

CURRENT REPORT No. 04/2010

Date of Report:

5 February 2010

Re:

Convening Extraordinary Meeting of Shareholders of Emperia Holding S.A.

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 § 38(1)(1), (2) and (3) of the Regulation of the Minister of Finance of 19 October 2005 on current and periodical disclosures by issuers of securities and conditions for recognising as equivalent disclosures required under regulations of a non-member state.

Update:

The Management Board of Emperia Holding S.A. is pleased to inform of convening the Extraordinary General Meeting of Shareholders of Emperia Holding SA, to be held on 4 March 2010 to deliberate on the following agenda:

- 1) Opening the Extraordinary General Meeting.
- 2) Electing the Chairman of the Extraordinary General Meeting.
- 3) Confirming that the Extraordinary General Meeting has been duly convened and is capable of adopting valid resolutions.
- 4) Adopting the Agenda for the Extraordinary General Meeting.
- 5) Adopting resolutions to: amend the resolutions of the General Meeting on the Management Option Plan; establish the terms and conditions of the Company's new programme of management options, bonds issue with the right of pre-emption and conditional increase of the share capital, amend the Company's Articles of Association and exclude the shareholders' rights to acquire shares.
- 6) Adopting a resolution to amend the Company's Articles of Association.
- 7) Adopting a resolution to amend the General Meeting Regulations.
- 8) Adopting a resolution to approve amendments to the Supervisory Board Regulations.
- 9) Adopting a resolution to appoint a Supervisory Board member.
- 10) Any other business.
- 11) Closing the Extraordinary General Meeting.

The notice of convening the Extraordinary General Meeting of Shareholders including the proposed amendments to the Articles of Association (with the currently effective provisions) and draft resolutions with justification are attached to this Report.