

**Resolution No. 1  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of April 25, 2018**

*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 25, 2018**

*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 2017, including the financial statement for 2017 and the Management Board's report on the Company's business activity in 2017;
- 7) Evaluation of the Company's Capital Group consolidated annual report for 2017, including the consolidated financial statement for 2017 and the Management Board's report on the business activity of Eurocash S.A. Capital Group in 2017;
- 8) Evaluation of the Supervisory Board report on its activity in 2017, including a concise information on the Company's standing;
- 9) Adoption of a resolution concerning the approval of the Company's annual report for 2017, including the financial statement for 2017 and the Management Board's report on the Company's business activity in 2017;
- 10) Adoption of a resolution concerning the approval of the Company's Capital Group consolidated annual report for 2017, including the consolidated financial statement for 2017 and the Management Board's report on the business activity of Eurocash S.A. Capital Group in 2017;
- 11) Adoption of a resolution concerning covering of net loss for 2017;
- 12) Adoption of a resolution concerning payment of dividend from the supplementary capital;
- 13) Adoption of resolutions concerning the acknowledgement of the fulfillment of duties by individual Members of the Management Board in 2017;
- 14) Adoption of resolutions concerning the acknowledgement of the fulfillment of duties by individual Members of the Supervisory Board in 2017;
- 15) Adoption of resolution concerning changes to the By-laws of the General Assembly;
- 16) Adoption of resolution concerning the approval of changes to the By-laws of the Supervisory Board;

- 17) Closing of the Ordinary Shareholders' Meeting.

**Resolution No. 3  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of April 25, 2018**

*concerning the approval of the Company's annual report including the financial statement for 2017 and the Management Board's report on the operations of the Company in 2017*

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 Ernst & Young Audyt Polska spółka z ograniczoną odpowiedzialnością sp. k. and according to the recommendation expressed in Resolution No. 1 of the Supervisory Board of March 22, 2018, the Ordinary Shareholders' Meeting of the Company hereby approves the Company's annual report, including:

1. separate financial statements for 2017, comprising of: (i) the general information, (ii) separate statement of the financial position as at 31 December 2017 showing the total assets in the amount of PLN 5.322.938.556,00 (five billion three hundred twenty two million nine hundred thirty eight thousand five hundred fifty six zloty), (iii) separate income statement for the period from 1 January to 31 December 2017 and separate statement of comprehensive income for the period from 1 January to 31 December 2017 showing respectively net loss for the period in the amount of PLN 71.713.088,00 (seventy one million seven hundred and thirteen thousand eighty eight zloty) and total comprehensive loss for the period in amount of PLN 71.886.160,00 (seventy one million eight hundred eighty six thousand one hundred and sixty zloty), (iv) separate statement of changes in equity for the period from 1 January to 31 December 2017 representing the balance as at 31 December 2017 of PLN 998.109.670,00 (nine hundred ninety eight million one hundred and nine thousand six hundred and seventy zloty), (v) separate statement of cash flows for the period from January 1, 2017, to December 31, 2017, indicating an increase of net cash in the amount of PLN 22.658.955,00 (twenty two million six hundred fifty eight thousand nine hundred fifty five zloty), and (vi) supplementary information and notes; and
2. the Management Board's report on the operations of the Company in 2017.

**Resolution No. 4  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of April 25, 2018**

*concerning the approval of the Company's Capital Group consolidated annual report for 2017 including the consolidated financial statement for 2017 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 2017, the opinion presented by the expert auditor Ernst & Young Audyt Polska spółka z ograniczoną odpowiedzialnością sp. k. and according to the recommendation expressed in Resolution No. 1 of the Company's Supervisory Board of March 22, 2018, the Company's

Ordinary Shareholders' Meeting hereby approves the Company's Capital Group consolidated annual report for 2017, including, in particular:

1. the consolidated annual financial statements of 2017, comprising of: (i) the general information, (ii) the consolidated statement of financial position as at 31 December 2017 showing the total assets in the amount of PLN 5.979.922.099,00 (five billion nine hundred seventy nine million nine hundred twenty two thousand ninety nine zloty), (iii) the consolidated income statement for the period from 1 January to 31 December 2017 and consolidated statement of comprehensive income for the period from 1 January to 31 December 2017 showing respectively net loss for the period in the amount of PLN 29.559.705,00 (twenty nine million five hundred fifty nine thousand seven hundred and five zloty) and total comprehensive loss for the period in the amount of PLN 29.732.777,00 (twenty nine million seven hundred thirty two thousand seven hundred seventy seven zloty), (iv) the consolidated statement of changes in equity for the period from 1 January to 31 December 2017 representing the balance as at 31 December 2017 of PLN 1.030.005.400,00 (one billion thirty million five thousand four hundred zloty), (v) the consolidated statement of cash flows for the period from 1 January to 31 December 2017 indicating an increase of net cash in the amount of PLN 40.729.426,00 (forty million seven hundred twenty nine thousand four hundred twenty six 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 2017, 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 25, 2018**

*concerning covering of net loss for 2017*

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 22, 2018, the Ordinary Shareholders' Meeting of Eurocash S.A. hereby resolves that the net loss for 2017 amounting to PLN to PLN 71.713.088,00 (seventy one million seven hundred and thirteen thousand eighty eight zloty) shall be covered from the supplementary capital.

**Resolution No. 6  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of April 25, 2018**

*concerning payment of dividend*

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 22, 2018, the Ordinary Shareholders' Meeting of Eurocash S.A. hereby resolves that shareholders of record on May 16, 2018, shall be eligible to receive the dividend in

amount PLN 0,73 (seventy three grosses) per one Company's share; the dividend shall be payable by June 06, 2018 from the supplementary capital.

**Resolution No. 7  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of April 25, 2018**

*concerning acknowledgement of the fulfillment of the President of Management Board's  
duties performed by Mr. Luis Manuel Conceicao do Amaral in 2017*

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 22, 2018, 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 2017.

**Resolution No. 8  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of April 25, 2018**

*concerning acknowledgement of the fulfillment of the Management Board member's duties  
performed by Ms. Katarzyna Kopaczewska in 2017*

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 22, 2018, the Ordinary Shareholders' Meeting hereby acknowledges Ms. Katarzyna Kopaczewska's fulfillment of her Management Board member's duties performed in 2017.

**Resolution No. 9  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of April 25, 2018**

*concerning acknowledgement of the fulfillment of the Management Board member's duties  
performed by Mr. Rui Amaral in 2017*

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 22, 2018, the Ordinary Shareholders' Meeting hereby acknowledges Mr. Rui Amaral's fulfillment of his Management Board member's duties performed in 2017.

**Resolution No. 10  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of April 25, 2018**

*concerning acknowledgement of the fulfillment of the Management Board member's duties  
performed by Mr. Arnaldo Guerreiro in 2017*

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 22, 2018, the Ordinary Shareholders' Meeting hereby acknowledges Mr. Arnaldo Guerreiro's fulfillment of his Management Board member's duties performed in 2017.

**Resolution No. 11  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of April 25, 2018**

*concerning acknowledgement of the fulfillment of the Management Board member's duties  
performed by Mr. Pedro Martinho in 2017*

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 22, 2018, the Ordinary Shareholders' Meeting hereby acknowledges Mr. Pedro Martinho's fulfillment of his Management Board member's duties performed in 2017.

**Resolution No. 12  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of April 25, 2018**

*concerning acknowledgement of the fulfillment of the Management Board member's duties  
performed by Mr. Jacek Owczarek in 2017*

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 22, 2018, the Ordinary Shareholders' Meeting hereby acknowledges Mr. Jacek Owczarek's fulfillment of his Management Board member's duties performed in 2017.

**Resolution No. 13  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of April 25, 2018**

*concerning acknowledgement of the fulfillment of the Management Board member's duties  
performed by Mr. David Boner in 2017*

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 22, 2018, the Ordinary Shareholders' Meeting hereby acknowledges Mr. David Boner's fulfillment of his Management Board member's duties performed in 2017 between January 1 and January 13, 2017.

**Resolution No. 14  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of April 25, 2018**

*concerning acknowledgement of the fulfillment of the Management Board member's duties performed by Mr. Przemysław Ciaś in 2017*

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 22, 2018, the Ordinary Shareholders' Meeting hereby acknowledges Mr. Przemysław Ciaś's fulfillment of his Management Board member's duties performed in 2017 between February 22 and December 31, 2017.

**Resolution No. 15  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of April 25, 2018**

*concerning acknowledgement of the fulfillment of the Chairman of the Supervisory Board's duties performed by Mr. João Borges de Assunção in 2017*

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 2017.

**Resolution No. 16  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of April 25, 2018**

*concerning acknowledgement of the fulfillment of the Supervisory Board member's duties performed by Mr. Eduardo Aguinaga de Moraes in 2017*

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 2017.

**Resolution No. 17  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of April 25, 2018**

*concerning acknowledgement of the fulfillment of the Supervisory Board member's duties performed by Mr. Hans Joachim Körber in 2017*

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 2017.

**Resolution No. 18  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of April 25, 2018**

*concerning acknowledgement of the fulfillment of the Supervisory Board member's duties performed by Mr. Francisco José Valente Hipólito dos Santos in 2017*

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 2017.

**Resolution No. 19  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of April 25, 2018**

*concerning acknowledgement of the fulfillment of the Supervisory Board member's duties performed by Mr. Jacek Szwajcowski in 2017*

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 2017.

**Resolution No. 20  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of April 25, 2018**

*concerning changes in the By-laws of the General Assembly of Eurocash S.A.*

Pursuant to Article 395 § 5 of the Commercial Companies Code and provisions of § 15 Section 5 of the Statute of Eurocash S.A., the Ordinary Shareholders' Meeting hereby resolves to introduce following changes in the By-laws of the General Assembly of Eurocash S.A.:

1. Current provisions of the § 9 sec. 2 shall be replaced with the following:

*“2. Draft resolutions proposed to be adopted by the General Assembly with other key documents and the Supervisory Board's opinion shall be made available by the Management Board to all Shareholders on the Company's website on the day of convening of the General Assembly so as to allow the Shareholders to review and evaluate the same.”*

2. Current provisions of the § 11 sec. 1 shall be replaced with the following:

*“1. Subject to Sec. 2 below, candidates for members of the Supervisory Board elected by the General Assembly are proposed by the Supervisory Board or the shareholders.”*

3. Current provisions of the § 11 sec. 2 shall be replaced with the following:

*“2. Candidates for members of the Supervisory Board elected by the General Assembly to be proposed by one or more Shareholders must be presented to the Chairman of the Supervisory Board in writing at least sixteen (16) days prior to the General Assembly. The Chairman presents the candidates to (i) the*

*Nomination Committee for its opinion and (ii) the Management Board with a motion to make the information available to the public in the current report regarding the draft resolutions to be presented to the General Assembly. The proposal of the candidate to the Supervisory Board should include the detailed reasoning. A candidate's CV, the candidate's statements accepting the position as a member of the Supervisory Board, once elected, and confirming that the candidate meets the criteria of "an independent member" shall be attached to the proposal. The statement should also include information that the candidate is able to devote all time required to properly perform the function."*

**Resolution No. 21  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of April 25, 2018**

*concerning the approval of changes to the By-laws of the Supervisory Board*

Pursuant to § 13 Section 8 of the Statute of Eurocash S.A., the Ordinary Shareholders' Meeting hereby approves changes to the By-laws of the Supervisory Board as specified in the attachment hereto, introduced on the basis of resolutions of the Supervisory Board dated March 22, 2018.



**Attachment to Resolution No. 21**  
**Changes to the By-laws of the Supervisory Board**

1. Current provisions of the § 3 p. 1 letter a) shall be replaced with the following:

*“a) the Supervisory Board consists of 5 (five) members, including the Chairman of the Supervisory Board, appointed for a joint 3-year term of office,”*

2. After the p. 3 in § 3 a new p. 3a is added, stating the following:

*“3a. Subject to Sec. 4 below, candidates for members of the Supervisory Board elected by the General Assembly must be proposed by the Supervisory Board not later than 21 (twenty one) days prior to the General Assembly. The Nomination Committee must present to the Chairman of the Board its recommendation not later than one day after publication of the notice on convention of the General Assembly. The recommendation must contain detailed reasoning. The candidates’ CV, her/his statement on acceptance to be a member of the Supervisory Board and confirming that the candidate meets the criteria of the “independent member” shall be enclosed with the recommendation. The statement should also include information that the candidate is able to devote all time required to properly perform the function. Once the Supervisory Board adopts resolution(s) on proposing the candidate(s) for member(s) of the Supervisory Board, the Chairman of the Board presents the candidate(s) to the Management Board with a motion to make the information available to the public in the current report.”*

3. Current provisions of the § 3 p. 4 shall be replaced with the following:

*“4. Candidates for members of the Supervisory Board elected by the General Assembly to be proposed by one or more shareholders must be presented by them to the Chairman of the Board in writing at least (16) sixteen days prior to the General Assembly. The proposal should include the detailed reasoning. A candidate's CV, the candidate's statements accepting the position as a member of the Supervisory Board, once elected, and confirming that the candidate meets the criteria of "an independent member" shall be attached to the proposal. The statement should also include information that the candidate is able to devote all time required to properly perform the function. The Chairman presents the candidates to (i) the Nomination Committee for its opinion and (ii) the Management Board with a motion to make the information available to the public in the current report.”*

4. § 4 p. 5 is deleted.

5. Current provisions of the § 9 p. 1 shall be replaced with the following:

*“1. Notwithstanding the provisions of § 6 Section 1 herein, the following three internal committees of the Supervisory Board shall be established:*

- a) the Audit Committee;*
- b) the Remuneration Committee, and*
- c) the Nomination Committee.”*

6. Current provisions of the § 9 p. 2 shall be replaced with the following:

“2. The Audit Committee shall consist of 3 (three) members elected by the Supervisory Board. The Supervisory Board shall appoint one of the Committee members as chairman. Without prejudice to § 3 Sections 1-5 of the By-laws, the following requirements must be observed in composing the Audit Committee:

- a) at least 1 (one) member of the Audit Committee will be a so called financial expert, which implies that such person has knowledge and skills in accountancy or review of financial statements and relevant expertise in financial administration and accounting for listed companies or other sizable companies; and
- b) at least 2 (two) members of the Audit Committee, (including the Chairman) shall meet independence criteria stipulated in Article 129 Sec. 3 of the Act of 11 May 2017 on statutory auditors, audit firms and on public supervision, to confirm that fact members meeting the above criteria should submit statements in accordance with the draft constituting Annex No. 2a to the By-laws;
- c) members of the Audit Committee are required to have knowledge and skills in the field, in which the Company operates. The condition is considered to be fulfilled, if at least one member of the Audit Committee has knowledge and skills in this field or respective members have such knowledge and skills in this field in certain scopes.”

7. After the p. 3 in § 9 a new p. 4 is added, stating the following:

“4. The Nomination Committee shall consist of 3 (three) members elected by the Supervisory Board and at least 1 (one) of them shall be independent within the meaning of § 3 Section 1 (d) of the By-laws. The Supervisory Board shall appoint one of the Committee members as chairman.”

8. Current provisions of the § 10 p. 1 shall be replaced with the following:

“1. The responsibilities of the Audit Committee shall include:

- a) monitoring:
  - i. the financial reporting process;
  - ii. the effectiveness of the Company's internal control and risk management systems and internal audit, including in the scope of the financial reporting process; and
  - iii. financial revision, in particular the audit including all motions and findings of the Audit Supervision Commission (Polish: Komisja Nadzoru Audytowego) arising from the control in the audit firm;
- b) supervising the submission of financial information by the Company in the periodical reports, forecasts, etc,
- c) supervising the activities of external auditors of the Company,
- d) presenting the recommendations to appoint an audit firm to the Supervisory Board in compliance with the adopted policy and procedure of the appointment, where audit firm cannot render its services for longer than 5 years; controlling and monitoring of the independence of the statutory auditor and the

- audit firm, in particular if the audit firm provides the Company with other services than audit ,*
- e) supervising the relationship with the statutory auditor, including in particular (i) assessing the statutory auditor's independence, remuneration and any non-auditing work for the Company, (ii) granting consent to render by the statutory auditor additional permitted services, other than audit (iii) determining the involvement of the external auditor in respect of the contents and publication of financial reporting,*
  - f) informing the Supervisory Board on results of the of the audit and how the audit contributed to the integrity of financial reporting and on the role of the Audit Committee in the audit process;*
  - g) each year evaluating internal control system functioning and the significant risk management system functioning as well as evaluating its own functioning in a form of an annual report of its deliberations, findings and relationship with the external auditor (including in particular his independence) to be included as a part of the Supervisory Board's annual report to be presented at the Ordinary General Assembly;*
  - h) preparing procedures of appointment of the audit firm by the Company*
  - i) preparing the policy of appointment of the audit firm for an audit of the Company's yearly separate and consolidated financial statements ;*
  - j) preparing policy for rendering by the audit firm performing audit, its affiliated entities and members of its network of the permitted services other that the audit*
  - k) submit recommendations to ensure the integrity of financial reporting by the Company.*

**9.** After the p. 2 in § 10 a new p. 2a is added, stating the following:

*“2a. The Audit Committee may, without intermediation of the Supervisory Board, request information, explanation and documents necessary for performing tasks referred to in §10 Sec. 1 above.”*

**10.** After the § 11 a new § 11a is added, stating the following:

*“§ 11a.*

*1. The responsibilities of the Nomination Committee shall include:*

- a) to identify and recommend (for the Supervisory Board's approval) the candidates for the Supervisory Board members appointed by the General Assembly in connection with existing or expected vacancy in the Supervisory Board (including the end of the Supervisory Board's term)*
- b) to opine on candidates for Supervisory Board members elected by the General Assembly proposed by the shareholders of the Company,*
- c) to identify and recommend candidates for the Management Board members appointed by the Supervisory Board, in connection with existing or expected vacancy in the Management Board (including the Management Board member's or President's end of the term);*
- d) each year evaluating its own functioning in a form an annual report of its activities to be included as a part of the Supervisory Board's annual report to be presented at the Ordinary General Assembly.*

2. *The Chairman of the Nomination Committee shall be primarily responsible for the adequate functioning of the Nomination Committee.*
3. *The Nomination Committee will hold at least 1 (one) meeting per year and whenever one or more of its members have requested a meeting*
4. *Not later than 2 (two) months before the election of the Supervisory Board Members for a new term, Nomination Committee shall commence selection of candidates for Supervisory Board members (elected by General Assembly) for a new term. In case a vacancy occurs during a term selection of the candidate(s) shall commence immediately upon learning of the existing or potential (e.g. upon resignation) vacancy.*
5. *While performing its duties Nomination Committee and its members may , in particular, conduct searches and verify the potential candidates for Supervisory Board or Management Board members, have conversations and prepare and verify documentation pertaining to her/his candidacy and election. This actions may be performed by themselves or in cooperation with persons outside the Nomination Committee or the Company. In particular Nomination Committee and its members may cooperate with external service providers.*
6. *At the request of the Nomination Committee, the Management Board shall enter into respective agreements with external service providers, referred to in Sec. 5 above, in order to provide support in performance of the Nomination Committee’s duties. The Management Board shall secure the required confidentiality of the correspondence, actions and documents pertaining to the cooperation with external service providers ( including confidentiality towards the Members of Management Board and employees of the Company).*
7. *Provisions of § 6 Sections 3-7 and 10-14 and § 12-13 hereto shall apply accordingly to the meetings of the Nomination Committee. Where this is practically possible, notices convening a meeting and the agenda and memoranda of items to be considered and discussed therein shall be dispatched ultimately prior to the start of the weekend preceding the meeting to each member of the Nomination Committee.”*

**11.** After Appendix No. 2 a new Appendix No. 2a is added, stating the following:

*“APPENDIX 2a*

*Warsaw, \_\_\_\_\_*

*STATEMENT*

*for the needs of membership in the Audit Committee*

*Acting pursuant to § 9 Point 2 letter b) 5 of “By-laws of Supervisory Board of Eurocash S.A.”, I, the undersigned, \_\_\_\_\_, hereby confirm that I meet the independence criteria stipulated in Article 129 Sec. 3 of the Act of 11 May 2017 on statutory auditors, audit firms and on public supervision.*

\_\_\_\_\_  
*[name and surname]*

*Member of the Supervisory Board of Eurocash S.A.*

*Attention:*

*Supervisory Board of Eurocash S.A.*

*Management Board of Eurocash S.A.”*