

CURRENT REPORT No. 38/2011

Date of Report:

1 July 2011

Re:

Investment Agreement between Eurocash S.A. ("Eurocash") and Emperia Holding S.A. ("Emperia") of 21 December 2010 ("Investment Agreement").

Update:

Referring to the information made public by Parties to the Investment Agreement in the Current Reports (Eurocash Current Report No. 1/2011 of 3 January 2011, and No. 8/2011 of 6 February 2011 and Emperia Current Report No. 1/2011 of 3 January 2011) Management Board of Emperia informs that according to best knowledge of Management Board of Emperia to 30 June 2011:

- i. there is no consent of President of OCCP to take control by Eurocash over distribution companies (defined in the Current Report No. 1/2011 of 3 January 2011) sold by Emperia to Eurocash under the Investment Agreement, and
- ii. agreed by the Parties to the Investment Agreement entity which make calculations to correct of Base Value (defined in the Current Report No. 1/2011 of 3 January 2011) has not issued report setting out the value of such corrections ("Report").

Until 30 June 2011 there has been no implementation of disposals of shares by Emperia agreed under the Investment Agreement (defined in the Current Report No. 1/2011 of 3 January 2011) to Eurocash (the "Transaction") under which such sale of the shares was to be in exchange for:

- i. 21,262,820 shares Series-K offered by Eurocash for Emperia and
- ii. payment of salary for rest of the Shares in cash.

In accordance to the Investment Agreement, in the absence of the Transaction in accordance with the structure described above until 30 June 2011, structure of the transaction is modified and within so modified structure Eurocash will be obliged under the terms of the Investment Agreement to acquire within a certain period, and Emperia will be obliged to disposal in this period shares in exchange for:

- i. 13,775,446 shares Series-K
- ii. payment of salary for rest of the Shares in cash.

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, "**Act on Public Offering**")