

CURRENT REPORT No. 33/2011

Date of Report:

29 June 2011

Re:

Making a contribution in kind by Emperia Holding S.A. and subsidiary Stokrotka Sp. o.o. in exchange for shares in the subsidiary Projekt Elpro 1 Sp. o.o..

Update:

Management Board of Emperia Holding S.A. (Issuer) make public, that on 28 June 2011 Issuer and subsidiary Stokrotka z o. o. contribute in kind in form of real estate with equipment in exchange for 138 330 newly created shares in subsidiary Projekt Elpro 1 Sp. z o.o. of nominal value of PLN 500 each.

Issuer makes contributions in kind in form of real estate located in Lublin on Metalurgiczna street and Grygowa street of total value of PLN 34 200 000 in exchange for 49 000 shares in a subsidiary Projekt Elpro 1 Sp. z o.o..

Stokrotka Sp. z o.o. makes contributions in kind in form of real estate with equipment:

- in Lublin on Bazylianówka street,
- in Chełm on Zachodnia street,
- in Lublin on Władysław Kunicki street,
- in Grójec on Józef Piłsudski street,
- in Łomża on Aleja Legionów,
- in Sandomierz on Adam Mickiewicz street,
- in Knurów on S. Staszic street,
- in Tarnów on Nowodąbrowska street,
- in Sanok on R. Traugutt street,
- in Bolesławiec on Bolesław Chrobry street,
- in Barczewo on Wojsko Polskie street,
- in Braniewo on Marynarska street,
- in Ornecie on Sportowa street,
- in Tarnów on Powstańców Warszawy street,
- in Tarnów on Klikowska street,
- in Węgorzewo on Armia Krajowa street,

of total value of PLN 59 600 000 in exchange for 89 330 shares in Projekt Elpro 1 Sp. z o.o.

Surplus of shares issue value over nominal value of shares in the amount of PLN 24 650 000 will be allocated to Supplementary Capital.

Transfer of these assets is part of implementation of new management structure of real estate and investments in real estate of Emperia Capital Group. In new structure Projekt Elpro 1 Sp. z o.o. will continue current activities as a developer and manager of real estate of Emperia Capital Group.

Investment in shares of Projekt Elpro 1 Sp. z o.o. is a long-term equity investment.

Issuer is sole shareholder of subsidiaries Stokrotka Sp z o.o. and Projekt Elpro 1 Sp z o.o.

Above transaction is considered as transaction on assets of substantial value due to their value, which exceeds 10 percent of the Issuer's equity.

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 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.