

POLISH FINANCIAL SUPERVISION AUTHORITY

Current report no. 34 / 2020

Date of preparation: 2020-11-27

Abbreviated issuer's name:

EUROCASH

Subject:

Second notification of Eurocash S.A. shareholders on the intention to merge Eurocash S.A. and Mila Holding S.A.

Legal basis:

Art. 56 par. 1 point 2 Act on Public Offering - current and periodic information

Report contents:

Based on Art. 504 §1 in connection with Art. 4021 of the Commercial Companies Code ("CCC"), the Management Board of Eurocash Spółka Akcyjna with its registered office in Komorniki, hereby submits:

SECOND NOTIFICATION OF SHAREHOLDERS OF EUROCASH S.A. ON THE INTENTION TO MERGE EUROCASH S.A. AND MILA HOLDING S.A.

The Management Board of Eurocash S.A. based in Komorniki, hereby notifies, pursuant to art. 504 §1 of the Commercial Companies Code, on the intention to merge Eurocash S.A. (acquiring company) with Mila Holding S.A. (acquired company). This notification is the second notification of the intention to merge.

According to the notification of November 12, 2020 published by Eurocash S.A. in the current report No. 30/2020, announcements of the merger plan of Eurocash S.A. with Mila Holding S.A. was made on November 10, 2020 on the companies' website at: <https://grupaeurocash.pl/inwestor/informacje-korporacyjne/lad-korporacyjny> in the "Merger Eurocash S.A. and Mila Holding S.A."."

From November 12, 2020, the shareholders of the merging companies can visit the seat of Eurocash S.A. at ul. Wiśniowa 11 in Komorniki with the following documents:

1. merger plan,
2. financial statements and management board reports on the activities of the merging companies, together with the opinion and report of the statutory auditor for the last three financial years,
3. draft resolutions on the merger of companies,
4. determining the value of assets of Mila Holding S.A. as of 01.10.2020,
5. a statement containing information about the accounting status of Mila Holding S.A. drawn up for the purposes of the merger on 01.10.2020.

Due to the fact that Eurocash S.A. (as the acquiring company) holds 100% of shares in Mila Holding S.A. (as the acquired company):

1. pursuant to art. 516 §6 of the Commercial Companies Code, the merger will be effected without increasing the share capital of Eurocash S.A. and therefore no changes to the articles of association of Eurocash S.A. are planned;

2. pursuant to art. 516 § 6 in connection with art. 516 § 5 of the Commercial Companies Code, the management boards of the merging companies do not prepare the written report referred to in art. 501 of the Commercial Companies Code;

3. pursuant to art. 516 § 6 in connection with art. 516 § 5 of the Commercial Companies Code, the merger plan is not subject to examination by an expert, therefore the relevant expert opinion has not been prepared.

Extraordinary General Meeting of Eurocash S.A., the subject of which will include the adoption of a resolution on the merger was convened on 15.12.2020, in accordance with the current report No. 31/2020 of 13.11.2020.

Unit's name:	EUROCASH S.A.
Abbreviated unit's name:	EUROCASH
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SIGNATURES OF PERSONS REPRESENTING THE COMPANY

Date	Name and surname	Position/Function	Signature
2020-11-27	Jacek Owczarek	Member of the Board	
2020-11-27	Arnaldo Geurreiro	Member of the Board	