

CHAPTER II PERSONS RESPONSIBLE FOR THE INFORMATION CONTAINED IN THE PROSPECTUS

1. The Issuer

Information on the Issuer

Company name: Eurocash SA
 Registered office: Poznań, Poland
 Address: ul. Wolczyńska 18, 60-003 Poznań, Poland
 Tel.: (+48 61) 651 33 00
 Fax.: (+48 61) 651 33 04
 E-mail: Personal accounts in the following format: firstname.surename@eurocash.com.pl and eurocash@eurocash.com.pl
 Web site: www.eurocash.com.pl

Individuals Acting on Behalf of the Issuer

Name	Position
Luis Manuel Conceicao do Amaral	President of the Management Board
Rui Amaral	Member of the Management Board – Director General
Arnaldo Guerreiro	Member of the Management Board – Financial Director
Katarzyna Kopaczewska	Member of the Management Board – Human Resources Director
Ryszard Majer	Member of the Management Board – IT Director
Pedro Martinho	Member of the Management Board – Sales Director

Representation by the Individuals Acting on Behalf of the Issuer

Acting on behalf of the Issuer, we hereby represent that the information contained in the Prospectus is true and reliable, and does not omit any fact or circumstance that is required to be disclosed herein by law, and to the best of our knowledge, there are no material obligations of the Issuer or circumstances, other than those disclosed in the Prospectus, that could have a material effect on the Issuer's legal or financial standing, its assets or performance.

Luis Manuel Conceicao do Amaral President of the Management Board	Rui Amaral Member of the Management Board
Katarzyna Kopaczewska Member of the Management Board	Ryszard Majer Member of the Management Board
Pedro Martinho Member of the Management Board	Arnaldo Guerreiro Member of the Management Board

2. The Selling Shareholder

Information on the Selling Shareholder

Company name: Politra B.V.
Registered office: Amsterdam, Holland
Address: Naritaweg 165, 1043 BW Amsterdam, Holland
Tel.: (+31 20) 572 22 00
Fax.: (+31 20) 572 26 50
E-mail: N/A
Web site: N/A

Individuals Acting on behalf of the Selling Shareholder

Name	Position
Luis Manuel Conceicao do Amaral	Managing Director

Links between the Selling Shareholder and the Individual Acting on Behalf of the Selling Shareholder, and the Issuer and the Dominant Entity

The Selling Shareholder is concurrently the Dominant Entity. Mr Luis Manuel Conceicao do Amaral, as the Managing Director of Politra, is concurrently the individual acting on behalf of the Selling Shareholder and on behalf of the Dominant Entity. Luis Manuel Conceicao do Amaral holds 100% of the shares and votes at the General Shareholders Meeting of Kipi, which in turn holds 100% of shares and votes at the General Shareholders Meeting of the Selling Shareholder (Dominant Entity). The Selling Shareholder (Dominant Entity) holds 127,741,000 Series A Shares, representing 99.9992% of the Issuer's share capital. Luis Manuel Conceicao do Amaral holds 1,000 Series A Shares, representing 0.0008% of the Issuer's share capital. Luis Manuel Conceicao do Amaral is the President of the Management Board of Eurocash SA. The Issuer, the Selling Shareholder (Dominant Entity) and Luis Manuel Conceicao do Amaral are parties to a depository agreement concluded in connection with the introduction of the Shares into public trading. Beyond the above, there are no other links between the Selling Shareholder or Luis Manuel Conceicao do Amaral and the Issuer or the Dominant Entity.

Representation by the Individual Acting on Behalf of the Selling Shareholder

Acting on behalf of the Selling Shareholder, I hereby represent that the information contained in the Prospectus is true and reliable, and does not omit any fact or circumstance that is required to be disclosed herein by law, and to the best of our knowledge, there are no material obligations of the Issuer or circumstances, other than those disclosed in the Prospectus, that could have a material effect on the Issuer's legal or financial standing, its assets or performance.

Luis Manuel Conceicao do Amaral
Managing Director

3. The Dominant Entity

Information on the Dominant Entity

Company name: Politra B.V.
Registered office: Amsterdam, the Netherlands
Address: Naritaweg 165, 1043 BW Amsterdam, Holland
Tel.: (+31 20) 572 22 00
Fax.: (+31 20) 572 26 50
E-mail: N/A
Web site: N/A

Individuals Acting on behalf of the Dominant Entity

Name	Position
Luis Manuel Conceicao do Amaral	Managing Director

Representation by the Dominant Entity

I hereby represent that the information concerning the Dominant Entity contained in the Prospectus is true and reliable, and does not omit any fact or circumstance that is required to be disclosed herein by law.

Luis Manuel Conceicao do Amaral
Managing Director

4. Entities Drawing Up the Prospectus

4.1. The Issuer

Information on the Issuer

Company name: Eurocash SA
Registered office: Poznań, Poland
Address: ul. Wołczyńska 18, 60-003 Poznań, Poland
Tel.: (+48 61) 651 33 00
Fax.: (+48 61) 651 33 04
E-mail: Personal accounts in the following format: firstname.surname@eurocash.com.pl
and eurocash@eurocash.com.pl
Web site: www.eurocash.com.pl

Individuals Acting on Behalf of the Issuer

Name	Position
Luis Manuel Conceicao do Amaral	President of the Management Board
Rui Amaral	Member of the Management Board – Director General
Katarzyna Kopaczewska	Member of the Management Board – Human Resources Director
Ryszard Majer	Member of the Management Board – IT Director
Pedro Martinho	Member of the Management Board – Sales Director

The responsibility of the Issuer as the entity drawing up the Prospectus is limited to the following parts of the Prospectus: Section 1.4-2.2, 2.3.2, and 3-7 in Chapter I, Section 1-4.1 and 5-6 in Chapter II, Section 1-12 and 14-15 in Chapter III, Chapter IV, Section 5-16 in Chapter V, and Chapters VI-IX, except for the Auditor's Opinion contained in Chapter VIII.

Links between the Issuer and Individuals Acting on Behalf of the Issuer, and the Issuer, and the Selling Shareholder (Dominant Entity)

The Selling Shareholder is concurrently the Dominant Entity. Mr Luis Manuel Conceicao do Amaral, as the Managing Director of Politra, is concurrently the individual acting on behalf of the Selling Shareholder and on behalf of the Dominant Entity. Luis Manuel Conceicao do Amaral holds 100% of the shares and votes at the General Shareholders Meeting of Kipi, which in turn holds 100% of the shares and votes at the General Shareholders Meeting of the Selling Shareholder (Dominant Entity). The Selling Shareholder (Dominant Entity) holds 127,741,000 Series A Shares representing 99.9992% of the Issuer's share capital. Luis Manuel Conceicao do Amaral holds 1,000 Series A Shares representing 0.0008% of the Issuer's share capital. Luis Manuel Conceicao do Amaral is the President of the Issuer's Management Board. The Issuer, the Selling Shareholder (Dominant Entity) and Luis Manuel Conceicao do Amaral are parties to a depository agreement concluded in connection with the introduction of the Shares into public trading. Rui Amaral is the brother of Luis Manuel Conceicao do Amaral. Beyond the fact that they serve on the Issuer's Management Board, there are no links between the other individuals acting on behalf of the Issuer and the Issuer or the Dominant Entity (Selling Shareholder). Beyond those listed above, there are no other links between the Issuer and the Dominant Entity (Selling Shareholder).

Representation by Individuals Acting on Behalf of the Issuer as the Entity Drawing Up the Prospectus

We hereby represent that the parts of the Prospectus whose preparation was the responsibility of the Issuer have been drawn up with due professional care, and that the information contained in the parts of the Prospectus whose preparation was the responsibility of the Issuer is true and reliable and does not omit any fact or circumstance that is required to be disclosed herein by law.

Luis Manuel Conceicao do Amaral
President of the Management Board

Rui Amaral
Member of the Management Board

Katarzyna Kopaczewska
Member of the Management Board

Ryszard Majer
Member of the Management Board

Pedro Martinho
Member of the Management Board

Arnaldo Guerreiro
Member of the Management Board

4.2. CA IB Securities

Information on CA IB Securities

Company name: CA IB Securities SA
Registered office: Warsaw, Poland
Address: ul. Emilii Plater 53, 00-113 Warsaw, Poland
Tel.: (+48 22) 520 99 99
Fax.: (+48 22) 520 99 98
E-mail: securitiespl@ca-ib.com
Web site: www.ca-ib.pl

Individuals Acting on Behalf of CA IB Securities

Name	Position
Wojciech Sadowski	President of the Management Board
Paweł Tamborski	Proxy

The responsibility of CA IB Securities as an entity drawing up this Prospectus is limited to the following parts of the Prospectus: Section 4.2 of Chapter II and Section 13 of Chapter III.

Links between CA IB Securities and Individuals Acting on Behalf of CA IB Securities, and the Issuer, and the Selling Shareholder (Dominant Entity)

There are no personal, structural, capital or contractual links between CA IB Securities or individuals acting on its behalf, and the Issuer or the Selling Shareholder (Dominant Entity), other than the agreement concluded with the Issuer in connection with the preparation of the offering and the introduction of the Shares into public trading, and the depository agreement concluded with the Issuer, the Selling Shareholder (Dominant Entity) and Luis Manuel Conceicao do Amaral in connection with the introduction of the Shares into public trading.

Representation by Individuals Acting on Behalf of CA IB Securities as the Entity Drawing Up the Prospectus

We hereby represent that the parts of the Prospectus whose preparation was the responsibility of CA IB Securities have been drawn up with due professional care, and that the information contained in the parts of the Prospectus whose preparation was the responsibility of CA IB Securities is true and reliable and does not omit any fact or circumstance which is required to be disclosed herein by law.

Wojciech Sadowski
President of the Management Board

Paweł Tamborski
Proxy

4.3. CA IB Financial Advisers**Information on CA IB Financial Advisers**

Company name: CA IB Financial Advisers Sp. z o.o.
 Registered office: Warsaw, Poland
 Address: ul. Emilii Plater 53, 00-113 Warsaw, Poland
 Tel.: (+48 22) 520 94 50
 Fax.: (+48 22) 520 94 51
 E-mail: corpfinpl@ca-ib.com
 Web site: www.ca-ib.pl

Individuals Acting on Behalf of CA IB Financial Advisers

Name	Position
Piotr Samojlik	Member of the Management Board
Paweł Tamborski	Member of the Management Board

The responsibility of CA IB Financial Advisers as an entity drawing up this Prospectus is limited to the following parts of the Prospectus: Introduction, Section 1.1–1.3, Section 2.3 and Section 8–10 of Chapter I, Section 4.3 of Chapter II, and Section 1–4 of Chapter V.

Links between CA IB Financial Advisers and Individuals Acting on Behalf of CA IB Financial Advisers, and the Issuer and the Selling Shareholder (Dominant Entity)

There are no personal, structural, capital or contractual links between CA IB Financial Advisers or individuals acting on its behalf, and the Issuer or the Selling Shareholder (Dominant Entity), other than the agreement concluded in connection with the introduction of the Shares into public trading.

Representation by Individuals Acting on Behalf of CA IB Financial Advisers as the Entity Drawing Up the Prospectus

We hereby represent that the parts of the Prospectus whose preparation was the responsibility of CA IB Financial Advisers have been drawn up with due professional care, and that the information contained in the parts of the Prospectus whose preparation was the responsibility of CA IB Financial Advisers is true and reliable and does not omit any fact or circumstance that is required to be disclosed herein by law.

Piotr Samojlik
Member of the Management Board

Paweł Tamborski
Member of the Management Board

4.4. Legal Adviser

Information on the Legal Adviser

Company name: Sołtysiński & Szlęzak Kancelaria Radców Prawnych i Adwokatów sp. k.
Registered office: Warsaw, Poland
Address: ul. Wawelska 15 B, 02-034 Warsaw, Poland
Tel.: (+48 22) 608 70 00
Fax.: (+48 22) 608 70 70
E-mail: office@sklegal.pl
Web site: www.sklegal.pl

Individuals Acting on Behalf of the Legal Adviser

Name	Position
Andrzej S. Szlęzak	General Partner

The responsibility of the Legal Adviser as an entity drawing up this Prospectus is limited to the following parts of the Prospectus: Section 4.4 of Chapter II and Section 4–8 of Chapter III.

Links between the Legal Adviser and the Individual Acting on Behalf of the Legal Adviser, and the Issuer and the Selling Shareholder (Dominant Entity)

There are no personal, structural, capital or contractual links between the Legal Adviser or the individual acting on its behalf and the Issuer or the Selling Shareholder (Dominant Entity), other than the agreements under which the Legal Adviser provides the Issuer with ongoing legal services and legal services related to the drawing up of the Prospectus and the introduction of the Shares into public trading.

Representation by the Individual Acting on Behalf of the Legal Adviser as the Entity Drawing Up the Prospectus

Acting on behalf of the Legal Adviser, I hereby represent that the parts of the Prospectus whose preparation was the responsibility of the Legal Adviser have been drawn up with due professional care, and that the information contained in the parts of the Prospectus whose preparation was the responsibility of the Legal Adviser is true and reliable and does not omit any fact or circumstance that is required to be disclosed herein by law.

Andrzej S. Szlęzak
General Partner

5. The Auditing Firm

Information on the Auditing Firm

The entity authorised to issue an audit opinion on the Issuer's financial statement for the period January 1st – July 31st 2004, contained in this Prospectus, is:

Company name: HLB Frackowiak i Wspólnicy Sp. z o.o.
 Registered office: Poznań, Poland
 Address: ul. Składowa 4, 01-897 Poznań, Poland
 Tel.: (+ 48 61) 85 38 111
 Fax: (+ 48 61) 85 38 222
 E-mail: poznan@frackowiak.com.pl
 Web site: www.frackowiak.com.pl; www.hlb.pl

Qualification to Issue an Opinion on the Audited Financial Statements

HLB Frackowiak i Wspólnicy Sp. z o.o. is entered into the register of entities qualified to audit financial statements maintained by the National Chamber of Chartered Auditors, under Reg. No. 238.

Individual Acting on Behalf of the Auditing Firm

The individuals acting on behalf of the Auditing Firm as the auditor responsible for the opinions on the accuracy, fairness and clarity of the Issuer's financial statement for the period 1 January – 31 July 2004, included in this Prospectus, are:

Cecylia Pol – President of the Management Board

Chartered Auditor

Reg. No. 5282/782

Tomasz Wróblewski

Vice-President of the Management Board

Individuals Qualified as Auditors, Auditing the Issuer's Financial Statements on Behalf of the Auditing Firm

The individual auditing the Issuer's financial statement for the period of 1 January – 31 July 2004 is:

Jan Letkiewicz, entered into the register of chartered auditors under Reg. No. 9530/7106.

The responsibility of the Auditing Firm as the entity drawing up the Prospectus is limited to the responsibility for the accuracy of the opinion enclosed herein in Section 1.A. of Chapter VIII.

Links between the Firm Auditing the Issuer's Financial Statements and the Individuals Acting for and on Behalf of the Auditing Firm, the Issuer and the Selling Shareholder (Dominant Entity)

1. Agreement with the Issuer of August 9th 2004, concerning:
 - issuance of an auditor's opinion on the comparable financial data included in the Issue Prospectus, derived from the Principal's 2001–2003 non-consolidated financial statements, for periods 1 January – 30 June 2004 and 1 January – 31 July 2004;
 - preparation of the "Financial Statements" Chapter of the Issue Prospectus, including the audited financial statements and comparable financial data for 2001–2004 prepared on the basis of the financial statements audited in accordance with the applicable regulations and standards, as well as issue of representations and opinions required under Par. 17–18 of the Regulation referred to in Par. 2.3 of the agreement;
 - verification of the financial statements for the periods 1 January – 30 June 2004 and 1 January – 31 July 2004 for the purposes of the Issue Prospectus;
 - verification of the financial statement for the period 1 January – 31 December 2004 in accordance with the Accountancy Act and the International Accounting Standards.
2. Agreement with the Issuer of 7 June 2004, concerning:
 - issue of an auditor's opinion on the plan of transforming Eurocash Sp. z o.o. into a joint-stock company, prepared as at 1 May 2004.
3. Agreement with the Issuer of 1 April 2004, concerning:
 - issuance of an auditor's opinion on the plan of transforming Eurocash Sp. z o.o. into a joint-stock company, prepared as at 1 April 2004.

4. Agreement with the Issuer of 27 May 2004, concerning:

- audit of the financial statements for the period 1 January – 31 December 2003, issue of an opinion thereon, and preparation of an auditor's report in accordance with the Accountancy Act and the Polish Professional Auditing Standards (Polish Accounting Standards).
- audit of the financial statements for the period 1 January – 31 December 2003, and preparation of an auditor's report in accordance with the International Auditing Standards (IAS).
- review of the financial statements for the period 1 January – 30 June 2003, and preparation of a review report in accordance with the Polish Professional Auditing Standards (Polish Accounting Standards).
- review of the financial statements for the period 1 January – 30 June 2003, and preparation of a review report in accordance with the International Accounting Standards (IAS).

Representation by the Individuals Acting on Behalf of the Auditing Firm on Selection as the Issuer's Auditor, and Confirmation that the Auditing Firm Meets the Conditions Required to Express an Impartial and Independent Audit Opinion

We hereby represent that the Auditing Firm:

- has been selected to audit the Issuer's financial statement for the period January 1st – July 31st 2004 in accordance with the applicable laws;
- meets the conditions required to express an impartial and independent audit opinion.

Cecylia Pol
President of the Management Board
HLB Frąckowiak i Wspólnicy Sp. z o.o.
Chartered Auditor
Reg. No. 5282/782

Tomasz Wróblewski
Vice-President of the Management Board
HLB Frąckowiak i Wspólnicy Sp. z o.o.

Representation by the Individual Auditing the Issuer's Financial Statement on Meeting the Conditions Required to Express an Impartial and Independent Audit Opinion

I hereby represent that as an auditor auditing, on behalf of the Auditing Firm, the Issuer's financial statements for the period 1 January – 31 July 2004 included in the Prospectus, I meet the conditions required to express an impartial and independent audit opinion.

Jan Letkiewicz
Chartered Auditor
Reg. No. 9530/7106

Representation on the Responsibility of the Individuals Acting on Behalf of the Auditing Firm and Auditing the Issuer's Financial Statements

We hereby represent that:

1. The Issuer's financial statement, included in the Prospectus, for the period 1 January – 31 July 2004 was audited by us in accordance with:
 - a) Chapter 7 of the Polish Accountancy Act of September 29th 1994 (Dz. U. of 2002, No. 76, item 694),
 - b) the professional auditing standards issued by the National Board of Chartered Auditors.
2. Based on our audit, we issued an opinion of August 20th 2004, on the accuracy, fairness and clarity of the financial statements. The full text of the opinion is presented in its original form in Chapter VIII. Subsequent to the date of our audit opinion for the period of 1 January – 31 January 2004, we performed no procedures relating to the aforementioned financial statements.
3. The comparable financial data included in the Prospectus were prepared in a manner ensuring its comparability through the application of uniform accounting policies, consistent with the accounting policies applied for the period 1 January – 31 July 2004, and through the disclosure of the corrections of fundamental errors in periods to which they relate irrespective of the period in which the data was disclosed in the accounting books. The reconciliation of the comparable data included in the Prospectus to the items of the audited financial statements fairly reflects the performed restatements; the comparable data contained in the Prospectus are based on the audited financial statements, following their adjustments leading to comparability due to the changes in the accounting policies and the corrections of fundamental errors.
4. The form of presentation of the Issuer's financial statements for the period 1 January - 31 July 2004 and the comparable financial data included in the Prospectus is compliant with the requirements provided under the Regulation of the Polish Council of Ministers of August 11th 2004, on detailed requirements for issue prospectuses and summary issue prospectuses, as amended.

Jan Letkiewicz
Chartered Auditor
Reg. No. 9530/7106

Tomasz Wróblewski
Vice-President of the Management Board
HLB Frąckowiak i Wspólnicy Sp. z o.o.

Cecylia Pol
President of the Management Board
HLB Frąckowiak i Wspólnicy Sp. z o.o.
Chartered Auditor
Reg. No. 5282/782

6. The Offeror

Information on the Offeror

Company name: CA IB Securities SA
Registered offices: Warsaw, Poland
Address: ul. Emilii Plater 53, 00-113 Warsaw, Poland
Tel.: + (48 22) 520 9999
Fax: + (48 22) 520 9998
E-mail: securitiespl@ca-ib.com
Web site: www.ca-ib.pl

Individuals Acting on Behalf of the Offeror

Name	Position
Wojciech Sadowski	President of the Management Board
Paweł Tamborski	Proxy

Links between the Offeror and the Individuals Acting on its Behalf, and the Issuer and the Selling Shareholder (Dominant Entity)

There are no personal, structural, capital or contractual links between the Offeror or the individuals acting on its behalf, and the Issuer or the Selling Shareholder (Dominant Entity), other than the agreement concluded with the Issuer in connection with the preparation of the offering and the introduction of the Shares to public trading, as well as the depository agreement concluded with the Issuer, the Selling Shareholder (Dominant Entity) and Mr. Luis Manuel Conceicao do Amaral in connection with the introduction of the Shares to public trading.

Representation by the Individuals Acting on Behalf of the Offeror

We hereby represent that the Offeror prepared and managed the introduction of the Offered Shares to public trading with due professional care.

Wojciech Sadowski
President of the Management Board

Paweł Tamborski
Proxy