

**Resolution No. 1  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of April 24, 2015**

*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 April 24, 2015**

*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 2014, including the financial statement for 2014 and the Management Board's report on the Company's business activity in 2014;
- 7) Evaluation of the Company's Capital Group consolidated annual report for 2014, including the consolidated financial statement for 2014 and the Management Board's report on the business activity of Eurocash S.A. Capital Group in 2014;
- 8) Evaluation of the Supervisory Board report on its activity in 2014, including a concise information on the Company's standing;
- 9) Adoption of a resolution concerning the approval of the Company's annual report for 2014, including the financial statement for 2014 and the Management Board's report on the Company's business activity in 2014;
- 10) Adoption of a resolution concerning the approval of the Company's Capital Group consolidated annual report for 2014, including the consolidated financial statement for 2014 and the Management Board's report on the business activity of Eurocash S.A. Capital Group in 2014;
- 11) Adoption of a resolution concerning distribution of net profit for 2014;
- 12) Adoption of resolutions concerning the acknowledgement of the fulfillment of duties by individual Members of the Management Board in 2014;
- 13) Adoption of resolutions concerning the acknowledgement of the fulfillment of duties by individual Members of the Supervisory Board in 2014;
- 14) Adoption of resolution concerning remuneration of Members of the Supervisory Board;
- 15) Closing of the Ordinary Shareholders' Meeting.

**Resolution No. 3  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of April 24, 2015**

*concerning the approval of the Company's annual report including the financial statement for 2014 and the Management Board's report on the operations of the Company in 2014*

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 March 26, 2015, the Ordinary Shareholders' Meeting of the Company hereby approves the Company's annual report, including:

1. separate financial statements for 2014, comprising of: (i) the general information, (ii) separate statement of the financial position as at 31 December 2014 showing the total assets in the amount of PLN 5,180,046,642 (five billion one hundred eighty million forty six thousand and six hundred forty two zloty), (iii) separate income statement for the period from 1 January to 31 December 2014 and separate statement of comprehensive income for the period from 1 January to 31 December 2014 showing respectively profit for the period in the amount of PLN 244,579,936 (two hundred forty four million five hundred seventy nine thousand and nine hundred thirty six zloty) and total comprehensive income for the period in amount of PLN 235,042,612 (two hundred thirty five million forty two thousand and six hundred twelve zloty), (iv) separate statement of changes in equity for the period from 1 January to 31 December 2014 representing the balance as at 31 December 2014 of PLN 785,773,954 (seven hundred eighty five million seven hundred seventy three thousand and nine hundred fifty four zloty), (v) separate statement of cash flows for the period from 1 January to 31 December 2014 indicating a decrease of net cash in the amount of PLN 12,762,144 (twelve million seven hundred sixty two thousand and one hundred forty four zloty), and (vi) supplementary information and notes; and
2. the Management Board's report on the operations of the Company in 2014.

**Resolution No. 4  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of April 24, 2015**

*concerning the approval of the Company's Capital Group consolidated annual report for 2014 including the consolidated financial statement for 2014 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 2014, 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 March 26, 2015, the Company's Ordinary Shareholders' Meeting hereby approves the Company's Capital Group consolidated annual report for 2014, including, in particular:

1. the consolidated annual financial statements of 2014, comprising of: (i) the general information, (ii) the consolidated statement of financial position as at 31 December 2014 showing the total assets in the amount of PLN 5,370,906,776 (five billion three hundred seventy million nine hundred six thousand and seven hundred seventy six zloty), (iii) the consolidated income statement for the period from 1 January to 31 December 2014 and consolidated statement of comprehensive income for the period from 1 January to 31 December 2014 showing respectively profit for the period in the amount of PLN 183,120,130 (one hundred eighty three million one hundred twenty thousand and one hundred thirty zloty) and total comprehensive income for the period in the amount of PLN 173,582,806 (one hundred seventy three million five hundred eighty two thousand and eight hundred six zlotys), (iv) the consolidated statement of changes in equity for the period from 1 January to 31 December 2014 representing the balance as at 31 December 2014 of PLN 1,034,118,386 (one billion thirty four million one hundred eighteen thousand and three hundred eighty six zloty), (v) the consolidated statement of cash flows for the period from 1 January to 31 December 2014 indicating a decrease of net cash in the amount of PLN 15,605,535 (fifteen million six hundred five thousand and five hundred thirty five 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 2014, 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 April 24, 2015**

*concerning distribution of profit for 2014*

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 March 26, 2015, the Ordinary Shareholders' Meeting of Eurocash S.A. hereby resolves that the net profit for 2014 amounting to PLN PLN 244,579,936 (two hundred forty four million five hundred seventy nine thousand and nine hundred thirty six zlotys) shall be distributed as follows:

1. shareholders of record on May 19, 2015, shall be eligible to receive the dividend in amount PLN 0.79 (seventy nine groszes) per one Company's share; the dividend shall be payable by June 10, 2015, and
2. the remaining part of the profit for 2014 shall be transferred to the Company's reserve capital.

**Resolution No. 6  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of April 24, 2015**

*concerning acknowledgement of the fulfillment of the President of Management Board's  
duties performed by Mr. Luis Manuel Conceicao do Amaral in 2014*

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 March 26, 2015, 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 2014.

**Resolution No. 7  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of April 24, 2015**

*concerning acknowledgement of the fulfillment of the Management Board member's duties  
performed by Ms. Katarzyna Kopaczewska in 2014*

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 March 26, 2015, the Ordinary Shareholders' Meeting hereby acknowledges Ms. Katarzyna Kopaczewska's fulfillment of her Management Board member's duties performed in 2014.

**Resolution No. 8  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of April 24, 2015**

*concerning acknowledgement of the fulfillment of the Management Board member's duties  
performed by Mr. Rui Amaral in 2014*

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 March 26, 2015, the Ordinary Shareholders' Meeting hereby acknowledges Mr. Rui Amaral's fulfillment of his Management Board member's duties performed in 2014.

**Resolution No. 9  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of April 24, 2015**

*concerning acknowledgement of the fulfillment of the Management Board member's duties  
performed by Mr. Arnaldo Guerreiro in 2014*

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 March 26, 2015, the Ordinary Shareholders' Meeting hereby acknowledges Mr. Arnaldo Guerreiro's fulfillment of his Management Board member's duties performed in 2014.

**Resolution No. 10  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of April 24, 2015**

*concerning acknowledgement of the fulfillment of the Management Board member's duties  
performed by Mr. Pedro Martinho in 2014*

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 March 26, 2015, the Ordinary Shareholders' Meeting hereby acknowledges Mr. Pedro Martinho's fulfillment of his Management Board member's duties performed in 2014.

**Resolution No. 11  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of April 24, 2015**

*concerning acknowledgement of the fulfillment of the Management Board member's duties  
performed by Mr. Jacek Owczarek in 2014*

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 March 26, 2015, the Ordinary Shareholders' Meeting hereby acknowledges Mr. Jacek Owczarek's fulfillment of his Management Board member's duties performed in 2014.

**Resolution No. 12  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of April 24, 2015**

*concerning acknowledgement of the fulfillment of the Management Board member's duties  
performed by Mr. Carlos Saraiva in 2014*

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 March 26, 2015, the Ordinary Shareholders' Meeting hereby acknowledges Mr. Carlos Saraiva's fulfillment of his Management Board member's duties performed in 2014.

**Resolution No. 13  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of April 24, 2015**

*concerning acknowledgement of the fulfillment of the Chairman of the Supervisory Board's  
duties performed by Mr. João Borges de Assunção in 2014*

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., the Ordinary Shareholders' Meeting hereby acknowledges Mr. João Borges de Assunção's fulfillment of his Chairman of the Supervisory Board's duties performed in 2014.

**Resolution No. 14  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of April 24, 2015**

*concerning acknowledgement of the fulfillment of the Supervisory Board member's duties  
performed by Mr. Eduardo Aguinaga de Moraes in 2014*

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 2014.

**Resolution No. 15  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of April 24, 2015**

*concerning acknowledgement of the fulfillment of the Supervisory Board member's duties  
performed by Mr. Hans Joachim Körber in 2014*

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. Hans Joachim Körber fulfillment of his Supervisory Board member's duties performed in 2014.

**Resolution No. 16  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of April 24, 2015**

*concerning acknowledgement of the fulfillment of the Supervisory Board member's duties  
performed by Mr. Francisco José Valente Hipólito dos Santos in 2014*

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. Francisco José Valente Hipólito dos Santos fulfillment of his Supervisory Board member's duties performed in 2014.

**Resolution No. 17  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of April 24, 2015**

*concerning acknowledgement of the fulfillment of the Supervisory Board member's duties  
performed by Mr. Jacek Szwajcowski in 2014*

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. Jacek Szwajcowski fulfillment of his Supervisory Board member's duties performed in 2014.

**Resolution No. 18  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of April 24, 2015**

*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 2015:

1. The Chairman of the Company's Supervisory Board shall be entitled to remuneration for exercising his duties in the amount of PLN 141,600 (one hundred forty one thousand six hundred 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 112,800 (one hundred twelve thousand eight hundred 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 6,800 (six thousand eight hundred 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.