

## **Changes to agenda of Ordinary Shareholders' Meeting requested by shareholder**

Management Board of Eurocash S.A. (the "Company") hereby informs that on April 29, 2013, shareholder holding shares exceeding 1/20 of the Company's share capital filed a motion regarding adding of a new point to the agenda of the Ordinary Shareholders' Meeting summoned for May 20, 2013. The motion meets the requirements specified in Art. 401 § 1 of the Commercial Companies Code.

The contents of the motion are as follows:

"In connection with the Annual General Assembly of Eurocash S.A. summoned for May 20, 2013, on behalf of Politra B.V. S.a r.l., on the basis of Art. 401 § 1 of the Commercial Companies Code, we hereby request that a new point concerning the remuneration of members of the Supervisory Board is added to the agenda of the General Assembly.

Justification for adding new point to the agenda:

Adding new point to the agenda of the Annual General Assembly of Eurocash S.A. summoned for May 20, 2013, is to allow to determine the remuneration of the Supervisory Board in connection with the appointment of the Supervisory Board for the next tenure.

Draft resolution is attached hereto.

### **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."

In consequence, pursuant to Art. 401 § 2 of the Commercial Companies Code, the Management Board hereby informs that the agenda of the Ordinary Shareholders' Meeting summoned for May 20, 2013, is hereby modified. The modification consists in adding the issue proposed by the shareholder (i.e., "adoption of a resolution concerning the remuneration of Members of the Supervisory Board") which shall be added to the hitherto agenda as Sec. 17. The hitherto Sec. 17 ("Closing of the Ordinary Shareholders' Meeting") becomes Sec. 18.

Considering the above modification the agenda of the Ordinary Shareholders' Meeting is as follows:

- 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.

The Management Board hereby presents the modified announcement of the Ordinary Shareholders' Meeting and the draft resolutions (containing the added Resolution No. 22).

Other information regarding the Ordinary Shareholders' Meeting summoned for May 20, 2013, remain unchanged.