Dear Shareholders,

The Management Board of Eurocash S.A. (the "**Company**" or "**Eurocash**") hereby presents the rationale for the draft resolutions of the Extraordinary General Meeting convened for 11 December 2026 (the "**EGM**").

Resolutions No. 1 and 2

on the election of the Chairman of the Extraordinary General Meeting and on the adoption of the agenda

Procedural resolutions.

Resolution No. 3

on amendments to the Company's Statute

The amendment to § 4 and § 15 item 2 of the Company's Statute is related to the planned change of the Company's registered seat from Komorniki to Poznań.

The amendments to § 9, § 13 item 12 and § 15 item 3 of the Company's Statute are intended to align the existing provisions of the Statute with the current wording of the Commercial Companies Code, and the amendments to § 12 are intended to align them with the provisions of the Civil Code.

The amendments to the Statute introduced in §13 item 2, §13 item 3 and §13 item 7 are related to the inclusion of the current legal form and registered office of Politra S.à r.l., the legal successor of Politra B.V.

The draft resolution provides, in § 13 item 8 of the Statute, for the Supervisory Board to have exclusive competence to adopt its own by-laws and, in § 14 item 2 point (xi), exclusive competence to approve the Company's long-term strategic plans. Consequently, § 16 item 1 point (5) of the Company's Statute, which granted the General Meeting the power to approve long-term strategic plans, has been deleted. Otherwise, the amendments to § 14 item 2, item 3 and item 4 clarify the competence of the Supervisory Board in matters concerning the Company's relations with members of the Management Board in accordance with the Commercial Companies Code. The last amendment, to § 16 item 5 of the Company's Statute, is connected with the correction of a typographical error.

Resolution No. 4

on the adoption of the Gender Balance Policy for the Management Board and the Supervisory Board of Eurocash S.A.

The Act of 3 July 2026 amending the Act on Public Offering and the Act on the Implementation of Certain Provisions of European Union Law on Equal Treatment (Journal of Laws 2026, item 1034) introduced into the Public Offering Act Chapter 4aa "Gender balance in company bodies", which implements Directive (EU) 2022/2381 of the European Parliament and of the Council of 23 November 2022 on improving the gender balance among directors of listed companies and related measures.

As a public company, the Company is required to ensure that the total number of positions in the Company's bodies held by members of the under-represented sex is not lower than the number closest to 33% of all positions in those bodies, and that members of that sex hold positions in each of the Company's bodies. This obligation is fulfilled by conducting candidate selection processes based on

transparent and gender-neutral criteria and on a comparative assessment of candidates' qualifications, as well as by performing disclosure obligations towards candidates and reporting obligations towards the competent government administration authority.

The Policy being adopted consolidates these principles in a single corporate document, covering the selection process for members of the Management Board and the Supervisory Board, the criteria for assessing candidates, the rules for applying a preference where candidates are equally qualified, career development programs, and the rules for monitoring and reporting. The Policy does not, however, modify the powers of the Company's bodies or the personal rights of shareholders arising under the Company's Statute.