

Notice by Management Board of Emperia Holding Spółka Akcyjna in Lublin of Convening Extraordinary General Meeting of Shareholders

The Management Board of Emperia Holding Spółka Akcyjna with its seat in Lublin, ul. Mełgiewska 7-9, 20-952 Lublin, Poland, ("Company") acting pursuant to Section 398, Section 399 § 1 in conjunction with Section 402¹ § 1 of the Commercial Companies Code convenes the Extraordinary General Meeting in Lublin, ul. Mełgiewska 7-9 at 12.00 noon on 13 October 2010.

Agenda for the Meeting:

1. Opening the Extraordinary General Meeting.
2. Electing the Chairman of the Extraordinary General Meeting.
3. Confirming that the Extraordinary General Meeting has been properly convened and is capable of adopting valid resolutions.
4. Adopting the agenda.
5. Adopting of a resolution agreeing to the acquisition by the Company of its own shares for redemption.
6. Adopting resolutions to amend the Company's Articles of Association on the authorization of the Board to increase the initial capital within the limits of the authorised capital with the exclusion or restriction of subscription rights issued shares.
7. Adopting of a resolution to authorize admission to trading on a regulated market.
8. Any other business.
9. Closing the Ordinary General Meeting.

Pursuant to Section 406¹ § 1 of the Commercial Companies Code, only the parties that are registered as the Company's shareholders sixteen days prior to the date of the General Meeting, that is on **27 September 2010**, have the right to participate in the Company's Extraordinary General Meeting (**Registration Date** for participation in the General Meeting). Holders of registered shares and temporary certificates as well as pledgees and beneficial owners vested with voting rights have the right to participate in the Extraordinary General Meeting providing they are recorded in the share register on the Registration Date. Bearer shares in form of the document gives the right to participate in the Extraordinary General Meeting if the documents shares will be deposited in the Company not later than the Registration Date and will not be withdrawn before the end of that day.

In order to ensure participation in the Extraordinary General Meeting, a shareholder holding dematerialised bearer shares should—not earlier than after the notice of convocation of the Extraordinary General Meeting of the Company and not later than on the first business day after the General Meeting Registration Date— request the entity maintaining the securities account to issue a certificate confirming the right of that specific shareholder to participate in the Extraordinary General Meeting of the Company. The Company compiles the list of shareholders entitled to participate in the Extraordinary General Meeting on the basis of a list provided to it by the National Securities Depository Company ("KDPW"), which in turn is drawn up on the basis of certificates confirming the right of a specific shareholder to participate in the General Meeting issued by entities maintaining securities accounts.

The list of shareholders entitled to participate in the Extraordinary General Meeting will be available for inspection in room 516 at the Company's registered address (Lublin, ul. Melgiewska 7-9) three business days preceding the date of the Meeting, from 8.00 a.m. to 2.00 p.m. The list is also available to shareholders free of charge upon request, such request to indicate the e-mail address to which it should be sent.

The right of a shareholder to request that specific matters be included in the Agenda for the General Meeting

A shareholder or shareholders representing at least one-twentieth of the share capital are entitled to request that specific matters be included in the Agenda for the Company's Extraordinary General Meeting. The request must be submitted to the Company's Management Board not later than twenty-one (21) days prior to the Extraordinary General Meeting. The request must contain a justification or a draft resolution relating to the proposed item of the Agenda. The request can be submitted in writing at the Company's registered office or on-line at the Company's e-mail address: wza@emperia.pl. The shareholder/shareholders are required to demonstrate that they hold the relevant number of shares as at the date of the request, attaching to the request depositary receipt(s) or a certificate evidencing the right to participate in the General Meeting and if:

- a) the shareholders are individuals, attach a copy of a document confirming the shareholder's identity;
- b) the shareholders are legal persons or partnerships, confirm the right to act for and on behalf of the entity by attaching a current copy of the National Court Register or another applicable register;
- c) the request is filed by an attorney-in-fact, attach a power of attorney to submit such request signed by the shareholder (or an uninterrupted succession of powers of attorney, as the case may be) and a copy of the document confirming the identity of the signatory of the request, and in the case of an attorney-in-fact other than an individual, a copy of the applicable register confirming the authority of the signatory to act for and on behalf of the attorney-in-fact.

The right of a shareholder to submit draft resolutions

Prior to the date of the Extraordinary General Meeting, a shareholder or shareholders representing at least one-twentieth of the share capital are entitled to submit in the Company's registered office or on-line at the e-mail address: wza@emperia.pl draft resolutions on matters included in the Agenda for the Extraordinary General Meeting or matters to be placed in the Agenda. The shareholder/shareholders are required to demonstrate that they hold the relevant number of shares as at the date of the request, attaching to the request depositary receipt(s) or a certificate evidencing the right to participate in the General Meeting and if:

- a) the shareholders are individuals, attach a copy of a document confirming the shareholder's identity;
- b) the shareholders are legal persons or partnerships, confirm the right to act for and on behalf of the entity by attaching a current copy of the National Court Register or another applicable register;
- c) the request is filed by an attorney-in-fact, attach a power of attorney to submit such request signed by the shareholder (or an uninterrupted succession of powers of attorney, as the case may be) and a copy of the document confirming the identity of the signatory of the request, and in the case of an attorney-in-fact other than an individual, a copy of the applicable register confirming the authority of the signatory to act for and on behalf of the attorney-in-fact.

Further, during the Extraordinary General Meeting each Shareholder entitled to participate in the Meeting may submit draft resolutions on matters included in the Agenda for the General Meeting.

Electronic communications of Shareholders with the Company

To the extent permissible by the Commercial Companies Code, Shareholders may communicate with the Company on-line. The on-line communications of Shareholders with the Company are sent to the e-mail address, wza@emperia.pl. The risk inherent in on-line communications is borne by the Shareholder.

Exercise of the voting right by a proxy

A shareholder may participate in the Extraordinary General Meeting and exercise the voting right either in person or through a proxy/proxies. The proxy exercises all the rights of the shareholder at the Company's Extraordinary General Meeting, unless the power of proxy provides otherwise. The proxy may grant a further power of proxy if the original power of proxy so provides. The proxy may represent more than one shareholder and vote differently for each shareholder represented. A shareholder holding shares recorded in more than one securities account may appoint separate proxies to exercise the rights attached to shares recorded in each of the accounts.

Proxies representing legal persons are required to submit current copies of the relevant registers that list the individuals holding the power of representation of such entities.

A power of proxy to participate in the Extraordinary General Meeting and exercise the voting right must be granted in writing or on-line. A power of proxy granted on-line does not require affixing to it a safe electronic signature verifiable by means of a valid qualified certificate. On the publication date of this notice, the Company has posted on its website a downloadable form of an on-line power of proxy. The Company must be notified of granting an on-line power of proxy at wza@emperia.pl. The shareholder attaches a scan of the power of proxy granted to the notice of granting an on-line power of proxy. A shareholder may also grant a power of proxy by sending a completed form of the power of proxy posted on the Company's website by e-mail to the Company's e-mail address.

The forms required to exercise the voting right by proxy are available on the Company's website www.emperia.pl in section *Investor Highlights/Corporate Governance (Relacje Inwestorskie/Lad korporacyjny)*.

When sending a notice of granting a power of proxy, a shareholder also provides the Company with an e-mail address, at which the Company communicates with the shareholder or its proxy. The Company may take the necessary steps to identify the shareholder and the proxy. The verification may in particular consist in a return query by phone or e-mail to the shareholder and proxy to confirm that the power of proxy was granted and the scope of such proxy. The Company stipulates that if no response is provided to the above query the granting of the power of proxy will be deemed unverified, thus providing the grounds for refusing participation in the Extraordinary General Meeting to such proxy.

The terms and conditions of recording a power of proxy and identification of the proxy and grantor apply as appropriate to notifying revocation of a power of proxy to the Company.

The notification of grant and revocation of a power of proxy contrary to the above requirements produces no legal effects vis-à-vis the Company. The election of the specific procedure for appointment of a proxy is up to the shareholder and the Company may not be held liable for any errors in completing the form of the power of attorney and acts of individuals purporting to have been granted a power of proxy.

The granting of a power of proxy on-line does not release the proxy from the obligation to submit, as the attendance list of parties entitled to participate in the Company's Extraordinary General Meeting is being drawn up, the documents to identify the proxy. If a power of proxy is granted by a legal person (within the meaning of Section 33 of the Civil Code) or an organisational unit (within the meaning of Section 33¹ of the Civil Code) the proxy is required to submit a copy of the register in which the grantor is registered. If the proxy is a legal person or an organisational unit within the meaning of

Section 33¹ of the Civil Code, the proxy is also required to submit a copy of the register in which it is registered.

The possibility and procedure for on-line participation in the General Meeting

The Company does not envisage the possibility of participation and taking part in the deliberations of the General Meeting as the Company's Articles of Association do not provide for such possibility.

Exercise of the voting right by mail or on-line

The Company does not envisage the possibility of exercising voting rights by mail or on-line as the Company's Articles of Association and the Regulations of the General Meeting do not provide for this manner of participation and taking part in the deliberations of the General Meeting.

Access to documentation

The full text of the documentation to be submitted to the Extraordinary General Meeting with draft resolutions will be available at the Company's website www.emperia.pl in section *Investor Highlights /Corporate Governance (Relacje Inwestorskie/Lad korporacyjny)* from the date of convening the Extraordinary General Meeting. The parties entitled to participate in the Extraordinary General Meeting may obtain the full text of the documentation to be submitted to the Extraordinary General Meeting with draft resolutions in the Company's registered office (Lublin, ul. Melgiewska 7-9).

Proposed amendments to the Articles of Association of Emperia Holding S.A. in Lublin listed under 6 of the Agenda:

Pursuant to the provisions of Section 402 § 2 of the Commercial Companies Code, below are the proposed amendments to the Company's Articles of Association:

1. The current Article 7b(2):

"The authorised capital is capped at PLN 755,758 (seven hundred fifty-five thousand seven hundred fifty-eight zloty)"

is replaced by the following:

"The authorised capital is capped at PLN 1,511,516 (one million five hundred eleven thousand five hundred sixteen zloty)"

Draft resolutions for EGMS with justification

Resolution 1 of Extraordinary General Meeting of Emperia Holding S.A. in Lublin of 13 October 2010 to approve the agenda

“The Extraordinary General Meeting of Shareholders of Emperia Holding S.A. (“Company”) hereby resolves as follows:

§1.

The agenda for the Extraordinary General Meeting of Shareholders of the Company as announced pursuant to Section 402 ¹ of the Commercial Companies Code is approved.

§2.

This Resolution becomes effective on the date of adoption.”

Resolution 2 of Extraordinary General Meeting of Emperia Holding S.A. in Lublin of 13 October 2010 to acquisition by the Company of its own shares for redemption.

“Pursuant to Section 362 § 1(5) of the Commercial Companies Code the Extraordinary General Meeting of the Emperia Holding S.A. (“Company”) hereby resolves as follows:

§1.

1. Extraordinary General Meeting of Company agrees to acquisition by the Company of its own shares under the terms of this resolution (“Programme”).
2. Own shares may be purchased by the invitation for subscription to sell shares of Company as well as on the regulated market, subject to the conditions laid down in Commission Regulation (EC) No 2273/2003 of 22 December 2003 ("Ordinance").
3. The subject of the Programme may be acquisition of the Company's own shares with a total nominal value does not exceed a total of 25% of share capital (without taking into account the nominal value of own shares purchased by the Company pursuant to Article. 362 § 1(8) of the Commercial Companies Code).
4. The maximum amount payable for the acquisition shares under the Programme, plus the cost of their purchase, can not exceed 500,000,000. PLN
5. After completion of the Programme, Management Board shall convene the General Meeting of Shareholders to adopt resolutions on redemption of shares purchased under the Programme and a reduction of share capital of Company.
6. The Management Board is authorized to make factual and legal actions related to the acquisition of own shares, in particular: the final number, the method of acquisition, price and timing of acquisition of shares will be determined by the Board.

§2.

This Resolution becomes effective on the date of adoption.”

Resolution 3
of Extraordinary General Meeting of Emperia Holding S.A. in Lublin of 13 October 2010 to
Amend Company's Articles of Association.

„Pursuant to Section 430, Section 444, Section 445 and Section 447 of the Commercial Companies Code and Article 22(1)(k) of the Company's Articles of Association, the Extraordinary General Meeting of Company with a view to enable the Management Board to acquire funding for the development of the Company, to acquire shares of other companies and reduce the share issue process, which in turn will allow the Emperia Holding Group increase their operational capacity, strengthen its position as one of the leading companies operating in the FMCG distribution and increase their purchasing power and possibilities to react flexibly to market demand, hereby resolves as follows:

§1.

The Extraordinary General Meeting of the Company amends the Articles of Association as follows:

The current Article 7b(2) is replaced by the following:

“The authorised capital is capped at PLN 1,511,516 (one million five hundred eleven thousand five hundred sixteen zloty)”

§2.

The Management Board of Company presented a written opinion to the Resolution to amend Company's Articles of Association, on the authorization of the Board to increase the initial capital within the limits of the authorised capital with the exclusion or restriction of subscription rights issued shares.

§3.

The Management Board is directed to file the amendments to the Articles of Association adopted under this Resolution with the relevant court of registration.

§4.

This Resolution becomes effective on the date of adoption, with legal effect from the date of registration of the amendments to the Company's Articles of Association by the relevant Court of Registration.

§5.

The Company's Supervisory Board is authorised to adopt the restated text of the Company's amended Articles of Association.”

Opinion Management Board to the Resolution:

In the opinion of the Board Emperia Holding SA, to amend Company's Articles of Association for increase the initial capital within the limits of the authorised capital is to enable the Management Board to acquire funding for the development of the Company, to acquire shares of other companies, reduce the share issue process and perform consolidation transaction, which in turn will allow the Emperia Holding Group strengthen its position as one of the leading companies operating in the FMCG distribution and increase their purchasing power and possibilities to react flexibly to market demand.

The Management Board also announces that the initial capital increase in the authorized capital, according with amended Article 7(b) Company's Articles of Association will entitle the Management Board, the prior consent of the Supervisory Board, to the exclusion or restriction of subscription rights issued shares according to Article 7(c) Company's Articles of Association, to achieve the objectives of increasing capital by the Management Board."

Resolution 4
of Extraordinary General Meeting of Emperia Holding S.A. in Lublin of 13 October 2010 to
authorize admission to trading on a regulated market.

„Pursuant to Section 393 of the Commercial Companies Code and Article 22(1)(p) of the Company's Articles of Association, the Extraordinary General Meeting of Company, hereby resolves as follows:

§1.

1. According 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) hereby resolves about applying for admission of a share issued in accordance with Article. 7(b) Company's Articles of Association under the initial capital increase within the authorized capital, to trading on a regulated market on the Warsaw Stock Exchange SA and their dematerialization.
2. Hereby authorizes and commits to the Management Board of Company at the same time to:
 - a. take all actions and activities to the release and the introduction of share being issued in accordance with Article. 7(b) Company's Articles of Association under the initial capital increase with the authorized capital, to trading on a regulated market on the Warsaw Stock Exchange SA, including the submission of applications and notices to the Financial Supervision Authority, submission of applications and notices to the National Depository for Securities and Warsaw Stock Exchange S.A.
 - b. conclusion of the National Depository for Securities contract for the registration of shares, referred to in Article. 5 of the Act of 29 July 2005 on Trading in Financial Instruments (Journal of Laws of 2005, No. 183, item. 1538, as subsequently amended) for the purpose of dematerialization;

§ 2.

This Resolution becomes effective on the date of adoption and also relates to the amended Article 7b, with legal effect from the date of registration of the amendments to the Company's Articles of Association by the relevant Court of Registration.