

**Resolution No. 1  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of June 2, 2010**

*concerning the approval of the Company's annual report including the financial statement for 2009 and the Management Board's report on the operations of the Company in 2009*

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 28, 2010, the Ordinary Shareholders' Meeting of the Company hereby approves the Company's annual report, including:

1. the Company's separate financial statement for 2009 comprising of: (i) the general information, (ii) separate statement of the financial position as at 31 December 2009 showing the total assets in the amount of PLN 1,190,661,716 (one billion one hundred ninety million six hundred sixty one thousand seven hundred sixteen zlotys), (iii) separate income statement for the period from 1 January to 31 December 2009 and separate statement of comprehensive income for the period from 1 January to 31 December 2009 showing respectively profit for the period and total comprehensive income for the period in amount of PLN 62,299,893 (sixty two million two hundred ninety nine thousand eight hundred ninety three zloty), (iv) separate statement of changes in equity for the period from 1 January to 31 December 2009 representing increase thereof of PLN 43,581,956 (forty three million five hundred eighty one thousand nine hundred fifty six zloty), (v) separate statement of cash flows for the period from 1 January to 31 December 2009 indicating an increase of net cash in the amount of PLN 35,911,511 (thirty five million nine hundred eleven thousand five hundred eleven zlotys), and (vi) supplementary information and notes; and
2. the Management Board's report on the operations of the Company in 2009.

**Resolution No. 2  
of the Annual General Assembly  
of Eurocash S.A.  
of June 2, 2010**

*concerning the approval of the Company's Capital Group consolidated annual report for 2009 including the consolidated financial statement for 2009 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 2008, 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 28, 2010, the Company's Annual General Assembly hereby approves the Company's Capital Group consolidated annual report for 2009, in which Group following companies were consolidated: the Company, as the parent company, KDWT S.A., Eurocash Franczyza sp. z o.o., Eurocash Dystrybucja sp. z o.o. (former McLane Polska sp. z o.o.), PayUp Polska S.A., Sieć Detalistów „Nasze Sklepy” sp. z o.o., Przedsiębiorstwo Handlowe BATNA sp. z o.o., Eurocash Trade I sp. z o.o. and Eurocash Trade II sp. z o.o., including, in particular:

1. the Company's Capital Group consolidated annual financial statements of 2009, comprising of: (i) the general information, (ii) the consolidated statement of financial position as at 31 December 2009 showing the total assets in the amount of PLN 1,390,352,181 (one billion three hundred ninety million three hundred fifty two thousand one hundred eighty one zloty), (iii) the consolidated income statement for the period from 1 January to 31 December 2009 and consolidated statement of comprehensive income for the period from 1 January to 31 December 2009 showing respectively profit for the period and total comprehensive income for the period in amount of PLN 102,521,771 (one hundred two million five hundred twenty one thousand seven hundred seventy one zloty) (iv) the consolidated statement of changes in equity for the period from 1 January to 31 December 2009 representing an increase thereof of PLN 83,359,557 (eighty three million three hundred fifty nine thousand five hundred fifty seven zloty), (v) the consolidated statement of cash flows for the period from 1 January to 31 December 2009 indicating an increase of net cash in the amount of PLN 13,302,593 (thirteen million three hundred two thousand five hundred ninety three zloty) and (vi) supplementary information and notes;
2. the Company's Management Board's report on the operations of the Company's Capital Group in 2009, including in particular a statement on the compliance with the corporate governance rules.

**Resolution No. 3  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of June 2, 2010**

*concerning distribution of profit for 2009*

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 28, 2010, the Ordinary Shareholders' Meeting of Eurocash S.A. hereby resolves that the net profit for 2009 amounting to 62,299,893 (sixty two million two hundred ninety nine thousand eight hundred ninety three zloty) shall be distributed as follows:

1. the shareholders of record on June 15, 2010, shall be eligible to receive the dividend in amount PLN 0.37 (thirty seven groszes) per one Company's share; the total dividend shall not exceed PLN 51,000,000 (fifty one million zlotys) and shall be payable by June 30, 2010;
2. the balance shall be transferred to Company's spare capital.

**Resolution No. 4  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of June 2, 2010**

*concerning acknowledgement of the fulfillment of the President of Management Board's  
duties performed by Mr. Luis Manuel Conceicao do Amaral in 2009*

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 28, 2010, 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 2009 from 1 January to 31 December 2009.

**Resolution No. 5  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of June 2, 2010**

*concerning acknowledgement of the fulfillment of the Management Board member's duties  
performed by Ms. Katarzyna Kopaczewska in 2009*

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 4 of the Supervisory Board of April 28, 2010, the Ordinary Shareholders' Meeting hereby acknowledges Ms. Katarzyna Kopaczewska's fulfillment of her Management Board member's duties performed in 2009 from 1 January to 31 December 2009.

**Resolution No. 6  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of June 2, 2010**

*concerning acknowledgement of the fulfillment of the Management Board member's duties  
performed by Mr. Rui Amaral in 2009*

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 28, 2010, the Ordinary Shareholders' Meeting hereby acknowledges Mr. Rui Amaral's fulfillment of his Management Board member's duties performed in 2009 from 1 January to 31 December 2009.

**Resolution No. 7  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of June 2, 2010**

*concerning acknowledgement of the fulfillment of the Management Board member's duties  
performed by Mr. Arnaldo Guerreiro in 2009*

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 28, 2010, the Ordinary Shareholders' Meeting hereby acknowledges Mr. Arnaldo Guerreiro's fulfillment of his Management Board member's duties performed in 2009 from 1 January to 31 December 2009.

**Resolution No. 8  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of June 2, 2010**

*concerning acknowledgement of the fulfillment of the Management Board member's duties  
performed by Mr. Pedro Martinho in 2009*

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 28, 2010, the Ordinary Shareholders' Meeting hereby acknowledges Mr. Pedro Martinho's fulfillment of his Management Board member's duties performed in 2009 from 1 January to 31 December 2009.

**Resolution No. 9  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of June 2, 2010**

*concerning acknowledgement of the fulfillment of the Management Board member's duties  
performed by Mr. Ryszard Majer in 2009*

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 28, 2010, the Ordinary Shareholders' Meeting hereby acknowledges Mr. Ryszard Majer's fulfillment of his Management Board member's duties performed in 2009 from 1 January to 31 December 2009.

**Resolution No. 10  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of June 2, 2010**

*concerning acknowledgement of the fulfillment of the Management Board member's duties  
performed by Mr. Jacek Owczarek in 2009*

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 28, 2010, the Ordinary Shareholders' Meeting hereby acknowledges Mr. Jacek Owczarek's fulfillment of his Management Board member's duties performed in 2009 from 1 January to 31 December 2009.

**Resolution No. 11  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of June 2, 2010**

*concerning acknowledgement of the fulfillment of the Chairman of the Supervisory Board's  
duties performed by Mr. João Borges de Assunção in 2009*

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 2009 from 1 January to 31 December 2009.

**Resolution No. 12  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of June 2, 2010**

*concerning acknowledgement of the fulfillment of the Supervisory Board member's duties  
performed by Mr. Eduardo Aguinaga de Moraes in 2009*

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. Eduardo Aguinaga de Moraes fulfillment of his Supervisory Board member's duties performed in 2009 from 1 January to 31 December 2009.

**Resolution No. 13  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of June 2, 2010**

*concerning acknowledgement of the fulfillment of the Supervisory Board member's duties  
performed by Mr. António José Santos Silva Casanova in 2009*

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. António José Santos Silva Casanova fulfillment of his Supervisory Board member's duties performed in 2009 from 1 January to 31 December 2009.

**Resolution No. 14  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of June 2, 2010**

*concerning acknowledgement of the fulfillment of the Supervisory Board member's duties  
performed by Mr. Ryszard Wojnowski in 2009*

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. Ryszard Wojnowski fulfillment of his Supervisory Board member's duties performed in 2009 from 1 January to 31 December 2009.

**Resolution No. 15  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of June 2, 2010**

*concerning acknowledgement of the fulfillment of the Supervisory Board member's duties  
performed by Mr. Janusz Lisowski in 2009*

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 2009 from 1 January to 31 December 2009.

**Resolution No. 16  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of June 2, 2010**

*concerning the Seventh Employees Incentive and Reward Schemes for 2010*

Pursuant to Articles 395 § 5, 433 § 2 and 448 § 1 of the Commercial Companies Code and provisions of § 16 Section 1 points 8, 10 and 11 of the Statute of Eurocash S.A. (the "**Company**"), the Ordinary Shareholders' Meeting hereby introduces incentive and reward scheme (the "**Seventh Employees Incentive and Reward Scheme for 2010**" or "**Scheme**") for certain key employees of the Company and/or companies belonging to its capital group (the "**Eurocash Group**").

**§ 1 General Provisions**

The Seventh Employees Incentive and Reward Scheme for 2010 is being introduced in connection with the Company's intention to continue the hitherto employees incentive schemes for the management, directors and persons of key importance for the business conducted by the Company and the Eurocash Group and to create basis for offering shares in the Company as a reward to outstanding employees. In order to implement the Seventh Employees Incentive and Reward Scheme for 2010, the Ordinary Shareholders' Meeting adopts this resolution concerning, in particular, the issue of the Company's series H bonds with warrants ("**Series H Bonds**" or "**Bonds**"). The issue of the Series H Bonds shall be addressed to an entity functioning as a trustee (the "**Trustee**"), who will sell the Series H Bonds to persons entitled to participate in the Schemes (the "**Entitled Persons**"). The Series H Bonds shall authorize the Entitled Persons to subscribe for the Company's ordinary bearer series I shares having the nominal value of 1 PLN (one Polish zloty) with a priority over the Company's shareholders ("**Series I Shares**" or "**Shares**"). The detailed terms and conditions of implementation of the Scheme, including the terms and conditions of acquiring the Series H Bonds by the Entitled Persons, shall be set forth in the terms and conditions of the issue of the Series H Bonds, as well as the resolutions of the Supervisory Board.

**§ 2 The issue of the Bonds**

1. In connection with the Seventh Employees Incentive and Reward Scheme for 2010, the Company shall issue 7,900 (seven thousand nine hundred) registered Series H

Bonds, each having the nominal value of PLN 1/100 (1 grosz), with the right to subscribe for 25 (twenty five) ordinary bearer Series I Shares with a priority over the Company's shareholders.

2. The aggregate nominal value of the issue of Series H Bonds shall amount to PLN 79 (seventy nine Zlotys).
3. The Bonds shall not carry any interest.
4. Should the shares be not delivered to the bondholders at the date specified in the terms of the Bonds, the right to receive shares shall be replaced by a right to receive cash in the amount equal to the market value of the Company's shares on the last date the shares were to be delivered less the share issue price.
5. The Company shall redeem Series H Bonds on January 2, 2015, by paying cash in the amount equal to the nominal value of the bonds.
6. The Series H Bonds shall be dematerialized. The rights attached to the Bonds shall arise at the moment when a bank or a brokerage house makes an entry in the register of the bonds and shall be vested in the person designated in the register as the owner.
7. The Bonds shall not be secured within the meaning of the Act on Bonds, dated 29 June 1995 (published in the Journal of Laws No. 2201 No. 120, Item 1300 as amended) (hereinafter referred to as the "**Act on Bonds**").

### **§ 3 Rules of offering the Bonds**

1. Pursuant to Art. 9 Subsection 3 of the Act on Bonds, the Bonds shall be offered by way of addressing a proposal to acquire the Bonds. The issue of the Bonds shall be effected by way of addressing an offer of purchase to the Trustee.
2. The time limits for addressing the offer to purchase the Bonds, as well as the time limits for accepting the offer to purchase the Bonds by the Trustee, shall be set forth in the terms of the issue. The Bonds shall be allocated to the Trustee by the Management Board.
3. The issue price of the Bonds shall be equal to their nominal value.
4. The date of the issue of the Bonds shall be considered to be the date the Bonds are entered into the register, following a subsequent payment of the entire price.

### **§ 4 Restrictions on and rules for the sale of the Bonds**

1. The Trustee may sell and transfer the Bonds only to the Entitled Persons. The Entitled Persons shall not have the right to sell the Bonds.
2. The Trustee shall deliver the offer to purchase the Bonds to the Entitled Person (as defined below) within one week of receipt of the list of such Entitled Person from the Company.
3. The Entitled Persons may submit the acceptance of the offer to purchase the Bonds to the Trustee no earlier than on the first day and no later than on the last day of the Option Exercise Period for the Series H Bonds.
4. The Trustee shall sell the Bonds to the Entitled Person at the price equal to their nominal value.

5. The acceptance of the offer to purchase the Bonds shall be effective if the submission of the statement on the acceptance of the offer is accompanied by the simultaneous payment of the entire price of the Bonds by way of transferring the relevant amount to the Trustee's account designated in the offer addressed to the Entitled Person. Statements of the Entitled Persons that are inconsistent with the terms set forth in the Trustee's offer shall not be accepted.

## **§ 5 Entitled Persons**

The Entitled Persons authorized to acquire all or a part of the Series H Bonds shall be only the management, directors and persons of the key importance for the business conducted by the Company and/or the Eurocash Group employed and performing their functions for 3 years starting on December 1, 2010. The list of the persons classified as the Initially Entitled Persons entitled to acquire Series H Bonds shall be determined by the Supervisory Board by May 31, 2011, and approved by the Shareholders Meeting's resolution. The final list of the Entitled Persons will include persons listed as the Initially Entitled Persons eliminating the employees no longer with the Company and/or the Eurocash Group and including new persons whom the right to acquire Series H Bonds will be granted as a reward for their outstanding performance (hereinafter, the "**Rewarded Persons**"). The list shall be the basis for designating the persons to whom the Trustee shall be obliged to deliver the offer to purchase Series H Bonds.

The final list of the Entitled Persons shall be established in a resolution of the Supervisory Board and, in case it includes any Rewarded Persons, also approved by the Shareholders Meeting's resolution, by December 15, 2013. The Supervisory Board may – as a reward for outstanding performance – increase the number of Series H Bonds originally granted to persons included in the list of Initially Entitled Persons to acquire Series H Bonds.

## **§ 6 Pre-emptive right to subscribe for Series I Shares**

1. The bondholders holding Series H Bonds have the right to subscribe for and take up Series I Shares with a pre-emptive right over the shareholders of the Company during the period commencing on January 1, 2014 and lapsing on December 31, 2014 (the "**Seventh Employee Option Exercise Period**").
2. The Trustee shall not enjoy the right of subscription and taking up the Series I Shares.
3. One Series H Bond gives a pre-emptive right to subscribe for and take up 25 (twenty five) Series I Shares.
4. Series I Shares shall be taken up in performance of the pre-emptive right under the procedure specified in Art. 451 of the Commercial Companies Code, by way of written statements of the bondholders submitted on the forms prepared by the Company and after the payment of the issue price.
5. The Management Board shall have the obligation to file the list of taken-up Series I Shares with the Registration Court of the Company in order to update the entry relating to the share capital pursuant to Art. 452 of the Commercial Companies Code.



## **§ 7 Conditional increase of the share capital**

1. In order to grant to the holders of Series H Bonds the right to subscribe for and take up Company's shares the share capital of the Company shall be conditionally increased by an amount not exceeding PLN 197,500 (one hundred ninety seven thousand five hundred Zlotys).
2. The conditional share capital increase, referred to in point 1 above, shall be effected by the issue of up to 197,500 (one hundred ninety seven thousand five hundred) ordinary series I bearer shares of a nominal value of PLN 1 zloty (one zloty) each and the aggregate nominal amount not exceeding PLN 197,500 (one hundred ninety seven thousand five hundred Zlotys).
3. The issue price of one Series I share shall be determined by the Supervisory Board on the assumption that its price shall be equal to the weighted average market price of the Company shares on the Warsaw Stock Exchange in November 2010, adjusted by the exercised rights attached to shares (e.g. payment of dividend). The issue price of Series I Shares shall be announced in the form of a current report, at the latest 7 days before the commencement of the Seventh Employees Option Exercise Period.
4. Series I Shares shall participate in distribution of dividend in line with the following provisions:
  - (i) should the shares be registered on the securities account at the latest on the dividend day, the shares shall participate in the profit for the previous financial year, that is from the first of January of the financial year directly preceding the year when they were registered on the securities account,
  - (ii) should the shares be registered on the securities account after the dividend day, the shares shall participate in the dividend starting from the first of January of the financial year when they were registered on the securities account.
5. The entities entitled to take up Series I Shares shall be exclusively holders of Series H Bonds with warrant exercising the pre-emptive right to subscribe for Series I Shares.

## **§ 8 Exclusion of the subscription right**

1. The Company's shareholders shall be excluded from the subscription for the Series H Bonds and the Series I Shares due to the fact that it is justified by the Company's interest, according to the Management Board's opinion submitted to this Ordinary Shareholders' Meeting, which is accepted by the Ordinary Shareholders' Meeting and the contents of which are incorporated in this resolution.
2. The Management Board's opinion to justify the exclusion of the subscription right:

The Management Board of the Company proposes to exclude the Company's shareholders from the right to subscribe for Series H Bonds and from the right to subscribe for the Series I Shares due to the fact that it is justified by the Company's interest.

The reasons for exclusion of the subscription right are as follows:

“The purpose of the issue of the Series H Bonds as well as Series I Shares is to perform the Seventh Employees Incentive and Reward Scheme for 2010 introduced to create additional incentive mechanisms for persons of key importance for the Company and the Eurocash Group. The foregoing persons, as participants of the Seventh Employees Incentive and Reward Scheme for 2010 shall be motivated to perform their best for the Company and the Eurocash Group and thereby for the Company and encouraged not to quit the Eurocash Group in the long time perspective. In addition the Seventh Employees Incentive and Reward Scheme for 2010 would create basis for offering shares in the Company as a reward to outstanding employees. This shall contribute to stimulating a constant improvement of the Company group management system, which in the long term will result in economic performance of the Company group and the valuation of Company shares at the Warsaw Stock Exchange. Due to the foregoing reasons, the exclusion of the subscription right of the Series H Bonds and Series I Shares is in the Company’s interest, and thus, in the interest of its shareholders”.

## **§9 Final provisions**

1. The detailed rules of subscribing and taking up Series H Bonds, as well as the terms of a Series H Bonds, shall be specified in the conditions of the bonds issues approved by the Supervisory Board.
2. The Management Board shall be empowered to take all necessary actions in order to introduce Series I Shares to the trading on the Warsaw Stock Exchange S.A. or other regulated market on which the Company ordinary bearer shares are or will be listed, including but not limited, to effect dematerialization of Series I Shares and to enter into respective agreement or agreements with the National Depository of Securities or with another entitled entity.
3. The Management Board shall be empowered to enter into any underwriting agreement it deems necessary or advisable in connection with the issue of Series H Bonds and Series I Shares on the terms and conditions determined by the Management Board.
4. The performance of the resolution, in the scope specified herein, shall be entrusted to the Management Board and Supervisory Board.

**Resolution No. 17  
of the Ordinary Shareholders’ Meeting  
of Eurocash S.A.  
of June 2, 2010**

*concerning the amendments to the Company’s Statutes*

Pursuant to Article 430 § 1 of the Commercial Companies Code and § 16 Section 1 point 11 of the Statute of Eurocash Spółka Akcyjna (“**Company**”), the Ordinary Meeting of Shareholders hereby adopts the following amendment to the Company’s Statute:

1. In § 6 of the Statutes new Section 7 shall be added with the following wording:  
“7. The Company shall conditionally increase its share capital by the amount of up to 197,500 (one hundred ninety seven thousand five hundred) Zlotys effected by the issue of up to 197,500 (one hundred ninety seven thousand five hundred) ordinary Series I bearer shares of a nominal value of PLN 1 zloty (one zloty) each and the

aggregate nominal amount not exceeding 197,500 (one hundred ninety seven thousand five hundred) Zlotys. The conditional increase is made in order to ensure allotment of the series I ordinary bearer shares to the bondholders holding the series H bonds with the pre-emptive right, who are the Entitled Persons within the meaning of Seventh Employees Incentive and Reward Scheme for 2010 adopted by the Shareholders' Meeting on June 2, 2010.”

2. Further numbering of § 6 of the Statutes shall be amended as follows:
  - hitherto Section 7 shall become Section 8;
  - hitherto Section 8 shall become Section 9;
  - hitherto Section 9 shall become Section 10.

**Resolution No. 18  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of June 2, 2010**

*concerning the adoption of the consolidated text of the Company's Statutes*

Pursuant to Article 395 § 5 in conjunction with Article 430 § 5 of the Commercial Companies Code, the Ordinary Shareholders' Meeting of Eurocash S.A. (the “**Company**”) hereby adopts the consolidated text of the Company's Statute of Eurocash S.A. as amended by virtue of the foregoing Resolution No. [17], which text constitutes an appendix to the protocol of this Shareholder's Meeting.

**Resolution No. 19  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of June 2, 2010**

*concerning the merger of the Company with Przedsiębiorstwo Handlowe Batna Sp. z o.o.*

The Shareholders' Meeting of Eurocash S.A., following the oral Management Board's presentation of material aspects of the merger plan of Eurocash S.A. and Przedsiębiorstwo Handlowe Batna Sp. z o.o. hereby resolves as follows:

1. Acting pursuant to Article 506 § 1 of the Commercial Companies Code merger of Eurocash S.A. with its registered seat in Komorniki, entered into the national court register under the KRS No. 0000213765 (the „Company”) and Przedsiębiorstwo Handlowe Batna Sp. z o.o. with its registered seat in Warsaw, entered into the national court register under the KRS No. („Batna”), is hereby resolved.
2. The merger is implemented on the basis of Article 492 § 1 Section 1) of the Commercial Companies Code through the transfer of all assets of Batna being the company subject to take-over to the Company being the company taking-over (merger through take-over).
3. Considering the fact that the Company, as the company taking-over, holds 100% of shares of Batna as the company subject to take-over, pursuant to Article 515 § 1 of the

Commercial Companies Code the merger is implemented without the increase of the Company's share capital.

4. No changes to the Statutes are made in connection with the merger.
5. The merger plan agreed upon by the merging companies and announced in the *Monitor Sądowy i Gospodarczy* No. 83 dated April 29, 2010, is hereby approved.

**Resolution No. 20  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of June 2, 2010**

*concerning the amendments to resolution No. 18 of the Ordinary Shareholders' Meeting of  
the Company of June 28, 2007*

Taking into account the necessity of amending the list of persons qualified as Initially Entitled Persons entitled to acquire Series F Bonds within the Fourth Employee Incentive and Bonus Scheme of 2007, the Shareholders' Meeting resolves the change of the deadline for determining of the contemplated list by the Supervisory Board (as provided for in § 5 Sec. 1 of resolution No. 18 of the Ordinary Shareholders' Meeting of the Company of June 28, 2007, 2010; hereinafter, the "Resolution") from April 30, 2008, to April 30, 2010. In consequence, § 5 Section 1 of the Resolution shall have the following wording:

- "1. The Entitled Persons authorized to acquire all or a part of the Series F Bonds shall be only the management, directors and persons of the key importance for the business conducted by the Company and/or the Eurocash Group employed and performing their functions for 3 years starting on December 1, 2007. The list of the persons classified as the Initially Entitled Persons entitled to acquire Series F Bonds shall be determined by the Supervisory Board by April 30, 2010, and approved by the Shareholders Meeting's resolution. The list shall be the basis for designating the persons to whom the Trustee shall be obliged to deliver the offer to purchase Series F Bonds. The final list of the Entitled Persons will include persons listed as the Initially Entitled Persons eliminating the employees no longer with the Company and/or the Eurocash Group and adding new persons whom the right to acquire Series F Bonds will be granted as a reward for their outstanding performance (the "**Rewarded Persons**"). The final list of the Entitled Persons shall be established in a resolution of the Supervisory Board and, in case it includes any Rewarded Persons, also approved by the Shareholders Meeting's resolution, by December 15, 2010."

**Resolution No. 21  
of the Ordinary Shareholders' Meeting  
of Eurocash S.A.  
of June 2, 2010**

*concerning the repeal of resolution No. 17 of the Ordinary Shareholders' Meeting of the  
Company of June 9, 2008*

In view of the necessity of amending of the list of persons qualified as Initially Entitled Persons to acquire Series F Bonds within the Fourth Employee Incentive and Bonus Scheme, which list was approved by virtue of resolution No. 17 of the Ordinary Shareholders' Meeting

of the Company of June 9, 2008, the Shareholders' Meeting hereby repeals resolution No. 17 of the Ordinary Shareholders' Meeting of the Company of June 9, 2008.

**Resolution No. 22**  
**of the Ordinary Shareholders' Meeting**  
**of Eurocash S.A.**  
**of June 2, 2010**

*concerning the re-determining of the list of Conditionally Entitled Persons under the Forth Employees Bonus and Incentive Scheme for 2007*

Pursuant to Article 395 § 5 of the Commercial Companies Code, in view of resolutions No. [20] and [21] adopted on the date hereof by the Ordinary Shareholders' Meeting of Eurocash S.A. (the "**Company**"), the Shareholders' Meeting hereby resolves that pursuant to the Forth Employees Bonus and Incentive Scheme for 2007, the persons listed in appendix to the protocol of this Shareholder's Meeting shall be the Conditionally Entitled Persons to acquire Series F Bonds and subscribe for Series G Shares issued under the Forth Employees Bonus and Incentive Scheme for 2007.