

CURRENT REPORT No. 15/2013

Date of Report:

24 April 2013

Re:

Resolution of the Management Board of Emperia Holding S.A. to approve the “Programme for Buyback of Shares in Emperia Holding S.A. by P1 Sp. z o.o. in Lublin”

Update:

The Management Board of Emperia Holding S.A. (“Issuer”) with its seat in Lublin, acting pursuant to 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 (Journal of Laws of 2009, No. 185, item 1439) and Article 4(2) of the Commission Regulation (EC) no. 2273/2003 implementing Directive 2003/6/EC of the European Parliament and of the Council as regards exemptions for buyback programmes and stabilisation of financial instruments (OJ L 336/33 of 23 December 2003), informs that on 24 April 2013 it adopted a resolution to approve the “Programme for Buyback of Shares in Emperia Holding S.A. by P1 Sp. z o.o. in Lublin” and decided to conclude an agreement with its subsidiary, P1 Sp. z o.o., to subsequently sell the shares on to Emperia Holding S.A. The programme for buyback of the Issuer’s shares by P1 Sp. z o.o. will commence, as provided for under the authorisation granted under Resolution 3 and 4 of the Extraordinary General Meeting of Shareholders of Emperia Holding S.A. of 11 October 2012 for the Meeting of the Company’s Shareholders to approve the buyback by Emperia Holding S.A. and its subsidiaries of the Company’s shares and to lay down the terms of the buyback and to approve conclusion of agreements between Emperia and its subsidiaries and Resolution 3/04/2013 of the Supervisory Board of Emperia Holding S.A. of 10 April 2013.

Programme for Buyback of Shares in Emperia Holding S.A. by P1 Sp. z o.o. in Lublin

I. LEGAL BASIS

- 1) Article 362 § 1 point 5 of the Commercial Companies Code
- 2) Article 4(2) of the Commission Regulation (EC) no. 2273/2003 implementing Directive 2003/6/EC of the European Parliament and of the Council as regards exemptions for buyback programmes and stabilisation of financial instruments (OJ L 336/33 of 23 December 2003)

- 3) Resolution 3 of Extraordinary General Meeting of Emperia Holding S.A. in Lublin of 11 October 2012 to approve by the Meeting of the Company's Shareholders the buyback by Emperia Holding S.A. and its subsidiaries of the Company's shares and to lay down the terms of the buyback („Authorizing Resolution of EGM”),
- 4) Resolution 4 of Extraordinary General Meeting of Emperia Holding S.A. in Lublin of 11 October 2012 on conclusion of agreements between Emperia and its subsidiaries,
- 5) Resolution 3/04/2013 of the Supervisory Board of Emperia Holding S.A. of 10 April 2013.

The Programme applies to the buyback of shares (hereinafter referred to as „Shares”) of Emperia Holding S.A. (hereinafter referred to as „Company”) quoted on the Warsaw Stock Exchange main market (hereinafter referred to as "WSE").

II. Purpose of the Program

The purpose of the Program is taking up by a subsidiary of the Company its own shares for redemption, on the terms and conditions specified in Resolution No. 3 of Extraordinary General Meeting of Emperia Holding S.A. in Lublin of 11 October 2012 for the Meeting of the Company's Shareholders to approve the buyback by Emperia Holding S.A. and its subsidiaries of the Company's shares and to lay down the terms of the buyback. Shares acquired by the subsidiary will be sold to the Emperia Holding S.A. on conditions laid down in Resolution No. 4 of Extraordinary General Meeting of Emperia Holding S.A. in Lublin of 11 October 2012 on conclusion of agreements between Emperia and its subsidiaries.

According to the Management Board of Emperia Holding S.A. the actual level of market valuation of the Company has departed from its real value.

Rules for the implementation of the Programme will enable all interested shareholders of the Company to participate in the process of buying shares on equal terms.

III. Detailed information regarding the Programme

1. Shares will acquire P1 Sp. z o.o., based in Lublin (20-952), Mełgiewska 7-9 entered into the Register of Entrepreneurs by the District Court of Lublin – Lublin Wschód based in Swidnik, VI Division of the National Court Register under number KRS 0000365614, NIP 946-261-26-18, REGON 060675524, share capital: PLN 1.050.000 (hereinafter referred to as „P1”)
2. The beginning of the Programme is planned for 29 April 2013.
3. Implementation of the Programme will be in accordance with the applicable provisions of Polish law, European Union law and with rules laid down in the "Authorizing Resolution of EGM”.
4. The Programme covers the Company's shares quoted on the Warsaw Stock Exchange main market, in number representing not more than 33% of the Company share capital.
5. The maximum amount payable for the acquisition shares under the Programme, can not exceed PLN 35.000.000 (thirty-five milion zloty).
6. The Programme will be completed no later than 31 December 2013.
7. Price for which P1 will acquire shares may not be a value in excess of the price of the last independent trade and the highest current independent bid in transactions on WSE.
8. In one day P1 may not acquire more than 25% of the average, the daily volume of shares on the Stock Exchange with a value of average daily volume will be based on the average daily volume during the 20 days preceding the date of purchase.
9. In the case of extremely low liquidity of shares, P1 will be capped indicated in point 8. Of the threshold of 25%, but not more than 50%, after having notified the Financial Supervision Commission and the Warsaw Stock Exchange and provide public information about this intention
10. The Company's shares will be purchased through the Brokerage House, which will acquire shares of the Company on its own account through transactions on the Stock Exchange, under the conditions of the Programme, in particular involving quantitative restrictions and price
11. Shares

purchased by the Brokerage House in the implementation of this program will then be acquired by P1 in a transaction packet. For the packet transactions referred to in the preceding sentence, carried out between the brokerage and the Company will not apply restrictions on the quantities and prices of the acquired shares, referred to in points 7-9 above.

12. The Management Board will communicate to the public:

- a) for each day of the Programme – number of shares acquired on that day under the Programme and their average price, unless that day does not own shares acquired under the Programme;
- b) after the implementation of the Programme - summary, a detailed report on its implementation.

13. The Management Board is authorized to amend the provisions of the Programme, however information about program changes will be made public before the entry into force of these changes.

14. The Management Board, having in mind the interest of the Company: - finish the taking up of shares before the date determined in point 6 or before the total financial means for their taking up will be run out, - give up the taking up of shares in total or in part. In case of taking the decision of concluding the Program before 31 December 2013 the Management Board will release the appropriated information in the way described in the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading and Public Companies

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.