

CURRENT REPORT No. 43/2011

Date of Report:

12 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 Current Reports (Eurocash Current Report No. 1/2011 of 3 January 2011, and No. 8/2011 of 6 February 2011 and No. 33/2011 of 1 July 2011 and Emperia Current Report No. 1/2011 of 3 January 2011 and No. 38/2011 of 1 July 2011) Management Board of Emperia informs that according to best knowledge of Management Board of Emperia to 11 July 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 value of such corrections ("Report").

On 11 July 2011 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. 13 775 446 shares Series-K
- ii. payment of salary for rest of the Shares in cash.

In accordance to the Investment Agreement, if the Transaction does not take place in accordance with structure described above, until 11 July 2011 or other date agreed upon by the Parties, but not later than 14 July 2011, on 15 July 2011 Transaction structure is modified and within so modified structure on 15 July 2011 becomes valid sales of Shares in which Emperia (or its subsidiary) sells and Eurocash buys from Emperia (or its subsidiary) Shares for cash, at a price determined in accordance with provisions of Investment Agreement. The Investment Agreement provides, that in such situation price for Shares will be paid by Eurocash until 15 July 2011 and legal title to Shares will be transferred to Eurocash no earlier than simultaneously with payment for Shares. In Emperia's Management Board opinion in situation when to 15 July 2011 agreed by the Parties Entity which make calculations to correct of Base Value will not issue Report, Parties should determine price for Shares by adjusting Base Value by amount of adjustments calculated in accordance with principles set out in the Investment Agreement and in annexes to the Investment Agreement.

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**”)