

VOTING INSTRUCTION

The Extraordinary Shareholders' Meeting of EUROCASH S.A. ("OSM") which will be held on October 20, 2020, at 10.00 a.m., at Company's seat in Komorniki, Wiśniowa 11 Street. Please find the drafts of particular resolutions presented by the Management Board in the Attachment 1 hereto.

APPOINTMENT OF THE CHAIRMAN OF THE SHAREHOLDERS' MEETING (Resolution No. 1)			
<input type="checkbox"/> For the Candidate supported by the Management Board Number of shares:	<input type="checkbox"/> Against the Candidate supported by the Management Board <input type="checkbox"/> Placing objection Number of shares:	<input type="checkbox"/> Abstained Number of shares:	<input type="checkbox"/> At the proxy's discretion Number of shares:
<input type="checkbox"/> Other * (in case of presenting other draft resolutions different from the ones proposed by the Management Board) :			
ADOPTION OF THE AGENDA OF THE EXTRAORDINARY SHAREHOLDERS' MEETING (Resolution No. 2)			
<input type="checkbox"/> For the Agenda proposed by the Management Board Number of shares:	<input type="checkbox"/> Against the Agenda proposed by the Management Board <input type="checkbox"/> Placing objection Number of shares:	<input type="checkbox"/> Abstained Number of shares:	<input type="checkbox"/> At the proxy's discretion Number of shares:
<input type="checkbox"/> Other * (in case of presenting other draft resolutions different from the ones proposed by the Management Board) :			
APPROVAL OF THE CONCERNING THE APPOINTMENT OF MEMBER OF THE SUPERVISORY BOARD (Resolution No. 3)			
<input type="checkbox"/> For Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing objection Number of shares:	<input type="checkbox"/> Abstained Number of shares:	<input type="checkbox"/> At the proxy's discretion Number of shares:
<input type="checkbox"/> Other * (in case of presenting other draft resolutions different from the ones proposed by the Management Board) :			
APPROVAL OF THE CONCERNING THE MERGER OF EUROCASH S.A. AND DEF SP. Z O.O. (Resolution No. 4)			
<input type="checkbox"/> For Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing objection Number of shares:	<input type="checkbox"/> Abstained Number of shares:	<input type="checkbox"/> At the proxy's discretion Number of shares:

☐ **Other*** *(in case of presenting other draft resolutions different from the ones proposed by the Management Board) :*

APPROVAL OF THE CONCERNING THE REPEAL OF RESOLUTIONS CONCERNING THE EMPLOYEES INCENTIVE AND REWARD SCHEMES (Resolution No. 5)

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Placing objection	<input type="checkbox"/> Abstained	<input type="checkbox"/> At the proxy's discretion
Number of shares:	Number of shares:	Number of shares:	Number of shares:

☐ **Other*** *(in case of presenting other draft resolutions different from the ones proposed by the Management Board) :*

Attachment
Draft resolutions of Extraordinary Shareholders Meeting

Resolution No. 1
of the Extraordinary Shareholders' Meeting
of Eurocash S.A.
of October 20, 2020

concerning the appointment of the Chairman of the Shareholders' Meeting

Pursuant to Art. 409 § 1 of the Commercial Companies Code and § 4 of the By-laws of Shareholders' Meeting of Eurocash S.A. the Shareholders' Meeting hereby appoints Mrs./Mr. [...] as Chairman of the Shareholders' Meeting.

Resolution No. 2
of the Extraordinary Shareholders' Meeting
of Eurocash S.A.
of October 20, 2020

concerning the adoption of the Agenda of the Extraordinary Shareholders' Meeting

The Shareholders' Meeting hereby adopts the agenda of the Extraordinary Shareholders' Meeting, as announced in accordance with Art. 402¹ of the Commercial Company's Code, which consists of:

- 1) Opening of the Extraordinary Shareholders' Meeting;
- 2) Confirmation that the Extraordinary Shareholders' Meeting was validly convened and is able to adopt resolutions;
- 3) Election of the Chairman of the Extraordinary Shareholders' Meeting;
- 4) Making an attendance list;
- 5) Adoption of the agenda;
- 6) Adoption of resolution concerning appointment of Member of the Supervisory Board;
- 7) Adoption of resolution concerning the merger of Eurocash S.A. and DEF Sp. z o.o.;
- 8) Adoption of resolution concerning repeal of resolutions concerning the Employees Incentive and Reward Schemes;
- 9) Closing of the Extraordinary Shareholders' Meeting.

Resolution No. 3
of the Extraordinary Shareholders' Meeting
of Eurocash S.A.
of October 20, 2020

concerning the appointment of Member of the Supervisory Board

Pursuant to Article 385 § 1 and 2 of the Commercial Companies Code and provisions of § 13 Section 3 of the Statute of Eurocash S.A. (the "Company"), the Company's Annual General Assembly hereby appoints Mr./Ms. _____ as Member of Company's Supervisory Board.

Resolution No. 4
of the Extraordinary Shareholders' Meeting
of Eurocash S.A.
of October 20, 2020

concerning the merger of Eurocash S.A. and DEF Sp. z o.o.;

Pursuant to Article 506 § 1 of the Commercial Companies Code and provisions of § 16 Sec. 1 Item 11 in connection with Sec. 6 of the Statutes of Eurocash S.A. (the "Company"), after becoming acquainted with the merger plan and its attachments regarding the merger of Eurocash S.A. and DEF Sp. z o.o. (the "Merger Plan"), the Extraordinary Shareholders' Meeting hereby resolves as follows:

§ 1

1. **„Eurocash” S.A.** with its registered seat in Komorniki, ul. Wiśniowa 11, 62-052 Komorniki, entered into the register of entrepreneurs of the National Court Register maintained by the District Court of Poznań – Nowe Miasto i Wilda w Poznaniu, VIII Commercial Division of the National Court Register under the KRS No: 0000213765, REGON: 631008941, NIP: 779-19-06-082, share capital 139,163,286.00 Zloty (paid in full) (**„Acquiring Company”**) hereby merges, as the acquiring company, with **„DEF” sp. z o.o.**

- with its registered seat in Białystok, ul. Handlowa 6, 15-399 Białystok, entered into the register of entrepreneurs of the National Court Register maintained by the District Court of Białystok, XII Commercial Division of the National Court Register under the KRS No. 0000048125, REGON: 050537965, NIP: 5422198926, share capital: 1.450.000,00 Złoty („**Acquired Company**”), as the acquired company.
2. The merger shall be based on Art. 492 § 1 Item 1) in connection with Art. 516 § 6 of the Commercial Companies Code, i.e., through the transfer of all assets of the Acquired Company to the Acquiring Company (merger through take-over) without the increase of the share capital of the Acquiring Company.
 3. The Acquiring Company is the sole shareholder of the Acquired Company, therefore:
 - a. the merger is made pursuant to Art. 516 § 6 of the Commercial Companies Code as a simplified merger;
 - b. 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 report mentioned in Art. 501 of the Commercial Companies Code;
 - c. pursuant to Art. 516 § 6 in connection with Art. 516 § 5 of the Commercial Companies Code the merger plan is not examined by the expert auditor.

§ 2

The Extraordinary Shareholders' Meeting hereby accepts the Merger Plan as attached hereto.

§ 3

The Management Board of the Acquiring Company is hereby authorized and obligated to undertake any and all actions necessary to make required entries in pertinent registers, in particular, in the register of entrepreneurs of the National Court Register as well as to undertake any other actions necessary or useful for the implementation hereof.

**Resolution No. 5
of the Extraordinary Shareholders' Meeting
of Eurocash S.A.
of October 20, 2020**

*concerning the repeal of resolutions concerning the
Employees Incentive and Reward Schemes*

Pursuant to § 16 Sec. 1 Item 11 of the Statutes of Eurocash S.A. (the „Company”) the Extraordinary Shareholders' Meeting hereby repeals the resolutions of the Ordinary Shareholders' Meeting of April 25, 2017, Nos. 21 – 38 concerning the Employees Incentive and Reward Schemes. The aim of adoption of Employees Incentive and Reward Schemes was to create additional motivation mechanisms for managers and key employees of companies of Eurocash S.A. Group in order to accomplish midterm strategic goals and create additional value do shareholders. One of the economic consequences of the pandemic related to COVID-19 is the decrease of price of stock, including the price of Company's stock at the Warsaw Stock Exchange. The current price of stock (approx. PLN 15.00) is materially below the price for which the stock could have been acquired by Persons Entitled within the Schemes (PLN 32.51) which is not caused by the condition of the Company nor actions of Persons Entitled being best employees of Eurocash Group. In consequence, the Schemes no longer have their value as a bonus or motivation and their further managing and handling generates additional cost for the Company.