

**Resolution No. 1  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of May 20, 2013**

*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 20, 2013**

*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 2012, including the financial statement for 2012 and the Management Board's report on the Company's business activity in 2012;
- 7) Evaluation of the Company's Capital Group consolidated annual report for 2012, including the consolidated financial statement for 2012 and the Management Board's report on the business activity of Eurocash S.A. Capital Group in 2012;
- 8) Evaluation of the Supervisory Board report on its activity in 2012, including a concise information on the Company's standing;
- 9) Adoption of a resolution concerning the approval of the Company's annual report for 2012, including the financial statement for 2012 and the Management Board's report on the Company's business activity in 2012;
- 10) Adoption of a resolution concerning the approval of the Company's Capital Group consolidated annual report for 2012, including the consolidated financial statement for 2012 and the Management Board's report on the business activity of Eurocash S.A. Capital Group in 2012;
- 11) Adoption of a resolution concerning distribution of net profit for 2012;
- 12) Adoption of resolutions concerning the acknowledgement of the fulfillment of duties by individual Members of the Management Board in 2012;
- 13) Adoption of resolutions concerning the acknowledgement of the fulfillment of duties by individual Members of the Supervisory Board in 2012;
- 14) Adoption of resolutions concerning appointment of Supervisory Board Members;
- 15) Adoption of a resolution concerning the list of Initially Entitled Persons under the Eighth Employee Incentive and Reward Scheme of 2012;
- 16) Adoption of a resolution concerning the list of Initially Entitled Persons under the Ninth Employee Incentive and Reward Scheme of 2013;

- 17) Adoption of a resolution concerning the remuneration of Members of the Supervisory Board;
- 18) Closing of the Ordinary Shareholders' Meeting.

**Resolution No. 3  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of May 20, 2013**

*concerning the approval of the Company's annual report including the financial statement for 2012 and the Management Board's report on the operations of the Company in 2012*

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 April 22, 2013, the Ordinary Shareholders' Meeting of the Company hereby approves the Company's annual report, including:

1. the separate financial statement for 2012, comprising of: (i) the general information, (ii) separate statement of the financial position as at 31 December 2012 showing the total assets in the amount of PLN 2,936,852,214 (two billion nine hundred thirty six million eight hundred fifty two thousand two hundred fourteen zloty), (iii) separate income statement for the period from 1 January to 31 December 2012 and separate statement of comprehensive income for the period from 1 January to 31 December 2012 showing respectively profit for the period and total comprehensive income for the period in amount of PLN 145,208,702 (one hundred forty five million two hundred eight thousand seven hundred two zloty), (iv) separate statement of changes in equity for the period from 1 January to 31 December 2012 representing the balance as at 31 December 2012 of PLN 477,015,635 (four hundred seventy seven million fifteen thousand six hundred thirty five zloty), (v) separate statement of cash flows for the period from 1 January to 31 December 2012 indicating a decrease of net cash in the amount of PLN 142,624,262 (one hundred forty two million six hundred twenty four thousand two hundred sixty two zloty), and (vi) supplementary information and notes; and
2. the Management Board's report on the operations of the Company in 2012.

**Resolution No. 4  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of May 20, 2013**

*concerning the approval of the Company's Capital Group consolidated annual report for 2012 including the consolidated financial statement for 2012 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 2012, 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 April

22, 2013, the Company's Ordinary Shareholders' Meeting hereby approves the Company's Capital Group consolidated annual report for 2012, including, in particular:

1. the consolidated annual financial statement of 2012, comprising of: (i) the general information, (ii) the consolidated statement of financial position as at 31 December 2012 showing the total assets in the amount of PLN 4,684,964,451 (four billion six hundred eighty four million nine hundred sixty four thousand four hundred fifty one zloty), (iii) the consolidated income statement for the period from 1 January to 31 December 2012 and consolidated statement of comprehensive income for the period from 1 January to 31 December 2012 showing respectively profit for the period and total comprehensive income for the period in amount of PLN 250,381,269 (two hundred fifty million three hundred eighty one thousand two hundred sixty nine zloty), (iv) the consolidated statement of changes in equity for the period from 1 January to 31 December 2012 representing the balance as at 31 December 2012 of PLN 783,554,388 (seven hundred eighty three million five hundred fifty four thousand three hundred eighty eight zloty), (v) the consolidated statement of cash flows for the period from 1 January to 31 December 2012 indicating an increase of net cash in the amount of PLN 141,101,774 (one hundred forty one million one hundred one thousand seven hundred seventy four 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 2012, 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 20, 2013**

*concerning distribution of profit for 2012*

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 22, 2013, the Ordinary Shareholders' Meeting of Eurocash S.A. hereby resolves that the net profit for 2012 amounting to PLN 145,208,702 (one hundred forty five million two hundred eight thousand seven hundred two zloty) shall be distributed as follows:

1. the shareholders of record on June 11, 2013, shall be eligible to receive the dividend in amount PLN 0.90 (ninety groszes) per one Company's share; the dividend shall be payable by July 2, 2013;
2. the balance shall be transferred to Company's spare capital.

**Resolution No. 6  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of May 20, 2013**

*concerning acknowledgement of the fulfillment of the President of Management Board's duties performed by Mr. Luis Manuel Conceicao do Amaral in 2012*

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 22, 2013, 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 2012 from 1 January to 31 December 2012.

**Resolution No. 7  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of May 20, 2013**

*concerning acknowledgement of the fulfillment of the Management Board member's duties performed by Ms. Katarzyna Kopaczewska in 2012*

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 22, 2013, the Ordinary Shareholders' Meeting hereby acknowledges Ms. Katarzyna Kopaczewska's fulfillment of her Management Board member's duties performed in 2012 from 1 January to 31 December 2012.

**Resolution No. 8  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of May 20, 2013**

*concerning acknowledgement of the fulfillment of the Management Board member's duties performed by Mr. Rui Amaral in 2012*

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 22, 2013, the Ordinary Shareholders' Meeting hereby acknowledges Mr. Rui Amaral's fulfillment of his Management Board member's duties performed in 2012 from 1 January to 31 December 2012.

**Resolution No. 9  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of May 20, 2013**

*concerning acknowledgement of the fulfillment of the Management Board member's duties performed by Mr. Arnaldo Guerreiro in 2012*

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 22, 2013, the Ordinary Shareholders' Meeting hereby acknowledges Mr. Arnaldo Guerreiro's fulfillment of his Management Board member's duties performed in 2012 from 1 January to 31 December 2012.

**Resolution No. 10  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of May 20, 2013**

*concerning acknowledgement of the fulfillment of the Management Board member's duties  
performed by Mr. Pedro Martinho in 2012*

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 22, 2013, the Ordinary Shareholders' Meeting hereby acknowledges Mr. Pedro Martinho's fulfillment of his Management Board member's duties performed in 2012 from 1 January to 31 December 2012.

**Resolution No. 11  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of May 20, 2013**

*concerning acknowledgement of the fulfillment of the Management Board member's duties  
performed by Mr. Jacek Owczarek in 2012*

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 22, 2013, the Ordinary Shareholders' Meeting hereby acknowledges Mr. Jacek Owczarek's fulfillment of his Management Board member's duties performed in 2012 from 1 January to 31 December 2012.

**Resolution No. 12  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of May 20, 2013**

*concerning acknowledgement of the fulfillment of the Management Board member's duties  
performed by Mr. Carlos Saraiva in 2012*

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 22, 2013, the Ordinary Shareholders' Meeting hereby acknowledges Mr. Carlos Saraiva's fulfillment of his Management Board member's duties performed in 2012 from 1 January to 31 December 2012.

**Resolution No. 13  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of May 20, 2013**

*concerning acknowledgement of the fulfillment of the Chairman of the Supervisory Board's  
duties performed by Mr. João Borges de Assunção in 2012*

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 2012 from 1 January to 31 December 2012.

**Resolution No. 14  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of May 20, 2013**

*concerning acknowledgement of the fulfillment of the Supervisory Board member's duties  
performed by Mr. Eduardo Aguinaga de Moraes in 2012*

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 2012 from 1 January to 31 December 2012.

**Resolution No. 15  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of May 20, 2013**

*concerning acknowledgement of the fulfillment of the Supervisory Board member's duties  
performed by Mr. António José Santos Silva Casanova in 2012*

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 2012 from 1 January to 31 December 2012.

**Resolution No. 16  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of May 20, 2013**

*concerning acknowledgement of the fulfillment of the Supervisory Board member's duties  
performed by Mr. Ryszard Wojnowski in 2012*

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 2012 from 1 January to 31 December 2012.

**Resolution No. 17  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of May 20, 2013**

*concerning acknowledgement of the fulfillment of the Supervisory Board member's duties performed by Mr. Janusz Lisowski in 2012*

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 2012 from 1 January to 31 December 2012.

**Resolution No. 18  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of May 20, 2013**

*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. 19  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of May 20, 2013**

*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. 20  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of May 20, 2013**

*concerning the list of Initially Entitled Persons  
under the Eighth Employee Incentive and Reward Scheme of 2012*

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 Eighth Employee Incentive and Reward Scheme of 2012, the persons listed in appendix to the protocol of this Shareholder's Meeting shall be the Initially Entitled Persons to acquire Series I Bonds and subscribe for Series M Shares issued under the Eighth Employee Incentive and Reward Scheme of 2012.

**Resolution No. 21  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of May 20, 2013**

*concerning the list of Initially Entitled Persons  
under the Ninth Employee Incentive and Reward Scheme of 2013*

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 Ninth Employee Incentive and Reward Scheme of 2013, the persons listed in appendix to the protocol of this Shareholder's Meeting shall be the Initially Entitled Persons to acquire Series J Bonds and subscribe for Series N Shares issued under the Ninth Employee Incentive and Reward Scheme of 2013.

**Resolution No. 22  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of May 20, 2013**

*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 effective from the first quarter of 2012:

1. The Chairman of the Company's Supervisory Board shall be entitled to remuneration for exercising his duties in the amount of PLN 125,000 (one hundred twenty five thousand zloty) per annum or the Euro 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.
2. Each of the remaining Members of the Company's Supervisory Board shall be entitled to remuneration for exercising his duties in the amount of PLN 100,000 (one hundred thousand zloty) per annum or the Euro 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.
3. Moreover, due to the need of devoting additional time required for travels to meetings of the Supervisory Board, each of the Members of the Company's Supervisory Board whose residence is located outside the Republic of Poland, shall be entitled to additional remuneration in the amount of PLN 5,000 (five thousand zloty) per quarter or the Euro equivalent thereof, calculated using the mid exchange rate announced by the National Bank of Poland as of the date of payment, payable on the last business day of the pertinent quarter.