

CURRENT REPORT No. 2/2011

Date of Report:

3 January 2011

Re:

Discontinue the proposed division of the Emperia Holding S.A.

Update:

With reference to Current Report No. 71/2010 and Current Report No. 1/2011, the Management Board of Emperia Holding S.A. ("**Company**") is pleased to inform that the Company has resolved not to go ahead with the proposed division and to discontinue the proposed division of the Company under the Terms of Division by transfer of some of the assets of the Company ("Divided Company") to Tradis S.A. in organisation ("Company Acquiring Assets"), adopted by a resolution of the Company's Management Board on 16 November 2010.

The Company has resolved not to go ahead with and discontinue the proposed division referred to above as a result of the execution of the Equity Investment Agreement between the Company and Eurocash S.A. with its seat at Komorniki on 21 December 2010. Under EIA, the Company agreed not to go ahead with and discontinue the proposed division of the Company under the Terms of Division referred to above following fulfilment of the Condition Precedent provided for under EIA. The said Condition Precedent was fulfilled on 3 January 2011, of which Eurocash S.A. duly notified the Company on the same day.

Legal Basis:

Article 56(1)(1) of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of 29 July 2005 (consolidated text, Journal of Laws of 2009, No. 185, item 1439, as amended)