



CONSOLIDATED INTERIM REPORT

3 RD QUARTER 2007

**PREPARED ACCORDING TO INTERNATIONAL FINANCIAL
REPORTING STANDARDS**

(ALL AMOUNTS IN THOUSANDS PLN)

Lublin, November 2007

1. Selected financial data

SELECTED FINANCIAL DATA	Thousands PLN		Thousands EURO	
	9 months ended 30 September 2007	9 months ended 30 September 2006	9 months ended 30 September 2007	9 months ended 30 September 2006
I. Net sales of merchandise and finished products	3 388 634	1 019 208	884 448	260 195
II. Profit on operating activities	93 916	27 857	24 512	7 112
III. Profit before taxation	80 710	25 597	21 066	6 535
IV. Net profit (loss)	64 892	20 138	16 937	5 141
V. Net cash flow from operating activities	60 583	38 466	15 812	9 820
VI. Cash flow from investment activities	(52 363)	(17 855)	(13 667)	(4 558)
VII. Cash flow from financing activities	28 310	(15 680)	7 389	(4 003)
VIII. Total net cash flows	36 529	4 931	9 534	1 259
IX. Total assets	1 315 437	336 459	348 230	84 463
X. Liabilities and provisions for liabilities	876 879	209 639	232 132	52 627
XI. Long-term liabilities	224 951	47 809	59 550	12 002
XII. Short-term liabilities	651 928	161 830	172 582	40 625
XIII. Equity	435 464	126 820	115 278	31 836
XIV. Share capital	13 270	6 635	3 513	1 666
XV. Number of shares (weighted average)*	13 125 218	6 635 100	13 125 218	6 635 100
XVI. Net profit per ordinary share (in PLN / EUR)	5,19	3,50	1,35	0,89
XVII. Book value per ordinary share (in PLN / EURO)	33,18	19,11	8,78	4,80
XVIII. Dividend per share (PLN)	1,74	2,76	0,46	0,69

* Number of shares (weighted average) – in 2007 January - March: 12 923 985, April: 13 004 006, May - September: 13 270 200

Average rate of Exchange for points I-VIII, XVI, XVIII: 2007 - 3,8314 PLN/EURO
2006 - 3,9171 PLN/EURO

Exchange rate for points IX-XIII, XVII: as at 30.09.2007 – 3,7775 PLN/EURO
as at 30.09.2006 – 3,9835 PLN/EURO

2. Consolidated financial statements

Profit & loss statement

	3 months ended 30 September 2007	9 months ended 30 September 2007	3 months ended 30 September 2006	9 months ended 30 September 2006
Sales	1 206 722	3 388 634	352 952	1 019 208
Cost of sales	(1 020 645)	(2 889 802)	(299 386)	(866 895)
Gross profit (loss)	186 077	498 832	53 566	152 313
Other operating income	1 056	20 329	273	9 743
Selling costs	(127 950)	(350 177)	(37 205)	(107 805)
Overhead costs	(27 461)	(66 665)	(6 746)	(22 126)
Other operating expenses	(4 074)	(8 403)	(1 364)	(4 268)
Operating profit (loss)	27 649	93 916	8 524	27 857
Finance income	(1 983)	5 590	158	567
Finance costs	(6 380)	(18 796)	(907)	(2 827)
Profit (loss) before income tax	19 285	80 710	7 775	25 597
Income tax	(3 782)	(15 818)	(1 587)	(5 459)
Net profit (loss)	15 503	64 892	6 188	20 138

Net profit (loss) (annualised)	68 130	23 210
Weighted average number of ordinary shares*	13 125 218	6 635 100
Profit (loss) per ordinary share (in PLN)	5,19	3,50

* Number of shares (weighted average) – in 2007 January - March: 12 923 985, April: 13 004 006, May - September: 13 270 200

Consolidated balance sheet

	9 months ended 30 September 2007	6 months ended 30 June 2007	9 months ended 30 September 2006	6 months ended 30 June 2006
Non-current asset				
Property, plant, equipment	369 305	340 119	157 270	154 950
Real estates	4 630	4 369		
Intangible assets	2 986	3 219	632	680
Financial assets	50 705	3 848	243	243
Goodwill	147 816	147 816		
Long-term receivables	8 428	9 197	2 413	2 530
Deferred tax assets	14 797	13 054	2 664	2 887
Total non-current assets	598 667	521 622	163 222	161 290
Current assets				
Inventory	320 413	301 268	97 184	103 654
Receivables	338 161	358 592	61 790	65 580
Income tax receivables	1 429	409	13	9
Short-term securities	5			
Prepaid expenses	6 957	6 398	2 129	2 878
Cash and cash equivalents	49 182	54 383	12 075	10 478
Other financial assets	155	193	46	46
Tangible assets destined for sale	468			
Total current assets	716 770	721 243	173 237	182 645
Total assets	1 315 437	1 242 865	336 459	343 935
Equity				
Share capital	13 270	13 270	6 635	6 635
Share Premium	309 139	286 448	34 360	34 360
Capital reserve	22 353	22 353	7 497	7 497
Other reserve capital	47 059	56 871	60 660	60 660
Capital from evaluation	(352)			
Ratained earnings	43 995	41 920	17 668	11 481
Total Equity capital assigned Stockholders from dominant company	435 464	420 862	126 820	120 633
Equity capital minority stockholders	3 094			
Total Equity	438 558	420 862	126 820	120 633
Long-term liabilities				
Bank loans, borrowings and bonds	204 815	217 019	41 665	47 476
Long-term liabilities	4 760	1 606		
Provisions	4 129	458	1 589	1 590
Provisions for deferred tax	11 247	10 159	4 555	4 119
Total long-term liabilities	224 951	229 242	47 809	53 185

Short-term liabilities				
Bank loans, borrowings and bonds	94 287	79 213	19 029	20 313
Short-term liabilities	545 691	500 717	140 004	145 977
Income tax liabilities	3 450	3 119	310	309
Provisions	7 664	8 963	2 393	3 480
Deferred revenues and accruals	836	749	94	38
Total short term liabilities	651 928	592 761	161 830	170 117
Total equity and liabilities	1 315 437	1 242 865	336 459	343 935

Book value	435 464	126 820
Weighted average number of ordinary shares *	13 125 218	6 635 100
Book value per share (in PLN)	33,18	19,11

* Number of shares (weighted average) – in 2007 January - March: 12 923 985, April: 13 004 006,
May - September: 13 270 200

Consolidated statement of changes in equity

	Share capital	Share premium	Reserve capital	Other reserve capital	Capital from revaluation	Retained earnings	Minority capital	Total equity
1 January 2007	12 924	273 292	7 497	44 669		18 745		357 127
Change of accounting Policy								
1 January 2007 adjusted	12 924	273 292	7 497	44 669		18 745		357 127
Net profit (loss) for 9 months – 30 September 2007						64 892		64 892
Changes as a result of merger					(352)	694	3 094	3 436
The issue of new shares	346	35 847						36 193
Distribution of profits			14 856	12 424		(27 280)		
Dividend for 2006				(10 034)		(13 056)		(23 090)
30 September 2007	13 270	309 139	22 353	47 059	(352)	43 995	3 094	438 558
1 July 2007	13 270	286 448	22 353	56 871		41 920		420 862
Change of accounting Policy								
1 July 2007 adjusted	13 270	286 448	22 353	56 871		41 920		420 862
Net profit (loss) for 3 months – 30 September 2007						15 503		15 503
Changes as a result of merger					(352)	(150)	3 094	2 592
The issue of new shares		22 691						22 691
Distribution of profits				222		(222)		
Dividend for 2006				(10 034)		(13 056)		(23 090)
30 September 2007	13 270	309 139	22 353	47 059	(352)	43 995	3 094	438 558

	Share capital	Share premium	Reserve capital	Other reserve capital	Capital from revaluation	Retained earnings	Minority capital	Total equity
1 January 2006	6 635	34 360	2 613	46 707		18 690		109 005
Change of accounting Policy								
1 January 2006 adjusted	6 635	34 360	2 613	46 707		18 690		109 005
Net profit (loss) for 9 months – 30 September 2006						20 138		20 138
Distribution of profits			4 884	13 953		(18 837)		
Dividend for 2005						(2 323)		(2 323)
30 September 2006	6 635	34 360	7 497	60 660		17 668		126 820
1 July 2006	6 635	34 360	7 497	60 660		11 480		120 632
Change of accounting Policy								
1 July 2006 adjusted	6 635	34 360	7 497	60 660		11 480		120 632
Net profit (loss) for 3 months – 30 September 2007						6 188		6 188
Distribution of profits								
Dividend for 2005								
30 September 2006	6 635	34 360	7 497	60 660		17 668		126 820

Consolidated Cash flow statement

	3 months ended 30 September 2007	9 months ended 30 September 2007	3 months ended 30 September 2006	9 months ended 30 September 2006
Net profit (loss)	15 503	64 892	6 188	20 138
Adjustments for:	(2 083)	(4 309)	9 809	18 328
Depreciation	11 135	29 602	4 518	13 354
Foreign exchange gain (loss)	(7 427)	(7 525)		
Interest	1 223	10 316	917	2 213
Income tax	6 823	17 082		
Loss (profit) on investments	(3 271)	(14 157)	11	177
Change In provisions	(474)	(1 563)	(590)	4 309
Change In inventories	(18 878)	(40 974)	6 470	6 029
Change In receivables	(12 444)	(18 283)	11 593	(5 576)
Change In deferred revenues and accruals	(1 545)	(6 098)	3 749	3 661
Change In payables	44 195	58 455	(16 919)	(5 919)
Other adjustments	(15 760)	(13 505)	59	80
Income tax paid	(5 659)	(17 659)		
Net cash flow from operations	13 420	60 583	15 997	38 466
Revenues	34 850	70 314	511	1 113
Disposal of tangible and intangible fixed assets	28 668	26 104	408	992
Disposal of financial assets	3 198	13 142		6
Dividend gained				
Interest gained	341	744	103	115
Repayment of given loans	2 411	3 378		
Cash flow from company's takeover		26 714		
Other	232	232		
Expenses	(68 694)	(122 677)	(6 781)	(18 968)
Purchase of tangible and intangible fixe assets	(18 675)	(66 281)	(6 767)	(18 954)
Investments in properties				
Purchase of dependent subjects	(32 082)	(32 227)		
Purchase of financial assets		(547)		
Given loans		(934)		
Other	(17 936)	(22 688)	(14)	(14)
Net cash flow on investments	(33 844)	(52 363)	(6 270)	(17 855)
Revenues	80 673	231 403	3 899	41 836
Loans and borrowings acquired	53 422	180 336		27 415
Issue of short-term bonds	26 334	50 047	3 899	14 421
Issue of shares				
Other	917	1 020		
Expenses	(65 447)	(203 093)	(12 029)	(57 516)
Repayment of loans and borrowings	(42 609)	(153 334)	(6 450)	(39 001)
Repayment of bonds	(20 135)	(39 807)	(5 000)	(16 300)
Financial leasing payments	(126)	(602)		
Interest paid	(2 577)	(9 703)	(579)	(2 215)
Other		353		

Net Cash flow from investments	15 226	28 310	(8 130)	(15 680)
Total net Cash flow	(5 199)	36 529	1 597	4 931
Foreign exchange gain (loss)	(2)			
Cash and Cash equivalents opening balance	54 383	12 653	10 478	7 144
Cash and Cash equivalents closing balance	49 182	49 182	12 075	12 075

3. Stand alone financial statement EMPERIA S.A.

SELECTED FINANCIAL DATA	Thousands PLN		Thousands EURO	
	9 months ended 30 September 2007	9 months ended 30 September 2006	9 months ended 30 September 2007	9 months ended 30 September 2006
I. Net sales of merchandise and finished products	329 648	828 344	86 040	211 469
II. Profit on operating activities	17 025	13 018	4 444	3 323
III. Profit before taxation	15 788	11 681	4 121	2 982
IV. Net profit (loss)	12 177	9 353	3 178	2 388
V. Net cash flow from operating activities	5 017	16 866	1 309	4 306
VI. Cash flow from investment activities	(34 092)	(6 271)	(8 898)	(1 601)
VII. Cash flow from financing activities	30 404	(7 167)	7 936	(1 830)
VIII. Total net cash flows	1 329	3 428	347	875
IX. Total assets	436 682	254 462	115 600	63 879
X. Liabilities and provisions for liabilities	83 747	157 973	22 169	39 657
XI. Long-term liabilities	306	21 440	81	5 382
XII. Short-term liabilities	83 441	136 533	22 089	34 275
XIII. Equity	352 936	96 489	93 431	24 222
XIV. Share capital	13 270	6 635	3 513	1 666
XV. Number of shares (weighted average)	13 125 218	6 635 100	13 125 218	6 635 100
XVI. Net profit per ordinary share (in PLN / EUR)	1,21	1,67	0,32	0,43
XVII. Book value per ordinary share (in PLN / EURO)	26,89	14,54	7,12	3,65
XVIII. Dividend per share (PLN)	1,74	2,76	0,46	0,69

* Number of shares (weighted average) – in 2007 January - March: 12 923 985, April: 13 004 006, May - September: 13 270 200

Average rate of Exchange for points I-VIII, XVI, XVIII: 2007 - 3,8314 PLN/EURO
2006 - 3,9171 PLN/EURO

Exchange rate for points IX-XIII, XVII: as at 30.09.2007 – 3,7775 PLN/EURO
as at 30.09.2006 – 3,9835 PLN/EURO

Profit and loss statement

	3 months ended 30 September 2007	9 months ended 30 September 2007	3 months ended 30 September 2006	9 months ended 30 September 2006
Sales	14 108	329 648	288 365	828 344
Cost of sales	(312)	(267 641)	(258 475)	(745 363)
Gross profit (loss)	14 420	62 007	29 890	82 981
Other operating income	137	522	156	451
Selling costs	(87)	(21 727)	(18 412)	(54 372)
Overhead costs	(8 852)	(23 551)	(4 795)	(15 234)
Other operating expenses	(41)	(226)	(135)	(808)
Operating profit (loss)	5 577	17 025	6 704	13 018
Finance income	81	507	174	508
Finance costs	(691)	(1 744)	(567)	(1 845)
Profit (loss) before income tax	4 967	15 788	6 311	11 681
Income tax	(908)	(3 611)	(1 259)	(2 328)
Net profit (loss)	4 059	12 177	5 052	9 353

Net profit (loss) (annualised)	15 880	11 075
Weighted average number of shares*	13 125 218	6 635 100
Profit (loss) per ordinary share (in PLN)	1,21	1,67

* Number of shares (weighted average) – in 2007 January - March: 12 923 985, April: 13 004 006, May - September: 13 270 200

Stand alone balance sheet

	30 September 2007	30 July 2007	30 September 2006	30 July 2006
Non-current basset	415 536	359 554	93 343	94 273
Property, plant, equipment and investments	30 207	29 434	50 607	51 328
Intangible assets	2 019	2 114	234	293
Financial assets	382 688	326 941	41 157	41 157
Receivables and prepayments	73	77	86	76
Deferred tax assets	549	991	1 259	1 419
Current assets	21 146	16 574	161 119	167 673
Inventory	7	15	77 177	84 235
Receivables and prepayments	16 120	10 715	76 503	76 762
Income tax receivables				
Short-term securities		1 991		
Prepaid expenses	803	669	611	910
Cash and cash equivalents	4 146	2 977	3 788	2 721
Other financial assets	70	207	3 040	3 045
Total assets	436 682	376 128	254 462	261 946
Equity	352 936	349 053	96 489	91 437
Share capital	13 270	13 270	6 635	6 635
Share Premium	309 139	286 448	34 360	34 360
Capital reserve	1 526	1 526	1 526	1 526
Other reserve capital	18 765	28 576	44 567	44 567
Capital from evaluation				
Ratained earnings	10 236	19 233	9 401	4 349
Long-term liabilities	306	252	21 440	26 411
Bank loans, borrowings and bonds			19 171	24 693
Provisions	10	10	983	983
Provisions for deferred tax	296	242	1 286	735
Short-term liabilities	83 441	26 823	136 533	144 098
Bank loans, borrowings and bonds	49 642	19 908	21 106	22 448
Short-term liabilities	32 510	5 860	113 967	119 898
Income tax liabilities	413	285	183	183
Provisions	876	768	1 244	1 563
Deferred revenues and accruals		2	33	6
Total equity and liabilities	436 682	376 128	254 462	261 946

Book value		352 936		96 489
Number of shares*		13 125 218		6 635 100
Book value per share (in PLN)		26,89		14,54

* Number of shares (weighted average) – in 2007 January - March: 12 923 985, April: 13 004 006, May - September: 13 270 200

Stand alone statement of changes in equity

	Share capital	Share premium	Reserve capital	Other reserve capital	Capital from revaluation	Retained earnings	Total equity
1 January 2007	12 924	273 292	1 526	28 576		11 115	327 433
Change of accounting Policy							
1 January 2007 adjusted	12 924	273 292	1 526	28 576		11 115	327 433
Net profit (loss) for 9 months - 30 September 2007						12 177	12 177
Issue of new shares	346	35 847					36 193
Distribution of profits				223			223
Dividend for 2006				(10 034)		(13 056)	(23 090)
30 September 2007	13 270	309 139	1 526	18 765		10 236	352 936
1 July 2007	13 270	286 448	1 526	28 576		19 233	349 053
Change of accounting Policy							
1 July 2007 adjusted	13 270	286 448	1 526	28 576		19 233	349 053
Net profit (loss) for 3 months - 30 September 2007						4 059	4 059
Issue of new shares		22 691					22 691
Distribution of profits				223			223
Dividend for 2006				(10 034)		(13 056)	(23 090)
30 September 2007	13 270	309 139	1 526	18 765		10 236	352 936

	Share capital	Share premium	Reserve capital	Other reserve capital	Capital from revaluation	Retained earnings	Total equity
1 January 2006	6 635	34 360	1 526	38 285		8 653	89 459
Change of accounting policy							
1 January 2006 adjusted	6 635	34 360	1 526	38 285		8 653	89 459
Net profit (loss) for 9 months - 30 September 2006						9 353	9 353
Distribution of profits				6 282		(6 282)	
Dividend for 2005						(2 323)	(2 323)
30 September 2006	6 635	34 360	1 526	44 567		9 401	96 489
1 July 2006	6 635	34 360	1 526	44 567		4 349	91 437
Change of accounting Policy							
1 July 2006 adjusted	6 635	34 360	1 526	44 567		4 349	91 437
Net profit (loss) for 3 months - 30 September 2006						5 052	5 052
Distribution of profits							
Dividend for 2005							
30 September 2006	6 635	34 360	1 526	44 567		9 401	96 489

Stand alone cash flow statement

	3 months ended 30 September 2007	9 months ended 30 September 2007	3 months ended 30 September 2006	9 months ended 30 September 2006
Net profit (loss)	4 059	12 177	5 052	9 353
Adjustments for:	(511)	(7 159)	5 145	7 513
Depreciation	914	4 390	2 147	6 309
Interest	659	1 510	512	1 655
Income tax	909	3 611		
Loss (profit) on investments	(59)	(272)	(47)	(128)
Change In provisions	113	(2 454)	231	1 585
Change In inventories	7	(12 021)	7 058	8 959
Change In receivables	(1 667)	(1 349)	212	(8 199)
Change In deferred revenues and accruals	312	491	477	7
Change In payables	(1 534)	2 415	(5 450)	(2 704)
Other adjustments	119	4	5	29
Income tax paid	(284)	(3 484)		
Net cash flow from operations	3 547	5 017	10 197	16 866
Revenues	3 855	29 591	223	496
Disposal of tangible and intangible fixed assets	202	1 079	176	374
Disposal of financial assets	3 500	25 200		6
Dividend gained				
Interest gained	18	77	47	116
Repayment of given loans	3 235	3 235		
Other	(3 100)			
Expenses	(32 276)	(63 683)	(1 986)	(6 767)
Purchase of tangible and intangible fixe assets	(2 382)	(8 886)	(1 986)	(5 667)
Purchase of dependent subjects	(32 268)	(32 268)		
Purchase of financial assets	4 186			(1 100)
Given loans	(100)	(100)		
Others	(1 711)	(22 429)		
Net cash flow on investments	(28 421)	(34 092)	(1 763)	(6 271)
Revenues	58 369	118 133	21 098	92 650
Loans and borrowings acquired	19 719	24 877	(2 328)	18 566
Issue of short term bond	38 649	93 256	23 426	74 084
Issue of shares				
Expenses	(32 325)	(87 729)	(28 465)	(99 817)
Repayment of loans and borrowings		(1 788)	(4 050)	(27 897)
Repayment of bonds	(32 328)	(85 000)	(24 000)	(70 600)
Interest paid	3	(941)	(415)	(1 320)
Dividends paid				
Others				
Net Cash flow from investments	26 044	30 404	(7 367)	(7 167)
Total net Cash flow	1 170	1 329	1 067	3 428
Cash and Cash equivalents opening balance	2 976	2 817	2 721	360
Cash and Cash equivalents closing balance	4 146	4 146	3 788	3 788

4. Selected financial data by segments

In Emperia Group following segments can be separated:

- 1 Wholesale
- 2 Retail
- 3 Other

1 January 2007- 30 September 2007

thousands PLN

	Wholesale	Retail	Other	Consolidation exemptions	Total
Sale	2 975 473	786 337	25 882	399 058	3 388 634
Sale (external customers)	2 595 679	781 843	11 112		3 388 634
Sale (internal customers)	379 794	4 494	14 770	399 058	0
Costs	(2 905 348)	(782 252)	(18 792)	(399 748)	(3 306 644)
Costs (external customers)	(2 524 867)	(777 770)	(4 006)		(3 306 644)
Costs (internal customers)	(380 481)	(4 482)	(14 786)	(399 748)	0
Result on other operating activity	1 135	10 669	121		11 925
Result on financial activity	(10 090)	(2 178)	(938)		(13 206)
Gross profit	61 857	12 564	6 289		80 709
Income tax	(11 984)	(3 000)	(833)		(15 817)
Net profit	49 872	9 564	5 456		64 892

	Wholesale	Retail	Other	Company's value form Consolidation	Total
Assets	909 105	193 793	64 724	147 816	1 315 438
Equity&liabilities	1 180 754	101 257	33 427		1 315 438

	Wholesale	Retail	Other	Total
Capital expenditures	27 418	34 579	4 284	66 281
Depreciation	(16 229)	(11 424)	(1 949)	(29 602)