

Resolution No. 1
of the Ordinary Shareholders' Meeting
of Eurocash S.A.
of August 25, 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 Ordinary Shareholders' Meeting
of Eurocash S.A.
of August 25, 2020

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

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

- 1) Opening of the Ordinary Shareholders' Meeting;
- 2) Confirmation that the Ordinary Shareholders' Meeting was validly convened and is able to adopt resolutions;
- 3) Election of the Chairman of the Ordinary Shareholders' Meeting;
- 4) Making an attendance list;
- 5) Adoption of the agenda;
- 6) Evaluation of the Company's annual report for 2019, including the financial statement for 2019 and the Management Board's report on the Company's business activity in 2019;
- 7) Evaluation of the Company's Capital Group consolidated annual report for 2019, including the consolidated financial statement for 2019 and the Management Board's report on the business activity of Eurocash S.A. Capital Group in 2019;
- 8) Evaluation of the Supervisory Board report on its activity in 2019, including a concise information on the Company's standing;
- 9) Adoption of a resolution concerning the approval of the Company's annual report for 2019, including the financial statement for 2019 and the Management Board's report on the Company's business activity in 2019;
- 10) Adoption of a resolution concerning the approval of the Company's Capital Group consolidated annual report for 2019, including the consolidated financial statement for 2019 and the Management Board's report on the business activity of Eurocash S.A. Capital Group in 2019;
- 11) Adoption of a resolution concerning distribution of net profit for 2019;
- 12) Adoption of resolutions concerning the acknowledgement of the fulfillment of duties by individual Members of the Management Board in 2019;
- 13) Adoption of resolutions concerning the acknowledgement of the fulfillment of duties by individual Members of the Supervisory Board in 2019;
- 14) Adoption of resolutions concerning changes to the Company's Statutes;
- 15) Adoption of resolution concerning uniform text of the Company's Statutes;
- 16) Adoption of resolution concerning approval of changes to the By-laws of the Supervisory Board;

- 17) Adoption of resolutions concerning the adoption of the Remuneration Policy of Members of the Company's Management Board and Supervisory Board;
- 18) Closing of the Ordinary Shareholders' Meeting.

**Resolution No. 3
of the Ordinary Shareholders' Meeting
of Eurocash S.A.
of August 25, 2020**

concerning the approval of the Company's annual report including the financial statement for 2019 and the Management Board's report on the operations of the Company in 2019

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 Ernst & Young Audyt Polska spółka z ograniczoną odpowiedzialnością sp. k. and according to the recommendation expressed in Resolution No. 1 of the Supervisory Board of July 28, 2020, the Ordinary Shareholders' Meeting of the Company hereby approves the Company's annual report, including:

1. separate financial statements for 2019, comprising of: (i) the general information, (ii) separate statement of the financial position as at 31 December 2019 showing the total assets in the amount of PLN 6.600.468.248 (six billion six hundred million four hundred sixty eight thousand two hundred forty eight zloty), (iii) separate income statement for the period from 1 January to 31 December 2019 and separate statement of comprehensive income for the period from 1 January to 31 December 2019 showing respectively profit for the period in the amount of PLN 174.612.455 (one hundred seventy four million six hundred twelve thousand four hundred fifty five zloty) and total comprehensive profit for the period in amount of PLN 176.923.197 (one hundred seventy six million nine hundred twenty three thousand one hundred ninety seven zloty), (iv) separate statement of changes in equity for the period from 1 January to 31 December 2019 representing the balance as at 31 December 2019 of PLN 1.084.097.183 (one billion eighty four million ninety seven thousand one hundred eighty three zloty), (v) separate statement of cash flows for the period from January 1, 2019, to December 31, 2019, indicating a decrease of net cash in the amount of PLN 67.117.399 (sixty seven million one hundred seventeen thousand three hundred ninety nine zloty), and (vi) supplementary information and notes; and
2. the Management Board's report on the operations of the Company in 2019.

**Resolution No. 4
of the Ordinary Shareholders' Meeting
of Eurocash S.A.
of August 25, 2020**

concerning the approval of the Company's Capital Group consolidated annual report for 2019 including the consolidated financial statement for 2019 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 2019, the opinion presented by the expert auditor Ernst & Young Audyt Polska spółka z ograniczoną odpowiedzialnością sp. k. and according to the recommendation expressed in

Resolution No. 1 of the Company's Supervisory Board of July 28, 2020, the Company's Ordinary Shareholders' Meeting hereby approves the Company's Capital Group consolidated annual report for 2019, including, in particular:

1. the consolidated annual financial statements of 2019, comprising of: (i) the general information, (ii) the consolidated statement of financial position as at 31 December 2019 showing the total assets in the amount of PLN 7.885.006.965 (seven billion eight hundred eighty five million six thousand nine hundred sixty five zloty), (iii) the consolidated income statement for the period from 1 January to 31 December 2019 and consolidated statement of comprehensive income for the period from 1 January to 31 December 2019 showing respectively profit for the period in the amount of PLN 79.125.593 (seventy nine million one hundred twenty five thousand five hundred ninety three zloty) and total comprehensive income for the period in the amount of PLN 81.436.334 (eighty one million four hundred thirty six thousand three hundred thirty four zloty), (iv) the consolidated statement of changes in equity for the period from 1 January to 31 December 2019 representing the balance as at 31 December 2019 of PLN 963.399.217 (nine hundred sixty three million three hundred ninety nine thousand two hundred seventeen zloty), (v) the consolidated statement of cash flows for the period from 1 January to 31 December 2019 indicating a decrease of net cash in the amount of PLN 49.888.992 (forty nine million eight hundred eighty eight thousand nine hundred ninety two zloty), and (vi) supplementary information and notes; and
2. the Company's Management Board's report on the operations of the Company's Capital Group in 2019, including in particular a statement on the compliance with the corporate governance rules.

**Resolution No. 5
of the Ordinary Shareholders' Meeting
of Eurocash S.A.
of August 25, 2020**

concerning distribution of profit for 2019

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 July 28, 2020, the Ordinary Shareholders' Meeting of Eurocash S.A. hereby resolves that the net profit for 2019 amounting to PLN 174.612.455 (one hundred seventy four million six hundred twelve thousand four hundred fifty five zloty) shall be distributed in the way that the entire net profit will be transferred to the Company's reserve capital.

**Resolution No. 6
of the Ordinary Shareholders' Meeting
of Eurocash S.A.
of August 25, 2020**

*concerning acknowledgement of the fulfillment of the President of Management Board's
duties performed by Mr. Luis Manuel Conceicao Pais do Amaral in 2019*

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. and based on recommendation expressed in Resolution No. 1 of the Supervisory Board of July 28, 2020, the Ordinary Shareholders' Meeting of Eurocash S.A. hereby acknowledges Mr. Luis Manuel Conceicao Pais do Amaral's fulfillment of his President of Management Board's duties performed in 2019.

**Resolution No. 7
of the Ordinary Shareholders' Meeting
of Eurocash S.A.
of August 25, 2020**

*concerning acknowledgement of the fulfillment of the Management Board member's duties
performed by Ms. Katarzyna Kopaczewska in 2019*

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. and based on recommendation expressed in Resolution No. 1 of the Supervisory Board of July 28, 2020, the Ordinary Shareholders' Meeting hereby acknowledges Ms. Katarzyna Kopaczewska's fulfillment of her Management Board member's duties performed in 2019.

**Resolution No. 8
of the Ordinary Shareholders' Meeting
of Eurocash S.A.
of August 25, 2020**

*concerning acknowledgement of the fulfillment of the Management Board member's duties
performed by Mr. Rui Amaral in 2019*

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. and based on recommendation expressed in Resolution No. 1 of the Supervisory Board of July 28, 2020, the Ordinary Shareholders' Meeting hereby acknowledges Mr. Rui Amaral's fulfillment of his Management Board member's duties performed in 2019.

**Resolution No. 9
of the Ordinary Shareholders' Meeting
of Eurocash S.A.
of August 25, 2020**

*concerning acknowledgement of the fulfillment of the Management Board member's duties
performed by Mr. Arnaldo Guerreiro in 2019*

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. and based on recommendation expressed in Resolution No. 1 of the Supervisory Board of July 28, 2020, the Ordinary Shareholders' Meeting hereby acknowledges Mr. Arnaldo Guerreiro's fulfillment of his Management Board member's duties performed in 2019.

**Resolution No. 10
of the Ordinary Shareholders' Meeting
of Eurocash S.A.
of August 25, 2020**

concerning acknowledgement of the fulfillment of the Management Board member's duties performed by Mr. Pedro Martinho in 2019

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. and based on recommendation expressed in Resolution No. 1 of the Supervisory Board of July 28, 2020, the Ordinary Shareholders' Meeting hereby acknowledges Mr. Pedro Martinho's fulfillment of his Management Board member's duties performed in 2019.

**Resolution No. 11
of the Ordinary Shareholders' Meeting
of Eurocash S.A.
of August 25, 2020**

concerning acknowledgement of the fulfillment of the Management Board member's duties performed by Mr. Jacek Owczarek in 2019

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. and based on recommendation expressed in Resolution No. 1 of the Supervisory Board of July 28, 2020, the Ordinary Shareholders' Meeting hereby acknowledges Mr. Jacek Owczarek's fulfillment of his Management Board member's duties performed in 2019.

**Resolution No. 12
of the Ordinary Shareholders' Meeting
of Eurocash S.A.
of August 25, 2020**

concerning acknowledgement of the fulfillment of the Management Board member's duties performed by Mr. Przemysław Ciaś in 2019

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. and based on recommendation expressed in Resolution No. 1 of the Supervisory Board of July 28, 2020, the Ordinary Shareholders' Meeting hereby acknowledges Mr. Przemysław Ciaś's fulfillment of his Management Board member's duties performed in 2019.

**Resolution No. 13
of the Ordinary Shareholders' Meeting
of Eurocash S.A.
of August 25, 2020**

concerning acknowledgement of the fulfillment of the Supervisory Board Chairman's duties performed by Mr. Hans Joachim Körber in 2019

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. Hans Joachim Körber fulfillment of his Supervisory Board members's duties performed between January 1 and May 9, 2019, and his Supervisory Board Chairman's duties performed between May 9 and December 31, 2019.

**Resolution No. 14
of the Ordinary Shareholders' Meeting
of Eurocash S.A.**

of August 25, 2020

concerning acknowledgement of the fulfillment of the Supervisory Board member's duties performed by Mr. Francisco José Valente Hipólito dos Santos in 2019

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. Francisco José Valente Hipólito dos Santos fulfillment of his Supervisory Board member's duties performed in 2019.

**Resolution No. 15
of the Ordinary Shareholders' Meeting
of Eurocash S.A.
of August 25, 2020**

concerning acknowledgement of the fulfillment of the Supervisory Board member's duties performed by Mr. Jorge Mora in 2019

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. Jorge Mora fulfillment of his Supervisory Board member's duties performed between May 9 and December 31, 2019.

**Resolution No. 16
of the Ordinary Shareholders' Meeting
of Eurocash S.A.
of August 25, 2020**

concerning acknowledgement of the fulfillment of the Supervisory Board member's duties performed by Mr. Renato Arie in 2019

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. Renato Arie fulfillment of his Supervisory Board member's duties performed between May 9 and December 31, 2019.

**Resolution No. 17
of the Ordinary Shareholders' Meeting
of Eurocash S.A.
of August 25, 2020**

concerning acknowledgement of the fulfillment of the Supervisory Board member's duties performed by Mr. Ewald Raben in 2019

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. Ewald Raben fulfillment of his Supervisory Board member's duties performed between May 9 and December 31, 2019.

**Resolution No. 18
of the Ordinary Shareholders' Meeting
of Eurocash S.A.
of August 25, 2020**

concerning acknowledgement of the fulfillment of the Chairman of the Supervisory Board's duties performed by Mr. João Borges de Assunção in 2019

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 between January 1 and May 9, 2019.

**Resolution No. 19
of the Ordinary Shareholders' Meeting
of Eurocash S.A.
of August 25, 2020**

concerning acknowledgement of the fulfillment of the Supervisory Board member's duties performed by Mr. Jacek Szwajcowski in 2019

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. Jacek Szwajcowski fulfillment of his Supervisory Board member's duties performed between January 1 and May 9, 2019.

**Resolution No. 20
of the Ordinary Shareholders' Meeting
of Eurocash S.A.
of August 25, 2020**

concerning acknowledgement of the fulfillment of the Supervisory Board member's duties performed by Ms. Alicja Kornasiewicz in 2019

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 Ms. Alicja Kornasiewicz fulfillment of his Supervisory Board member's duties performed between January 1 and May 9, 2019.

**Resolution No. 21
of the Ordinary Shareholders' Meeting
of Eurocash S.A.
of August 25, 2020**

concerning the changes to the Company's Statutes

Pursuant to Art. 430 § 1 of the Commercial Companies Code and the provisions of § 16 Sec. 1 Item 11 of the Statutes of Eurocash S.A. (hereinafter, the "Company") the Ordinary Shareholders' Meeting hereby changes § 2 Sec. 1 of the Company's Statutes by replacing the dot in Item (97) with a coma and by adding after the existing text new Items (98) and (99):

- „(98) 74.90.Z - Other professional, scientific and technical activities not elsewhere classified,
- (99) 85.59.B - Other out-of-school forms of education, not elsewhere classified.”

**Resolution No. 22
of the Ordinary Shareholders' Meeting
of Eurocash S.A.
of August 25, 2020**

concerning the changes to the Company's Statutes

Pursuant to Art. 430 § 1 of the Commercial Companies Code and the provisions of § 16 Sec. 1 Item 11 of the Statutes of Eurocash S.A. (hereinafter, the "Company") the Ordinary Shareholders' Meeting hereby changes § 13 of the Company Statutes where point 10, point 12 and point 14 shall have the following new wording:

- "10. Subject to points 9 and points 11 – 16 below, Supervisory Board resolutions shall be valid if all members of the Supervisory Board had been duly invited to the meeting and the meeting is attended by at least three members of the Supervisory Board. Subject to Art. 388 Par. 2 sentence 2 of the Commercial Companies Code, Supervisory Board Members may participate in the adoption of Supervisory Board resolutions by casting their vote in writing and passing such vote through another Supervisory Board member."
- "12. During each financial year, the Supervisory Board shall hold not less than four meetings. Participation in Supervisory Board meeting is possible also through means of instantaneous communication."
- "14. Resolution of the Supervisory Board may also be adopted by votes cast in writing or through means of instantaneous communication. In such cases draft resolutions shall be presented to all Members of the Supervisory Board by the Chairman of the Supervisory Board or, in his/her absence, by another Member of the Supervisory Board. The provisions of point 9 concerning giving of notice of a planned Supervisory Board meeting shall apply accordingly to the presentation of the draft resolutions to be adopted in the manner described in this point 14."

**Resolution No. 23
of the Ordinary Shareholders' Meeting
of Eurocash S.A.
of August 25, 2020**

concerning the uniform text of the Company's Statutes

Pursuant to Art. 395 § 5 of the Commercial Companies Code the Ordinary Shareholders' Meeting of Eurocash S.A. (hereinafter, the "Company") hereby adopts the uniform text of the Company's Statutes including the changes following from Resolutions Nos. 21 and 22 of the Company's Ordinary Shareholders' Meeting of August 25, 2020, as attached hereto.

**Resolution No. 24
of the Ordinary Shareholders' Meeting
of Eurocash S.A.
of August 25, 2020**

concerning approval of changes to the By-laws of the Supervisory Board

Pursuant to § 13 Section 8 of the Statute of Eurocash S.A., the Ordinary Shareholders' Meeting hereby approves the following changes of the By-laws of the Supervisory Board of

Eurocash S.A. as adopted on the basis of the resolution of the Supervisory Board of July 25, 2020:

1. In § 6 of the By-laws in Sec. 2 second sentence is hereby added of the following wording:

“Participation in Supervisory Board meeting is possible also through means of instantaneous communication.”

2. In § 6 of the By-laws Sec. 5 shall have a new wording as follows:

“Should it be necessary to take urgent actions requiring a prior resolution of the Board where it is not possible to organize and conduct an extraordinary meeting, the Chairman of the Supervisory Board may order adopting the resolution outside the meeting in writing provided that it does not constitute a breach of the binding laws and all members have been informed of the content of a draft resolution and gave their consent to that, and that the Chairman of the Supervisory Board participates in the voting.”

3. In § 7 of the By-laws Sec. 1 shall have a new wording as follows:

“Voting the Supervisory Board’s resolution shall be conducted during a meeting (including meeting in which Supervisory Board’s members participate through use of direct distant communication means, including but not limited to a phone or audiovisual conferences devices) or outside the meeting in writing (in the latter case in accordance with § 6 item 5 of the By-laws).”

4. In § 7 of the By-laws Sec. 7 shall have a new wording as follows:

“Subject to Art. 388 § 2 sent. 2 of the Commercial Companies Code, Supervisory Board members may take part in adopting Supervisory Board resolutions by casting their votes in writing via another member of the Supervisory Board.”

**Resolution No. 25
of the Ordinary Shareholders’ Meeting
of Eurocash S.A.
of August 25, 2020**

*concerning the adoption of the Remuneration Policy of Members of the Company’s
Management Board and Supervisory Board*

Pursuant to Art. 90d of the law on public offer and conditions governing the introduction of financial instruments to organised trading and public companies, the Ordinary Shareholders’ Meeting of Eurocash S.A. (hereinafter, the “Company”) hereby:

1. Adopts the Remuneration Policy of Members of the Company’s Management Board and Supervisory Board of the wording as attached hereto;
2. Authorizes the Supervisory Board to determine the details of the Remuneration Policy by specifying:
 - a) the principles of establishing and the amounts of the fixed and variable components of remuneration, bonuses and other benefits in cash or in kind;

- b) the criteria for granting the variable remuneration components, bonuses and incentive schemes, and specifically for establishing the periods after which the Company Management Board members may obtain the entitlement to be remunerated in the form of financial instruments, and the principles of disposal thereof;
- c) establishing the vesting periods.