

Current report No.20/2011

Draft resolutions of the Ordinary General Meeting of EUROCASH S.A.

The Management Board of EUROCASH Spółka Akcyjna with its registered office in Komorniki hereby discloses the draft resolutions of the Ordinary General Meeting of EUROCASH S.A. which will be held on 13 June 2011 at 10.00 a.m., at the Company's registered office in Komorniki, at ul. Wiśniowa 11. Document with the draft resolutions is attached hereto.

Legal Basis: Section 38.1.3 of the Ordinance of the Minister of Finance concerning current and interim information to be disclosed by issuers of securities as well as conditions for recognising as equivalent the information required by laws of a non-member state dated 19 February 2009

**Resolution No. 1
of the Ordinary General Meeting
of “Eurocash” S.A.
of 13 June 2011**

concerning the election of a Chairman of the General Meeting

Pursuant to Article 409 § 1 of the Commercial Companies Code and § 4 of the Rules of the General Meeting of Eurocash S.A., the General Meeting herewith elects Mr./Ms. [...] Chairman of the General Meeting.

**Resolution No. 2
of the Ordinary General Meeting
of “Eurocash” S.A.
of 13 June 2011**

concerning the adoption of an agenda

The General Meeting herewith adopts the agenda of the Ordinary General Meeting, with its provisions announced in accordance with Article 402¹ of the Commercial Companies Code, which covers:

- 1) Opening of the Ordinary General Meeting;
- 2) Confirmation that the Ordinary General Meeting was validly convened and is able to adopt resolutions;
- 3) Election of the Chairman of the Ordinary General Meeting;
- 4) Making an attendance list;
- 5) Adoption of the agenda;
- 6) Evaluation of the Company’s annual report for 2010, including the financial statement of the Company for 2010 and the Management Board’s report on the Company’s operations in 2010;
- 7) Evaluation of the Company’s Capital Group consolidated annual report for 2010, including the consolidated financial statement for 2010 and the Management Board’s report on the operations of Eurocash S.A. Capital Group;
- 8) Evaluation of the Supervisory Board report on its activity in 2010, including a concise information on the Company’s standing;
- 9) Adoption of a resolution concerning the approval of the Company’s annual report for 2010, including the financial statement of the Company for 2010 and the Management Board’s report on the Company’s operations in 2010;
- 10) Adoption of a resolution concerning the approval of the Company’s Capital Group consolidated annual report for 2010, including the consolidated financial statement for 2010 the Management Board’s report on the operations of Eurocash S.A. Capital Group;
- 11) Adoption of a resolution concerning distribution of the net profit for 2010;
- 12) Adoption of resolutions concerning the acknowledgement of the fulfilment of duties by individual Members of the Management Board in 2010;
- 13) Adoption of resolutions concerning the acknowledgement of the fulfilment of duties by individual Members of the Supervisory Board in 2010;
- 14) Adoption of a resolution concerning the acceptance of the list of Conditionally Authorised Persons in accordance with the Seventh Employee Incentive and Reward Scheme for 2010;
- 15) Adoption of a resolution concerning the release of reserves created for the implementation of the Company’s own share buy-back programme;
- 16) Closing of the Ordinary General Meeting.

Resolution No. 3

**of the Ordinary General Meeting
of Eurocash S.A.
of 13 June 2011**

*concerning the approval of the Company's annual report including the financial statement for
2010 and the Management Board's report on the operations of the Company in 2010*

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 Articles of Association of Eurocash S.A. (the "**Company**"), based on the Company's annual report, the opinion presented by the certified auditor KPMG Audyt Sp. z o.o. and according to the recommendation expressed in Resolution No 1 of the Supervisory Board of 13 May 2011, the Ordinary General Meeting hereby approves the Company's annual report for 2010, including:

1. the Company's separate financial statement for 2010 comprising of: (i) the general information, (ii) separate statement of the financial position as at 31 December 2010 showing the total assets in the amount of PLN 1,712,916,224 (one billion seven hundred twelve million nine hundred sixteen thousand two hundred twenty four zlotys), (iii) separate income statement for the period from 1 January to 31 December 2010 and separate statement of comprehensive income for the period from 1 January to 31 December 2010 showing respectively the net profit and total comprehensive income for the period in amount of PLN 63,149,188 (sixty three million one hundred forty nine thousand one hundred eighty eight zloty), (iv) separate statement of changes in equity for the period from 1 January to 31 December 2010 showing as at 31 December 2010 the amount of PLN 325,364,720 (three hundred twenty five million three hundred sixty four thousand seven hundred twenty zlotys), (v) separate statement of cash flows for the period from 1 January to 31 December 2010 indicating an increase of cash in the amount of PLN 37,604,128 (thirty seven million six hundred four thousand one hundred twenty eight zlotys), and (vi) supplementary information and notes; and
2. the Management Board's report on the operations of the Company in 2010.

**Resolution No. 4
of the Ordinary General Meeting
of Eurocash S.A.
of 13 June 2011**

*concerning the approval of the Company's Capital Group consolidated annual report for
2010 including the consolidated financial statement for 2010 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 Act and § 16 Sec. 1 item 11 of the Articles of Association of Eurocash S.A. (hereinafter the "**Company**"), based on the Company's Capital Group consolidated annual report for 2010, the opinion presented by the certified auditor KPMG Audyt Sp. z o.o. and according to the recommendation expressed in Resolution No 1 of the Company's Supervisory Board of 13 May 2010, the Company's Ordinary General Meeting hereby approves the Company's Capital Group consolidated annual report for 2010, including, in particular:

1. the Company's Capital Group consolidated annual financial statements for 2010, comprising of: (i) the general information, (ii) the consolidated statement of financial position as at 31 December 2010 showing the total assets in the amount of PLN 2,402,980,573 (two billion four hundred two million nine hundred eighty thousand five hundred seventy three zloty), (iii) the consolidated income statement for the period from 1 January to 31 December 2010 and consolidated statement of comprehensive income for the period from 1 January to 31 December 2010 showing respectively the net profit for the period and total comprehensive income for the period in amount of PLN 128,446,420 (one hundred twenty eight million four hundred forty six thousand four hundred twenty zloty) (iv) the consolidated statement of

changes in equity for the period from 1 January to 31 December 2010 showing as at 31 December 2010 the amount of PLN 457,104,760 (four hundred fifty seven million one hundred four thousand seven hundred sixty zloty), (v) the consolidated statement of cash flows for the period from 1 January to 31 December 2010 indicating an increase of cash in the amount of PLN 54,047,960 (fifty four million forty seven thousand nine hundred sixty 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 2010, including in particular a statement on the compliance with the corporate governance rules.

Resolution No. 5
of the Ordinary General Meeting
of Eurocash S.A.
of 13 June 2011
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 Articles of Association of Eurocash S.A. (the "**Company**") and based on recommendation expressed in Resolution No 1 of the Supervisory Board of 13 May 2011, the Ordinary General Meeting of Eurocash S.A. hereby resolves that the net profit for 2010 amounting to 63,149,188 (sixty three million one hundred forty nine thousand one hundred eighty eight zloty) shall be distributed as follows:

1. the shareholders of record on 1 July 2011, shall receive the dividend in amount of PLN 0.37 (thirty seven groszys) per one Company's share; dividend shall be payable by 15 July 2011;
2. the remaining amount of the profit for 2010 from the payment of the dividend shall be transferred to Company's spare capital

Resolution No. 6
of the Ordinary General Meeting
of Eurocash S.A.
of 13 June 2011
concerning acknowledgement of the fulfilment of the President of Management Board's duties performed by Mr. Luis Manuel Conceicao do Amaral in 2010

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 Articles of Association of Eurocash S.A. and based on recommendation expressed in Resolution No. 1 of the Supervisory Board of 13 May 2011, the Ordinary General Meeting of Eurocash S.A. hereby acknowledges Mr. Luis Manuel Conceicao do Amaral's fulfilment of his President of Management Board's duties performed in 2010 from 1 January to 31 December 2010.

Resolution No. 7
of the Ordinary General Meeting
of Eurocash S.A.
of 13 June 2011
concerning acknowledgement of the fulfilment of the Management Board member's duties performed by Ms. Katarzyna Kopaczewska in 2010

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 Articles of Association of Eurocash S.A. and based on recommendation expressed in Resolution No 4 of the Supervisory Board of 13 May 2011, the Ordinary General Meeting hereby acknowledges Ms. Katarzyna Kopaczewska's fulfilment of her Management Board member's duties performed in 2010 from 1 January to 31 December 2010.

**Resolution No. 8
of the Ordinary General Meeting
of Eurocash S.A.
of 13 June 2011**

*concerning acknowledgement of the fulfilment of the Management Board member's duties
performed by Mr. Rui Amaral in 2010*

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 Articles of Association of Eurocash S.A. and based on recommendation expressed in Resolution No 1 of the Supervisory Board of 13 May 2011, the Ordinary General Meeting hereby acknowledges Mr. Rui Amaral's fulfilment of his Management Board member's duties performed in 2010 from 1 January to 31 December 2010.

**Resolution No. 9
of the Ordinary General Meeting
of Eurocash S.A.
of 13 June 2011**

*concerning acknowledgement of the fulfilment of the Management Board member's duties
performed by Mr. Arnaldo Guerreiro in 2010*

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 Articles of Association of Eurocash S.A. and based on recommendation expressed in Resolution No. 1 of the Supervisory Board of 13 May 2011, the Ordinary General Meeting hereby acknowledges Mr. Arnaldo Guerreiro's fulfilment of his Management Board member's duties performed in 2010 from 1 January to 31 December 2010.

**Resolution No. 10
of the Ordinary General Meeting
of Eurocash S.A.
of 13 June 2011**

*concerning acknowledgement of the fulfilment of the Management Board member's duties
performed by Mr. Pedro Martinho in 2010*

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 Articles of Association of Eurocash S.A. and based on recommendation expressed in Resolution No. 1 of the Supervisory Board of 13 May 2011, the Ordinary General Meeting hereby acknowledges Mr. Pedro Martinho's fulfilment of his Management Board member's duties performed in 2010 from 1 January to 31 December 2010.

**Resolution No. 11
of the Ordinary General Meeting
of Eurocash S.A.
of 13 June 2011**

*concerning acknowledgement of the fulfilment of the Management Board member's duties
performed by Mr. Ryszard Majer in 2010*

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 Articles of Association of Eurocash S.A. and based on recommendation expressed in Resolution No. 1 of the Supervisory Board of 13 May 2011, the Ordinary General Meeting hereby acknowledges Mr. Ryszard Majer's fulfilment of his Management Board member's duties performed in 2010 from 1 January to 31 December 2010.

**Resolution No. 12
of the Ordinary General Meeting**

**of Eurocash S.A.
of 13 June 2011**
*concerning acknowledgement of the fulfilment of the Management Board member's duties
performed by Mr. Jacek Owczarek in 2010*

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 Articles of Association of Eurocash S.A. and based on recommendation expressed in Resolution No. 1 of the Supervisory Board of 13 May 2011, the Ordinary General Meeting hereby acknowledges Mr. Jacek Owczarek's fulfilment of his Management Board member's duties performed in 2010 from 1 January to 31 December 2010.

**Resolution No. 13
of the Ordinary General Meeting
of Eurocash S.A.
of 13 June 2011**
*concerning acknowledgement of the fulfilment of the Chairman of the Supervisory Board's
duties performed by Mr. João Borges de Assunção in 2010*

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 Articles of Association of Eurocash S.A., the Ordinary General Meeting hereby acknowledges Mr. João Borges de Assunção's fulfilment of his Chairman of the Supervisory Board's duties performed in 2010 from 1 January to 31 December 2010.

**Resolution No. 14
of the Ordinary General Meeting
of Eurocash S.A.
of 13 June 2011**
*concerning acknowledgement of the fulfilment of the Supervisory Board member's duties
performed by Mr. Eduardo Aguinaga de Moraes in 2010*

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 Articles of Association of Eurocash S.A., the Ordinary General Meeting hereby acknowledges Mr. Eduardo Aguinaga de Moraes fulfilment of his Supervisory Board member's duties performed in 2010 from 1 January to 31 December 2010.

**Resolution No. 15
of the Ordinary General Meeting
of Eurocash S.A.
of 13 June 2011**
*concerning acknowledgement of the fulfilment of the Supervisory Board member's duties
performed by Mr. António José Santos Silva Casanova in 2010*

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 Articles of Association of Eurocash S.A., the Ordinary General Meeting hereby acknowledges Mr. António José Santos Silva Casanova fulfilment of his Supervisory Board member's duties performed in 2010 from 1 January to 31 December 2010.

**Resolution No. 16
of the Ordinary General Meeting
of Eurocash S.A.
of 13 June 2011**
concerning acknowledgement of the fulfilment of the Supervisory Board member's duties

performed by Mr. Ryszard Wojnowski in 2010

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 Articles of Association of Eurocash S.A., the Ordinary General Meeting hereby acknowledges Mr. Ryszard Wojnowski fulfilment of his Supervisory Board member's duties performed in 2010 from 1 January to 31 December 2010.

**Resolution No. 17
of the Ordinary General Meeting
of Eurocash S.A.
of 13 June 2011**

*concerning acknowledgement of the fulfilment of the Supervisory Board member's duties
performed by Mr. Janusz Lisowski in 2010*

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 Articles of Association of Eurocash S.A., the Ordinary General Meeting hereby acknowledges Mr. Janusz Lisowski fulfilment of his Supervisory Board member's duties performed in 2010 from 1 January to 31 December 2010.

**Resolution No. 18
of the Ordinary General Meeting
of Eurocash S.A.
of 13 June 2011**

*concerning determining the list of Conditionally Authorised Persons in accordance with the Seventh
Employee Incentive and Reward Scheme for 2010*

The General Meeting herewith resolves that in accordance with the Seventh Employee Incentive and Reward Scheme for 2010, the Persons Conditionally Authorised to purchase Series H Bonds and to subscribe for the Series I Shares of Eurocash S.A. issued in accordance with the Seventh Incentive and Reward Scheme for 2010 are the persons named on the list constituting an attachment to the minutes of this Meeting.

**Resolution No. 19
of the Ordinary General Meeting
of Eurocash S.A.
of 13 June 2011**

concerning the release of reserves created for the implementation of the Company's own share buy-back programme

The Ordinary General Meeting of Eurocash S.A. (hereinafter the "**Company**") herewith resolves to release the reserves designated for the implementation of the Company's own share buy-back programme established on the basis of Resolution No. 29 of the Ordinary General Meeting of the Company dated 25 May 2009.

The remaining funds in these reserves in the amount of PLN 12,884,493.09 (twelve million eight hundred eighty four thousand four hundred ninety three zlotys and nine groszys) are transferred to the part of the Company's spare capital created from the Company's profits that, in accordance with Article 348 § 1 of the Commercial Companies Code, may be designated for distribution among the shareholders.

Resolution No. 1
of the Ordinary General Meeting
of “Eurocash” S.A.
of 13 June 2011

concerning the election of a Chairman of the General Meeting

Pursuant to Article 409 § 1 of the Commercial Companies Code and § 4 of the Rules of the General Meeting of Eurocash S.A., the General Meeting herewith elects Mr./Ms. [...] Chairman of the General Meeting.

Resolution No. 2
of the Ordinary General Meeting
of “Eurocash” S.A.
of 13 June 2011

concerning the adoption of an agenda

The General Meeting herewith adopts the agenda of the Ordinary General Meeting, with its provisions announced in accordance with Article 402¹ of the Commercial Companies Code, which covers:

- 1) Opening of the Ordinary General Meeting;
- 2) Confirmation that the Ordinary General Meeting was validly convened and is able to adopt resolutions;
- 3) Election of the Chairman of the Ordinary General Meeting;
- 4) Making an attendance list;
- 5) Adoption of the agenda;
- 6) Evaluation of the Company’s annual report for 2010, including the financial statement of the Company for 2010 and the Management Board’s report on the Company’s operations in 2010;
- 7) Evaluation of the Company’s Capital Group consolidated annual report for 2010, including the consolidated financial statement for 2010 and the Management Board’s report on the operations of Eurocash S.A. Capital Group;
- 8) Evaluation of the Supervisory Board report on its activity in 2010, including a concise information on the Company’s standing;
- 9) Adoption of a resolution concerning the approval of the Company’s annual report for 2010, including the financial statement of the Company for 2010 and the Management Board’s report on the Company’s operations in 2010;
- 10) Adoption of a resolution concerning the approval of the Company’s Capital Group consolidated annual report for 2010, including the consolidated financial statement for 2010 the Management Board’s report on the operations of Eurocash S.A. Capital Group;
- 11) Adoption of a resolution concerning distribution of the net profit for 2010;
- 12) Adoption of resolutions concerning the acknowledgement of the fulfilment of duties by individual Members of the Management Board in 2010;
- 13) Adoption of resolutions concerning the acknowledgement of the fulfilment of duties by individual Members of the Supervisory Board in 2010;
- 14) Adoption of a resolution concerning the acceptance of the list of Conditionally Authorised Persons in accordance with the Seventh Employee Incentive and Reward Scheme for 2010;

- 15) Adoption of a resolution concerning the release of reserves created for the implementation of the Company's own share buy-back programme;
- 16) Closing of the Ordinary General Meeting.

**Resolution No. 3
of the Ordinary General Meeting
of Eurocash S.A.
of 13 June 2011**

concerning the approval of the Company's annual report including the financial statement for 2010 and the Management Board's report on the operations of the Company in 2010

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 Articles of Association of Eurocash S.A. (the "**Company**"), based on the Company's annual report, the opinion presented by the certified auditor KPMG Audyt Sp. z o.o. and according to the recommendation expressed in Resolution No 1 of the Supervisory Board of 13 May 2011, the Ordinary General Meeting hereby approves the Company's annual report for 2010, including:

1. the Company's separate financial statement for 2010 comprising of: (i) the general information, (ii) separate statement of the financial position as at 31 December 2010 showing the total assets in the amount of PLN 1,712,916,224 (one billion seven hundred twelve million nine hundred sixteen thousand two hundred twenty four zlotys), (iii) separate income statement for the period from 1 January to 31 December 2010 and separate statement of comprehensive income for the period from 1 January to 31 December 2010 showing respectively the net profit and total comprehensive income for the period in amount of PLN 63,149,188 (sixty three million one hundred forty nine thousand one hundred eighty eight zloty), (iv) separate statement of changes in equity for the period from 1 January to 31 December 2010 showing as at 31 December 2010 the amount of PLN 325,364,720 (three hundred twenty five million three hundred sixty four thousand seven hundred twenty zlotys), (v) separate statement of cash flows for the period from 1 January to 31 December 2010 indicating an increase of cash in the amount of PLN 37,604,128 (thirty seven million six hundred four thousand one hundred twenty eight zlotys), and (vi) supplementary information and notes; and
2. the Management Board's report on the operations of the Company in 2010.

**Resolution No. 4
of the Ordinary General Meeting
of Eurocash S.A.
of 13 June 2011**

concerning the approval of the Company's Capital Group consolidated annual report for 2010 including the consolidated financial statement for 2010 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 Act and § 16 Sec. 1 item 11 of the Articles of Association of Eurocash S.A. (hereinafter the "**Company**"), based on the Company's Capital Group consolidated annual report for 2010, the opinion presented by the certified auditor KPMG Audyt Sp. z o.o. and according to the recommendation expressed in Resolution No 1 of the Company's Supervisory Board of 13 May 2010, the Company's Ordinary General Meeting hereby

approves the Company's Capital Group consolidated annual report for 2010, including, in particular:

1. the Company's Capital Group consolidated annual financial statements for 2010, comprising of: (i) the general information, (ii) the consolidated statement of financial position as at 31 December 2010 showing the total assets in the amount of PLN 2,402,980,573 (two billion four hundred two million nine hundred eighty thousand five hundred seventy three zloty), (iii) the consolidated income statement for the period from 1 January to 31 December 2010 and consolidated statement of comprehensive income for the period from 1 January to 31 December 2010 showing respectively the net profit for the period and total comprehensive income for the period in amount of PLN 128,446,420 (one hundred twenty eight million four hundred forty six thousand four hundred twenty zloty) (iv) the consolidated statement of changes in equity for the period from 1 January to 31 December 2010 showing as at 31 December 2010 the amount of PLN 457,104,760 (four hundred fifty seven million one hundred four thousand seven hundred sixty zloty), (v) the consolidated statement of cash flows for the period from 1 January to 31 December 2010 indicating an increase of cash in the amount of PLN 54,047,960 (fifty four million forty seven thousand nine hundred sixty 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 2010, including in particular a statement on the compliance with the corporate governance rules.

Resolution No. 5
of the Ordinary General Meeting
of Eurocash S.A.
of 13 June 2011
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 Articles of Association of Eurocash S.A. (the "**Company**") and based on recommendation expressed in Resolution No 1 of the Supervisory Board of 13 May 2011, the Ordinary General Meeting of Eurocash S.A. hereby resolves that the net profit for 2010 amounting to 63,149,188 (sixty three million one hundred forty nine thousand one hundred eighty eight zloty) shall be distributed as follows:

1. the shareholders of record on 1 July 2011, shall receive the dividend in amount of PLN 0.37 (thirty seven groszys) per one Company's share; dividend shall be payable by 15 July 2011;
2. the remaining amount of the profit for 2010 from the payment of the dividend shall be transferred to Company's spare capital

Resolution No. 6
of the Ordinary General Meeting
of Eurocash S.A.
of 13 June 2011
concerning acknowledgement of the fulfilment of the President of Management Board's duties performed by Mr. Luis Manuel Conceicao do Amaral in 2010

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 Articles of Association of Eurocash S.A. and based on recommendation expressed in Resolution No. 1 of the Supervisory Board of 13 May 2011, the Ordinary General Meeting of Eurocash S.A. hereby acknowledges Mr. Luis Manuel Conceicao do Amaral's fulfilment of his President of Management Board's duties performed in 2010 from 1 January to 31 December 2010.

**Resolution No. 7
of the Ordinary General Meeting
of Eurocash S.A.
of 13 June 2011**

*concerning acknowledgement of the fulfilment of the Management Board member's duties
performed by Ms. Katarzyna Kopaczewska in 2010*

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 Articles of Association of Eurocash S.A. and based on recommendation expressed in Resolution No 4 of the Supervisory Board of 13 May 2011, the Ordinary General Meeting hereby acknowledges Ms. Katarzyna Kopaczewska's fulfilment of her Management Board member's duties performed in 2010 from 1 January to 31 December 2010.

**Resolution No. 8
of the Ordinary General Meeting
of Eurocash S.A.
of 13 June 2011**

*concerning acknowledgement of the fulfilment of the Management Board member's duties
performed by Mr. Rui Amaral in 2010*

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 Articles of Association of Eurocash S.A. and based on recommendation expressed in Resolution No 1 of the Supervisory Board of 13 May 2011, the Ordinary General Meeting hereby acknowledges Mr. Rui Amaral's fulfilment of his Management Board member's duties performed in 2010 from 1 January to 31 December 2010.

**Resolution No. 9
of the Ordinary General Meeting
of Eurocash S.A.
of 13 June 2011**

*concerning acknowledgement of the fulfilment of the Management Board member's duties
performed by Mr. Arnaldo Guerreiro in 2010*

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 Articles of Association of Eurocash S.A. and based on recommendation expressed in Resolution No. 1 of the Supervisory Board of 13 May 2011, the Ordinary General Meeting hereby acknowledges Mr. Arnaldo Guerreiro's fulfilment of his Management Board member's duties performed in 2010 from 1 January to 31 December 2010.

**Resolution No. 10
of the Ordinary General Meeting
of Eurocash S.A.
of 13 June 2011**

*concerning acknowledgement of the fulfilment of the Management Board member's duties
performed by Mr. Pedro Martinho in 2010*

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 Articles of Association of Eurocash S.A. and based on recommendation expressed in Resolution No. 1 of the Supervisory Board of 13 May 2011, the Ordinary General Meeting hereby acknowledges Mr. Pedro Martinho's fulfilment of his Management Board member's duties performed in 2010 from 1 January to 31 December 2010.

**Resolution No. 11
of the Ordinary General Meeting
of Eurocash S.A.
of 13 June 2011**

*concerning acknowledgement of the fulfilment of the Management Board member's duties
performed by Mr. Ryszard Majer in 2010*

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 Articles of Association of Eurocash S.A. and based on recommendation expressed in Resolution No. 1 of the Supervisory Board of 13 May 2011, the Ordinary General Meeting hereby acknowledges Mr. Ryszard Majer's fulfilment of his Management Board member's duties performed in 2010 from 1 January to 31 December 2010.

**Resolution No. 12
of the Ordinary General Meeting
of Eurocash S.A.
of 13 June 2011**

*concerning acknowledgement of the fulfilment of the Management Board member's duties
performed by Mr. Jacek Owczarek in 2010*

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 Articles of Association of Eurocash S.A. and based on recommendation expressed in Resolution No. 1 of the Supervisory Board of 13 May 2011, the Ordinary General Meeting hereby acknowledges Mr. Jacek Owczarek's fulfilment of his Management Board member's duties performed in 2010 from 1 January to 31 December 2010.

**Resolution No. 13
of the Ordinary General Meeting
of Eurocash S.A.
of 13 June 2011**

*concerning acknowledgement of the fulfilment of the Chairman of the Supervisory Board's
duties performed by Mr. João Borges de Assunção in 2010*

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 Articles of Association of Eurocash S.A., the Ordinary General Meeting hereby acknowledges Mr. João Borges de Assunção's fulfilment of his Chairman of the Supervisory Board's duties performed in 2010 from 1 January to 31 December 2010.

**Resolution No. 14
of the Ordinary General Meeting
of Eurocash S.A.
of 13 June 2011**

*concerning acknowledgement of the fulfilment of the Supervisory Board member's duties
performed by Mr. Eduardo Aguinaga de Moraes in 2010*

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 Articles of Association of Eurocash S.A., the Ordinary General Meeting hereby acknowledges Mr. Eduardo Aguinaga de Moraes fulfilment of his Supervisory Board member's duties performed in 2010 from 1 January to 31 December 2010.

**Resolution No. 15
of the Ordinary General Meeting
of Eurocash S.A.
of 13 June 2011**

*concerning acknowledgement of the fulfilment of the Supervisory Board member's duties
performed by Mr. António José Santos Silva Casanova in 2010*

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 Articles of Association of Eurocash S.A., the Ordinary General Meeting hereby acknowledges Mr. António José Santos Silva Casanova fulfilment of his Supervisory Board member's duties performed in 2010 from 1 January to 31 December 2010.

**Resolution No. 16
of the Ordinary General Meeting
of Eurocash S.A.
of 13 June 2011**

*concerning acknowledgement of the fulfilment of the Supervisory Board member's duties
performed by Mr. Ryszard Wojnowski in 2010*

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 Articles of Association of Eurocash S.A., the Ordinary General Meeting hereby acknowledges Mr. Ryszard Wojnowski fulfilment of his Supervisory Board member's duties performed in 2010 from 1 January to 31 December 2010.

**Resolution No. 17
of the Ordinary General Meeting
of Eurocash S.A.
of 13 June 2011**

concerning acknowledgement of the fulfilment of the Supervisory Board member's duties

performed by Mr. Janusz Lisowski in 2010

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 Articles of Association of Eurocash S.A., the Ordinary General Meeting hereby acknowledges Mr. Janusz Lisowski fulfilment of his Supervisory Board member's duties performed in 2010 from 1 January to 31 December 2010.

**Resolution No. 18
of the Ordinary General Meeting
of Eurocash S.A.
of 13 June 2011**

*concerning determining the list of Conditionally Authorised Persons in accordance with the
Seventh Employee Incentive and Reward Scheme for 2010*

The General Meeting herewith resolves that in accordance with the Seventh Employee Incentive and Reward Scheme for 2010, the Persons Conditionally Authorised to purchase Series H Bonds and to subscribe for the Series I Shares of Eurocash S.A. issued in accordance with the Seventh Incentive and Reward Scheme for 2010 are the persons named on the list constituting an attachment to the minutes of this Meeting.

**Resolution No. 19
of the Ordinary General Meeting
of Eurocash S.A.
of 13 June 2011**

*concerning the release of reserves created for the implementation of the Company's own
share buy-back programme*

The Ordinary General Meeting of Eurocash S.A. (hereinafter the “**Company**”) herewith resolves to release the reserves designated for the implementation of the Company's own share buy-back programme established on the basis of Resolution No. 29 of the Ordinary General Meeting of the Company dated 25 May 2009.

The remaining funds in these reserves in the amount of PLN 12,884,493.09 (twelve million eight hundred eighty four thousand four hundred ninety three zlotys and nine groszys) are transferred to the part of the Company's spare capital created from the Company's profits that, in accordance with Article 348 § 1 of the Commercial Companies Code, may be designated for distribution among the shareholders.