

CURRENT REPORT No. 5/08

Date of Report:

11 January 2008

Re:

Disclosure Regarding Non-Application of Some of the Corporate Governance Code by Emperia Holding SA

Legal Basis:

Regulations of Giełda Papierów Wartościowych w Warszawie (Warsaw Stock Exchange) § 29(3).

Update:

In connection with the introduction as of 1 January 2008 of *Best Practices of Warsaw Stock Exchange Listed Companies 2008* being a corporate governance code, the Management Board of Emperia Holding SA ("Company") is pleased to inform that it accepts the majority of the principles of the code, subject to the following exceptions:

Principle 1, part I. "The Company shall (...) enable on-line transmission of the general meeting proceedings over the Internet, record the proceedings and make them available as part of public domain on the website."

The company considers the possibility of transmission of the proceedings of the general meetings of shareholders, recording them and making them available as part of public domain on the website.

Principle 6, Part III. "At least two members of the Supervisory Board shall meet the requirements of independence from the Company and its associated entities [...]"

The composition of the Supervisory Board reflects the composition of the Company's shareholder community and complies with its Articles of Association. One independent member serves on the Supervisory Board. A Supervisory Board so structured enables adequate and effective implementation of the Company's strategy and sufficiently safeguards the interests of all groups of the Company's shareholders.

Principle 7, Part III "At least one auditing committee shall operate as part of the Supervisory Board. The committee shall comprise at least one member who is independent from the Company and its associated entities, with accounting and financial expertise."

There is no auditing committee operating as part of the Supervisory Board. The Issuer's Supervisory Board, acting collectively, performs the responsibilities of the audit committee at the Company.

Principle 7, Part III "As regards the responsibilities and procedures of the Supervisory Board committees, Annex I to the European Commission Recommendation of 15 February 2005 regarding the role of non-executive directors applies."

The principle is not applied as a result of non-application of Principle 7, Part III

Principle 1, Part IV. "Representatives of the media shall be allowed to take part in general meetings."

Allowing media staff to participate in the general meetings of shareholders is being considered by the Company.