

## POLISH FINANCIAL SUPERVISION AUTHORITY

## Current Report No. 43/2010

Date of preparation: 2 August 2010

Abbreviated name of the issuer:

EUROCASH

Subject:

**Second notice to the shareholders of EUROCASH S.A., of the intent to merge Eurocash S.A. and Eurocash Dystrybucja Sp. z o.o.**

Legal basis:

Other regulations

Report body:

Pursuant to Section 504 of the Commercial Companies Code in relation to Section 402.1 of the Commercial Companies Code in relation to Section 56.1.2 of the act dated 29 July 2005 on public offering and the conditions for the introduction of financial instruments to organised trading and on public companies, the Management Board of EUROCASH Spółka Akcyjna with its registered office in Komorniki herewith provides:

**SECOND NOTICE TO THE SHAREHOLDERS OF EUROCASH S.A.**

of the intent to merge

Eurocash S.A. and Eurocash Dystrybucja Sp. z o.o.

The Management Board of Eurocash S.A. with its registered office in Komorniki provides notice, in the manner provided in Section 504 of the Commercial Companies Code, of the intent to merge Eurocash S.A. with Eurocash Dystrybucja Sp. z o.o.

The announcement of the plan of merging Eurocash S.A. with Eurocash Dystrybucja Sp. z o.o. was made in the Court and Economic Monitor [Monitor Sądowy i Gospodarczy] no. 128/2010 on 5 July 2010.

From 9 July 2010, the Shareholders of Eurocash S.A. are able to review the following documents at the registered office of Eurocash S.A. at ul. Wiśniowa 11 in Komorniki:

1. the merger plan,
2. the financial statements and the reports of the management boards on the business activities of the merging companies along with the opinion and report of the statutory auditor for the last three financial years,
3. the drafts of the resolutions on the merger of the companies,
4. the determination of the value of the assets of Eurocash Dystrybucja Sp. z o.o. as at 1 May 2010,
5. the declarations containing information about the accounting books of the merging companies prepared for the purposes of the merger as at 1 May 2010.

In relation to the fact that Eurocash S.A. (as the acquiring company) holds 100% of the shares of Eurocash Dystrybucja Sp. z o.o. (as the acquired company):

- in accordance with Section 515.1 of the CCC, the merger will take place without an increase of the share capital of Eurocash and for this reason no change in the articles of association of Eurocash S.A. is planned;

- in accordance with Section 516.6 in relation to Section 516.5 of the CCC, the management boards of the merging companies will not prepare the written report referred to in Section 501 of the CCC;

- in accordance with Section 516.6 in relation to Section 516.5 of the CCC, the merger plan is not subject to an audit by a statutory auditor and for this reason the appropriate opinion of the statutory auditor has not been prepared.

At the same time, the Management Board of EUROCASH S.A. announces that the text of the report and the announcement were published at the same time on the EUROCASH S.A. website.

Full name of the issuer: EUROCASH S.A.  
Abbreviated name of the issuer: EUROCASH  
Sector as per WSE classification: Retail trade  
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Street name: Wiśniowa Street number: 11  
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NIP [Taxpayer Identification Number]: 779-19-06-082  
REGON [Polish Official Business Registry Number]: 631008941

**SIGNATURES OF THE COMPANY'S REPRESENTATIVES**

Date	Full Name	Position
2 August 2010	Jacek Owczarek	Member of the Management Board
2 August 2010	Amaldo Guerreiro	Member of the Management Board

Signature