four hundred twenty zloty) (iv) the consolidated statement of changes in equity for the period from 1 January to 31 December 2010 representing the balance as at 31 December 2010 of PLN 457,104,760 (four hundred fifty seven million one hundred four thousand seven hundred sixty zloty), (v) the consolidated statement of cash flows for the period from 1 January to 31 December 2010 indicating an increase of net cash in the amount of PLN 54,047,960 (fifty four million forty seven thousand nine hundred sixty zloty) 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 2010, 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 June 13, 2011**

*concerning distribution of profit for 2010*

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 May 13, 2011, the Ordinary Shareholders' Meeting of Eurocash S.A. hereby resolves that the net profit for 2010 amounting to 63,149,188 (sixty three million one hundred forty nine thousand one hundred eighty eight zloty) shall be distributed as follows:

1. the shareholders of record on July 1, 2011, shall be eligible to receive the dividend in amount PLN 0.37 (thirty seven groszes) per one Company's share; the dividend shall be payable by July 15, 2011;
2. the balance shall be transferred to Company's spare capital.

**Resolution No. 6**  
**of the Ordinary Shareholders' Meeting**  
**of Eurocash S.A.**  
**of June 13, 2011**

*concerning acknowledgement of the fulfillment of the President of Management Board's  
duties performed by Mr. Luis Manuel Conceicao do Amaral in 2010*

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 May 13, 2011, 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 2010 from 1 January to 31 December 2010.

**Resolution No. 7  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of June 13, 2011**

*concerning acknowledgement of the fulfillment of the Management Board member's duties  
performed by Ms. Katarzyna Kopaczewska in 2010*

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 May 13, 2011, the Ordinary Shareholders' Meeting hereby acknowledges Ms. Katarzyna Kopaczewska's fulfillment of her Management Board member's duties performed in 2010 from 1 January to 31 December 2010.

**Resolution No. 8  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of June 13, 2011**

*concerning acknowledgement of the fulfillment of the Management Board member's duties  
performed by Mr. Rui Amaral in 2010*

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 May 13, 2011, the Ordinary Shareholders' Meeting hereby acknowledges Mr. Rui Amaral's fulfillment of his Management Board member's duties performed in 2010 from 1 January to 31 December 2010.

**Resolution No. 9  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of June 13, 2011**

*concerning acknowledgement of the fulfillment of the Management Board member's duties  
performed by Mr. Arnaldo Guerreiro in 2010*

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 May 13, 2011, the Ordinary Shareholders' Meeting hereby acknowledges Mr. Arnaldo Guerreiro's fulfillment of his Management Board member's duties performed in 2010 from 1 January to 31 December 2010.

**Resolution No. 10  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of June 13, 2011**

*concerning acknowledgement of the fulfillment of the Management Board member's duties performed by Mr. Pedro Martinho in 2010*

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 May 13, 2011, the Ordinary Shareholders' Meeting hereby acknowledges Mr. Pedro Martinho's fulfillment of his Management Board member's duties performed in 2010 from 1 January to 31 December 2010.

**Resolution No. 11  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of June 13, 2011**

*concerning acknowledgement of the fulfillment of the Management Board member's duties performed by Mr. Ryszard Majer in 2010*

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 May 13, 2011, the Ordinary Shareholders' Meeting hereby acknowledges Mr. Ryszard Majer's fulfillment of his Management Board member's duties performed in 2010 from 1 January to 31 December 2010.

**Resolution No. 12  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of June 13, 2011**

*concerning acknowledgement of the fulfillment of the Management Board member's duties performed by Mr. Jacek Owczarek in 2010*

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 May 13, 2011, the Ordinary Shareholders' Meeting hereby acknowledges Mr. Jacek Owczarek's fulfillment of his Management Board member's duties performed in 2010 from 1 January to 31 December 2010.

**Resolution No. 13  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of June 13, 2011**

*concerning acknowledgement of the fulfillment of the Chairman of the Supervisory Board's duties performed by Mr. João Borges de Assunção in 2010*

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 2010 from 1 January to 31 December 2010.

**Resolution No. 14  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of June 13, 2011**

*concerning acknowledgement of the fulfillment of the Supervisory Board member's duties  
performed by Mr. Eduardo Aguinaga de Moraes in 2010*

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 2010 from 1 January to 31 December 2010.

**Resolution No. 15  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of June 13, 2011**

*concerning acknowledgement of the fulfillment of the Supervisory Board member's duties  
performed by Mr. António José Santos Silva Casanova in 2010*

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. António José Santos Silva Casanova fulfillment of his Supervisory Board member's duties performed in 2010 from 1 January to 31 December 2010.

**Resolution No. 16  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of June 13, 2011**

*concerning acknowledgement of the fulfillment of the Supervisory Board member's duties  
performed by Mr. Ryszard Wojnowski in 2010*

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. Ryszard Wojnowski fulfillment of his Supervisory Board member's duties performed in 2010 from 1 January to 31 December 2010.

**Resolution No. 17  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of June 13, 2011**

*concerning acknowledgement of the fulfillment of the Supervisory Board member's duties  
performed by Mr. Janusz Lisowski in 2010*

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. Janusz Lisowski fulfillment of his Supervisory Board member's duties performed in 2010 from 1 January to 31 December 2010.

**Resolution No. 18  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of June 13, 2011**

*concerning the list of Conditionally Entitled Persons under the Seventh Employees Bonus  
and Reward Scheme for 2010*

Pursuant to Article 395 § 5 of the Commercial Companies Code, the Ordinary Shareholders' Meeting of Eurocash S.A. (the "**Company**") hereby resolves that pursuant to the Seventh Employees Bonus and Reward Scheme for 2010, the persons listed in appendix to the protocol of this Company's Ordinary Shareholders' Meeting shall be the Conditionally Entitled Persons to acquire Series H Bonds and subscribe for Series I Shares issued under the Seventh Employees Bonus and Reward Scheme for 2010.

**Resolution No. 19  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of June 13, 2011**

*concerning the dissolution of the reserve capital formed for the purpose  
of realization the Company's treasury shares buy-back program*

The Ordinary Shareholders' Meeting of Eurocash S.A. (the "**Company**") hereby dissolves the reserve capital established for the purpose of realization of the Company's treasury shares buy-back program as adopted in the Resolution No. 29 of the Company's Ordinary Shareholders' Meeting of May 25, 2009.

Funds remaining on the contemplated reserve capital in the amount of PLN 12,884,493.09 (twelve million eight hundred eighty four thousand four hundred ninety three zloty 09/100) shall be transferred to the part of the spare capital originating from the net profits of the Company, which pursuant to Art. 348 § 1 of the Commercial Companies Code may be designated for distribution among shareholders.