

CURRENT REPORT No. 56/2014

Date of Report:

6 June 2014

Re:

Resolutions of the Ordinary General Meeting of Emperia Holding S.A.

Update:

The Management Board of Emperia Holding S.A. is pleased to attach below the wording of the resolutions as adopted at the Ordinary General Meeting of Shareholders held on 5 June 2014.

Resolution 1

of Ordinary General Meeting of Emperia Holding S.A. in Lublin of 5 June 2014 to approve the agenda

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

§1.

The agenda for the Ordinary 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.”

Shareholders in open vote by a majority vote adopted the above resolution: 4.512.095 valid votes were cast (representing 29,85 percent of the share capital)

- were cast in favor of the resolution 4.512.095
- against the adoption of the resolution were not cast
- abstentions were not cast
- no objections raised
- not valid votes were not cast

Resolution 2

of Ordinary General Meeting of Emperia Holding S.A. with its registered office in Lublin of 5 June 2014 regarding Consideration and Approval of the Management Board's Report on the Operations of the Company

„Pursuant to Article 395 § 2(1) of the Commercial Companies Code and Article 22.1(a) of the Articles of Association of Emperia Holding S.A. (“Company”), the Ordinary General Meeting of the Company hereby resolves as follows:

§1.

The Ordinary General Meeting of the Company hereby approves the Management Board's report on the operations of the Company in the financial year 2013.

§2.

This Resolution becomes effective on the date of adoption.”

Shareholders in open vote by a majority vote adopted the above resolution: 4.512.095 valid votes were cast (representing 29,85 percent of the share capital)

- were cast in favor of the resolution 4.500.331
- against the adoption of the resolution were not cast
- abstentions were 11.764
- no objections raised
- not valid votes were not cast

Resolution 3

of Ordinary General Meeting of Emperia Holding S.A. with its registered office in Lublin of 5 June 2014 regarding Consideration and Approval of the Financial Statements of Emperia Holding S.A. for the Financial Year 2013

„Pursuant to Article 393(1), 395 § 2(1) of the Commercial Companies Code in conjunction with Article 53 of the Act on Accounting and Article 22.1(a) of the Articles of Association of Emperia Holding S.A. (“Company”), the Ordinary General Meeting of the Company hereby resolves as follows:

§1.

The Ordinary General Meeting of the Company hereby approves the financial statements of the Company for the financial year 2013, comprising the introduction to the financial statements; the balance sheet reporting total assets and total liabilities of PLN 584 016 145,35 (five hundred eighty-four million sixteen thousand one hundred forty-five and 35/100 zloty) profit and loss account reporting a net profit of PLN 12 176 763,56 (twelve million one hundred seventy-six thousand seven hundred sixty-three and 56/100 zloty), statement of total income reporting total income of PLN 12 176 763,56 (twelve million one hundred seventy-six thousand seven hundred sixty-three and 56/100 zloty), statement of changes in equity reporting an decrease in equity by 1 195 145,65 (one million one hundred ninety-five thousand one hundred forty-five and 65/100 zloty), cash flow statement reporting a increasing in net cash during the financial year 2013 by PLN 16 255 614,00 (sixteen million two hundred fifty-five thousand six hundred fourteen zloty) and notes to the financial statements.

§2.

This Resolution becomes effective on the date of adoption.”

Shareholders in open vote by a majority vote adopted the above resolution: 4.512.095 valid votes were cast (representing 29,85 percent of the share capital)

- were cast in favor of the resolution 4.500.331
- against the adoption of the resolution were not cast
- abstentions were 11.764
- no objections raised
- not valid votes were not cast

Resolution 4

of Ordinary General Meeting of Emperia Holding S.A. with its registered office in Lublin of 5 June 2014 regarding Consideration and Approval of the Consolidated Financial Statements for the Financial Year 2013

„Pursuant to Article 393 of the Commercial Companies Code in conjunction with Article 63c(4) of the Act on Accounting and Article 22.1(a) of the Articles of Association of Emperia Holding S.A. (“Company”), the Ordinary General Meeting of the Company hereby resolves as follows:

§1.

The Ordinary General Meeting of the Company approves the consolidated financial statements for the financial year 2013 of the Emperia Holding Group, comprising:

- a) consolidated balance sheet as at 31 December 2013 reporting total assets and total liabilities of PLN 1 063 964 000 (one billion sixty three million nine hundred sixty-four thousand zloty),
- b) consolidated profit and loss account for the financial year 2013 reporting a net profit of PLN 13 799 000 (thirteen million seven hundred ninety-nine thousand zloty),
- c) consolidated statement of total income reporting total income of PLN 13 799 000(thirteen million seven hundred ninety-nine thousand zloty),
- d) Statement of changes in consolidated equity reporting an decrease in equity by PLN 41 221 000 (forty-one million two hundred twenty-one thousand zloty),
- e) consolidated cash flow statement reporting a decrease in net cash during the financial year by PLN 20 140 000 (twenty million one hundred and forty thousand zloty).

§2.

This Resolution becomes effective on the date of adoption.”

Shareholders in open vote by a majority vote adopted the above resolution: 4.512.095 valid votes were cast (representing 29,85 percent of the share capital)

- were cast in favor of the resolution 4.500.331
- against the adoption of the resolution were not cast
- abstentions were 11.764
- no objections raised
- not valid votes were not cast

Resolution 5
of Ordinary General Meeting of Emperia Holding S.A. with its registered office in Lublin of
5 June 2014 regarding Distribution of Profit

„Pursuant to Article 395 § 2(2) of the Commercial Companies Code and Article 22.1(b) of the Articles of Association of Emperia Holding S.A. (“Company”), the Ordinary General Meeting of the Company hereby resolves as follows:

The Supervisory Board issued a positive opinion about Management Board proposal for distribution of net profit earned by the company Emperia Holding in 2013.

§1.

It is resolved that the net profit of Company of PLN 12 176 763,56 (twelve million one hundred seventy-six thousand seven hundred sixty-three and 56/100 zloty) generated in the financial year ending on 31 December 2013 is allocated as follows: PLN 12 172 131,90 (twelve million one hundred seventy-two thousand one hundred thirty-one and 90/100 zloty) be distributed as dividend, representing PLN 0,90 (90/100 zloty) per share, PLN 4 631,66 (four thousand six hundred thirty-one and 66/100 zloty) for reserve capital. If Company until date of dividend payment defined in § 3 of this resolution, will acquire own shares, profit per those shares will be earmarked to reserve capital decreasing thus amount allocated to dividend payment.

§2.

All shareholders holding shares as at 13 June 2014 (record date) are entitled to dividend.

§3.

The date of dividend payment is set for 30 June 2014.

§4.

This Resolution becomes effective on the date of adoption.”

Shareholders in open vote by a majority vote adopted the above resolution: 4.512.095 valid votes were cast (representing 29,85 percent of the share capital)

- were cast in favor of the resolution 4.512.095
- against the adoption of the resolution were not cast
- abstentions were not cast
- no objections raised
- not valid votes were not cast

Resolution 6

of Ordinary General Meeting of Emperia Holding S.A. with its registered office in Lublin of 5 June 2014 to Acknowledge Satisfactory Performance of Duties by Chairman of the Management Board in the Financial Year 2013

„Pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and Article 22.1(a) of the Articles of Association of Emperia Holding S.A. (“Company”), the Ordinary General Meeting of the Company hereby resolves as follows:

§1.

The Ordinary General Meeting of the Company acknowledges satisfactory performance of duties by Mr Dariusz Kalinowski, Chairman of the Company’s Management Board, in the financial year 2013.

§2.

This Resolution becomes effective on the date of adoption.”

Shareholders in open vote by a majority vote adopted the above resolution: 4.512.095 valid votes were cast (representing 29,85 percent of the share capital)

- were cast in favor of the resolution 4.500.331
- against the adoption of the resolution were not cast
- abstentions were 11.764
- no objections raised
- not valid votes were not cast

Resolution 7

of Ordinary General Meeting of Emperia Holding S.A. with its registered office in Lublin of 5 June 2014 to Acknowledge Satisfactory Performance of Duties by Vice-Chairman of the Management Board in the Financial Year 2013

„Pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and Article 22.1(a) of the Articles of Association of Emperia Holding S.A. (“Company”), the Ordinary General Meeting of the Company hereby resolves as follows:

§1.

The Ordinary General Meeting of the Company acknowledges satisfactory performance of duties by Mr Cezary Baran, Vice-Chairman of the Company’s Management Board, in the financial year 2013.

§2.

This Resolution becomes effective on the date of adoption.”

Shareholders in open vote by a majority vote adopted the above resolution: 4.512.095 valid votes were cast (representing 29,85 percent of the share capital)

- were cast in favor of the resolution 4.500.331

- against the adoption of the resolution were not cast
- abstentions were 11.764
- no objections raised
- not valid votes were not cast

Resolution 8

of Ordinary General Meeting of Emperia Holding S.A. with its registered office in Lublin of 5 June 2014 to Acknowledge Satisfactory Performance of Duties by Chairman of the Management Board in the Financial Year 2013

„Pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and Article 22.1(a) of the Articles of Association of Emperia Holding S.A. (“Company”), the Ordinary General Meeting of the Company hereby resolves as follows:

§1.

The Ordinary General Meeting of the Company acknowledges satisfactory performance of duties by Mr Artur Kawa, Chairman of the Company’s Management Board, in the financial year 2013.

§2.

This Resolution becomes effective on the date of adoption.”

Shareholders in open vote by a majority vote adopted the above resolution: 4.512.095 valid votes were cast (representing 29,85 percent of the share capital)

- were cast in favor of the resolution 4.500.331
- against the adoption of the resolution were not cast
- abstentions were 11.764
- no objections raised
- not valid votes were not cast

Resolution 9

of Ordinary General Meeting of Emperia Holding S.A. with its registered office in Lublin of 5 June 2014 to Acknowledge Satisfactory Performance of Duties by Chairman of the Supervisory Board in the Financial Year 2013 and election for a new term of office.

„Pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and Article 22.1(a) of the Articles of Association of Emperia Holding S.A. (“Company”), the Ordinary General Meeting of the Company hereby resolves as follows:

§1.

The Ordinary General Meeting of the Company acknowledges satisfactory performance of duties by Mr Artur Kawa, Deputy Chairman of the Company’s Supervisory Board in the financial year 2013.

§2.

This Resolution becomes effective on the date of adoption.”

Shareholders in open vote by a majority vote adopted the above resolution: 4.512.095 valid votes were cast (representing 29,85 percent of the share capital)

- were cast in favor of the resolution 4.500.331
- against the adoption of the resolution were not cast
- abstentions were 11.764
- no objections raised
- not valid votes were not cast

Resolution 10

of Ordinary General Meeting of Emperia Holding S.A. with its registered office in Lublin of 5 June 2014 to Acknowledge Satisfactory Performance of Duties by Vice-Chairman of the Supervisory Board in the Financial Year 2013

“Pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and Article 22.1(a) of the Articles of Association of Emperia Holding S.A. (“Company”), the Ordinary General Meeting of the Company hereby resolves as follows:

§1.

The Ordinary General Meeting of the Company acknowledges satisfactory performance of duties by Mr Michał Kowalczewski, Vice-Chairman of the Company’s Supervisory Board in the financial year 2013.

§2.

This Resolution becomes effective on the date of adoption”

Shareholders in open vote by a majority vote adopted the above resolution: 4.512.095 valid votes were cast (representing 29,85 percent of the share capital)

- were cast in favor of the resolution 4.500.331
- against the adoption of the resolution were not cast
- abstentions were 11.764
- no objections raised
- not valid votes were not cast

Resolution 11

of Ordinary General Meeting of Emperia Holding S.A. with its registered office in Lublin of 5 June 2014 to Acknowledge Satisfactory Performance of Duties by a Member of the Supervisory Board in the Financial Year 2013

„Pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and Article 22.1(a) of the Articles of Association of Emperia Holding S.A. (“Company”), the Ordinary General Meeting of the Company hereby resolves as follows:

§1.

The Ordinary General Meeting of the Company acknowledges satisfactory performance of duties by Mr Jaroslaw Wawerski, Member of the Company's Supervisory Board, in the financial year 2013.

§2.

This Resolution becomes effective on the date of adoption.”

Shareholders in open vote by a majority vote adopted the above resolution: 4.512.095 valid votes were cast (representing 29,85 percent of the share capital)

- were cast in favor of the resolution 4.500.331
- against the adoption of the resolution were not cast
- abstentions were 11.764
- no objections raised
- not valid votes were not cast

Resolution 12

of Ordinary General Meeting of Emperia Holding S.A. with its registered office in Lublin of 5 June 2014 to Acknowledge Satisfactory Performance of Duties by a Member of the Supervisory Board in the Financial Year 2013

„Pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and Article 22.1(a) of the Articles of Association of Emperia Holding S.A. (“Company”), the Ordinary General Meeting of the Company hereby resolves as follows:

§1.

The Ordinary General Meeting of the Company acknowledges satisfactory performance of duties by Mr Artur Lawskowski, Member of the Company's Supervisory Board, in the financial year 2013.

§2.

This Resolution becomes effective on the date of adoption.”

Shareholders in open vote by a majority vote adopted the above resolution: 4.512.095 valid votes were cast (representing 29,85 percent of the share capital)

- were cast in favor of the resolution 4.500.331
- against the adoption of the resolution were not cast
- abstentions were 11.764
- no objections raised
- not valid votes were not cast

Resolution 13

of Ordinary General Meeting of Emperia Holding S.A. with its registered office in Lublin of 5 June 2014 to Acknowledge Satisfactory Performance of Duties by a Member of the Supervisory Board in the Financial Year 2013

„Pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and

Article 22.1(a) of the Articles of Association of Emperia Holding S.A. ("Company"), the Ordinary General Meeting of the Company hereby resolves as follows:

§1.

The Ordinary General Meeting of the Company acknowledges satisfactory performance of duties by Mr Andrzej Malec, Member of the Company's Supervisory Board, in the financial year 2013.

§2.

This Resolution becomes effective on the date of adoption."

Shareholders in secret vote by a majority vote adopted the above resolution: 4.512.095 valid votes were cast (representing 29,85 percent of the share capital)

- were cast in favor of the resolution 4.500.331
- against the adoption of the resolution were not cast
- abstentions were 11.764
- no objections raised
- not valid votes were not cast

Resolution 14

of Ordinary General Meeting of Emperia Holding S.A. with its registered office in Lublin of 5 June 2014 to Acknowledge Satisfactory Performance of Duties by Piotr Laskowski in the Financial Year 2013

„Pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and Article 22.1(a) of the Articles of Association of Emperia Holding S.A. ("Company"), the Ordinary General Meeting of the Company hereby resolves as follows:

§1.

The Ordinary General Meeting of the Company acknowledges satisfactory performance of duties by Mr Piotr Laskowski, Member of the Company's Supervisory Board, in the financial year 2013.

§2.

This Resolution becomes effective on the date of adoption."

Shareholders in secret vote by a majority vote adopted the above resolution: 4.512.095 valid votes were cast (representing 29,85 percent of the share capital)

- were cast in favor of the resolution 4.500.331
- against the adoption of the resolution were not cast
- abstentions were 11.764
- no objections raised
- not valid votes were not cast

Resolution 15

of Ordinary General Meeting of Emperia Holding S.A. with its registered office in Lublin of 5 June 2014 to Acknowledge Satisfactory Performance of Duties by Tomasz Krysztofiak in the Financial Year 2013

„Pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and Article 22.1(a) of the Articles of Association of Emperia Holding S.A. (“Company”), the Ordinary General Meeting of the Company hereby resolves as follows:

§1.

The Ordinary General Meeting of the Company acknowledges satisfactory performance of duties by Mr Tomasz Krysztofiak, Member of the Company’s Supervisory Board, in the financial year 2013.

§2.

This Resolution becomes effective on the date of adoption.”

Shareholders in secret vote by a majority vote adopted the above resolution: 4.512.095 valid votes were cast (representing 29,85 percent of the share capital)

- were cast in favor of the resolution 4.500.331
- against the adoption of the resolution were not cast
- abstentions were 11.764
- no objections raised
- not valid votes were not cast

Resolution 16

of Ordinary General Meeting of Emperia Holding S.A. with its registered office in Lublin of 5 June 2014 to Acknowledge Satisfactory Performance of Duties by Piotr Długosz in the Financial Year 2013

„Pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and Article 22.1(a) of the Articles of Association of Emperia Holding S.A. (“Company”), the Ordinary General Meeting of the Company hereby resolves as follows:

§1.

The Ordinary General Meeting of the Company acknowledges satisfactory performance of duties by Mr Piotr Długosz, Member of the Company’s Supervisory Board, in the financial year 2013.

§2.

This Resolution becomes effective on the date of adoption.”

Shareholders in secret vote by a majority vote adopted the above resolution: 4.512.095 valid votes were cast (representing 29,85 percent of the share capital)

- were cast in favor of the resolution 4.500.331
- against the adoption of the resolution were not cast
- abstentions were 11.764
- no objections raised
- not valid votes were not cast

Resolution 17

of Ordinary General Meeting of Emperia Holding S.A. with its registered office in Lublin of 5 June 2014 to Amend the Company’s Articles of Association

„Pursuant to Article 430 of the Commercial Companies Code and Article 22.1(k) of the Articles of Association of Emperia Holding S.A. (“Company”), the Ordinary General Meeting of the Company hereby resolves as follows:

§1.

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

1. Article 7 b) and 7c) are deleted:
2. Article 11 is replaced by the following
“The Supervisory Board may by resolution authorise a member of the Supervisory Board to conclude, on behalf of the Company, an employment contract or another contract by and between members of the Management Board and the Company, following prior adoption by the Supervisory Board of a resolution laying down the terms of pay for Management Board members or the terms of conclusion of another agreement.”
3. Article 13 is replaced by the following:
 1. *Members of the Supervisory Board serve three-year terms of office.*
 2. *Meetings of the Supervisory Board are convened and presided over by the Chairman thereof or, in his absence, the Vice-Chairman of the Supervisory Board. The Chairman of the outgoing Supervisory Board convenes and opens the first meeting of the newly-appointed Supervisory Board.*
 3. *The Chairman of the Supervisory Board or, in his absence, the Vice-Chairman convenes the meeting of the Supervisory Board of his own accord or at a written request of the Company’s Management Board or a member of the Supervisory Board. The meeting must be convened within two (2) weeks of the date of receipt of the above request.*
 4. *Resolutions of the Supervisory Board are adopted by an ordinary majority of votes. In the event of an equal number of votes cast for and against a resolution, the Chairman of the Supervisory Board has the casting vote.*

5. *The Supervisory Board's resolutions are valid if at least three (3) members of the Supervisory Board attend the meeting and all members of the Supervisory Board have been invited thereto.*
6. *To the extent permitted by law, members of the Supervisory Board may take part in adopting resolutions, casting their vote in writing through another member of the Supervisory Board. A written vote cannot be cast with respect to any business introduced into the agenda at the meeting of the Supervisory Board.*
7. *To the extent permitted by law, members of the Supervisory Board may take part in adopting resolutions using direct communication technology. Resolutions are valid if all members of the Supervisory Board have been notified of the date of adopting the resolution and received a draft thereof, if at least three (3) members of the Supervisory Board take part in the vote and each member of the Supervisory Board attending the meeting signs the minutes of the vote.*
8. *To the extent permitted by law, resolutions of the Supervisory Board may be adopted by written vote ordered by the Chairman or, in his absence, the Vice-Chairman. The date of affixing the signature by the Chairman or Vice-Chairman, if the latter ordered the written vote, is deemed the date of the resolution. A resolution is valid if all members of the Supervisory Board have been provided with a draft thereof and at least three (3) members of the Supervisory Board take part in the vote.*
9. *The Supervisory Board is entitled to adopt its Bye-Laws."*

4. In Article 14(2), the following subsections s) and t) are deleted

§2.

The Management Board is directed to file the amendments to the Articles of Association adopted under this Resolution with the appropriate Registry Court.

§3.

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

§4.

The Company's Supervisory Board is authorised to adopt the consolidated text of the Company's Articles of Association, as amended."

Shareholders in open vote by a majority vote adopted the above resolution: 4.512.095 valid votes were cast (representing 29,85 percent of the share capital)

- were cast in favor of the resolution 4.512.095
- against the adoption of the resolution were not cast
- abstentions were not cast
- no objections raised
- not valid votes were not cast

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 § 38(1)(7) of the Regulation of the Minister of Finance of 19 February 2009 on current and periodical disclosures by issuers of securities and conditions for recognising as equivalent disclosures required under regulations of a non-member state.