

CURRENT REPORT No. 146/2014

Date of Report:

23 December 2014

Re:

Settlement of offer to acquire shares in Emperia Holding S.A.

Update:

The Management Board of Emperia Holding S.A. (“Emitent”), acting pursuant to Resolution 3 of the Extraordinary General Meeting of Shareholders of Emperia Holding S.A. of 11 October 2012 to approve acquisition by the Issuer and its subsidiaries of shares in Emperia Holding S.A. (“Shares”) and lay down terms and conditions of such Share acquisition and Resolution 3/04/2014 of the Issuer’s Supervisory Board of 8 April 2014 on the process of Share acquisition by subsidiaries, informs that on 23 December 2014, subsidiary Elpro Development S.A. acquired from Millennium Dom Maklerski S.A. (investment company acting as an intermediary in the Offer to acquire shares in Emperia Holding S.A.) 100 000 shares in Emperia Holding S.A. of the nominal value of PLN 1.00 each, acquired under notice dated 12 December 2014 (current report No. 140/2014). Acquired Shares carrying the right to 100 000 (0,659%) votes at the General Meeting of the Issuer and bought back account for 0,659% of the Issuer’s share capital. The price of the shares bought back was PLN 50,00 per share. The Issuer’s intention is to redeem the shares bought back.

Since the implementation of the share buy back Programme, Elpro Development S.A. (formerly P1 Sp. z o.o.) acquired 549 507 shares carrying the right to 549 507 (3,620%) votes at the General Meeting of the Issuer’s Shareholders and bought back account for 3,620% of the Issuer’s share capital.

After the above transaction cleared, Issuer hold 2 031 547 own shares carrying the right to 2 031 547 (13,383%) votes at the General Meeting of the Issuer’s Shareholders and bought back account for 13,383% of the Issuer’s share capital. Elpro Development S.A. (formerly P1 Sp. z o.o.) hold 227 672 shares carrying the right to 227 672 (1,500%) votes at the General Meeting of the Issuer’s Shareholders and bought back account for 1,500% of the Issuer’s share capital. The Issuer and its subsidiary, Elpro Development S.A. (formerly P1 Sp. z o.o.), will hold in aggregate 2 259 219 shares in the Issuer, accounting for 14,883% of the Issuer’s share capital and will carry the right 2 259 219 (14,883%) votes at the General Meeting of the Issuer’s Shareholders.

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)(6) the Regulation of the Minister of Finance of 19 February 2009 on current and periodical disclosures by issuers of securities and conditions for recognizing as equivalent disclosures required under regulations of a non-member state.