

EUROCASH:

Entry into preliminary agreement pertaining to an acquisition of McLane Polska sp. z o.o.

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Current Report 15/2007

The Management Board of Eurocash S.A. (the „Company”) hereby informs, that on December 5, 2007 the Company and McLane International LLC (the „Seller”) executed a preliminary agreement providing for an obligation to enter by April 30, 2007 into a share sale agreement (the “Agreement”) pertaining to an acquisition by the Company of 100% shares in McLane Polska sp. z o.o. („McLane Polska”) in exchange for cash payment.

In addition, the Company has undertaken to issue and offer to the Seller shares in the Company at an aggregate value equivalent to 5.000.000 USD, calculated based on the issue price of the shares, which shall be equivalent to the weighted average closing price of the Company shares on the Warsaw Stock Exchange (Giełda Papierów Wartościowych S.A.) within 20 session days following the execution of share sale agreement.

The Agreement may only be entered on condition that the Company obtains the consent of the President of the Antimonopoly Office and that McLane Polska obtains relevant clearance certificates from the tax office and the Social Insurance Institution (ZUS). In addition, the parties shall be entitled not to enter into the share sale agreement if the legal and financial due diligence of McLane Polska proves the existence of liabilities which would constitute the basis for a substantial price reduction.

McLane is a leading wholesaler of FMCG (fast-moving consumer goods) on the Polish market, with annual turnover reaching 1.0 billion PLN. It operates three distribution centers: in Błonie near Warsaw, Ruda Śląska and Gdynia as well as 11 transfer warehouse facilities spread across Polish territory. McLane Polska specializes in the active distribution of food, impulse products and cigarettes to petrol station networks, restaurants and food stores, including, in particular, about 300 retail outlets all over Poland, being part of the franchise network operated by McLane Polska under the IGA brand.

The acquisition of McLane Polska will consolidate the position of the Eurocash capital group on the FMCG wholesale market, in particular in the impulse products category, and will facilitate the entry into new market segments such as the provision of services to petrol stations and restaurants. In addition, the logistical capabilities of McLane Polska and its trading relations with the retail outlets of the IGA franchised network should have a positive impact on the growth capability of the “Delikatesy Centrum” franchised network operated by Eurocash S.A.

Legal basis:

Art. 56 par. 1 point 1 of the Act of July 29, 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies