

CURRENT REPORT No. 01/09

Date of Report:

5 January 2009

Re:

Purchase of Shares in Przedsiębiorstwo Handlowe „Centrum - Społem” Sp. z o.o. in Sanok.

Legal Basis:

Article 56(1)(2) of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of 29 July 2005, in conjunction with § 5(1)(1) of the Regulation of the Minister of Finance of 19 October 2005 on current and periodical disclosures by issuers of securities.

Update:

The Management Board of Emperia Holding S.A. (“Emperia”) is pleased to inform that on 5 January 2009 Emperia’s subsidiary limited liability company, Stokrotka Sp. z o.o. (“Stokrotka”), acquired 100 percent of shares in a Polish limited liability company, Przedsiębiorstwo Handlowe „Centrum - Społem” Sp. z o.o. (“Company”) having its registered office in Sanok.

Stokrotka acquired from a Polish joint-stock company, FRAC S.A. having its registered office in Rzeszów (“FRAC”), being a shareholder of the Company, 5,013 shares of the nominal value of PLN 100 each, representing 55.13 percent of the share capital, carrying a right to 55.13 percent of votes at the general meeting of shareholders, and from a retail cooperative, Powszechna Spółdzielnia Spożywców having its registered office in Sanok (“PSS”), being a shareholder of the Company, 4,080 shares of the nominal value of PLN 100 each, representing 44.87 percent of the share capital, carrying a right to 44.87 percent of votes at the general meeting of shareholders. In aggregate, the Company acquired from the above entities 9,093 shares of the nominal value of PLN 100 each, representing 100 percent of the share capital, carrying a right to 100 percent of votes at the general meeting of shareholders.

Following the above acquisition, Emperia holds—either directly or indirectly through its subsidiaries—100 percent of the Company’s share capital, carrying a right to 100 percent of votes at the general meeting of shareholders.

The interest has been acquired for the total amount of PLN 5.6 million.

Przedsiębiorstwo Handlowe „Centrum - Społem” Sp. z o.o. is a food and manufactured product retailer. In 2008, the revenues of the Company are estimated at over PLN 12 million.

The interest acquired will be recorded in the books at the price of purchase plus costs directly related to the transaction.

The interest acquired represents a long-term equity investment of the issuer.

The acquisition of shares in Przedsiębiorstwo Handlowe „Centrum - Spółem” Sp. z o.o. was financed with the internal cash flows of the subsidiary Stokrotka Sp. z o.o.

There are no links between the issuer, members of the issuer's management or supervisory bodies and the sellers of the assets.

If an interest acquired exceeds 20 percent of the target Company's share capital, such interest qualifies as assets of material value (*aktywa o znacznej wartości*).