

Current report No: 69/2010

Date of preparation: 28 October 2010

Abbreviated name of the issuer: EUROCASH

Subject: Registration of conditional increase of share capital and amendments to the articles of association arising from the resolutions of the Extraordinary General Meeting dated 25 October 2010 and 11 August 2010.

Legal basis: Section 56.1.2 of the Act on Public Offering – current and interim information

Report body:

The Management Board of Eurocash S.A., with its registered office in Komorniki (the “Company”), in reference to current report no. 66/2010 dated 26 October 2010, announces that on 27 October 2010, the District Court Poznań – Nowe Miasto i Wilda in Poznań, Eighth Commercial Division of National Court Register, recorded in the Register of Business Entities of the National Court Register the amendments to the Articles of Association introduced pursuant to the resolutions of the Extraordinary General Meeting dated 25 October 2010, including in particular the amendment to the Articles of Association concerning the conditional increase of the share capital of the Company by no more than PLN 11,285,056 by way of issue of no more than 11,285,056 series L bearer ordinary shares with a nominal value of PLN 1 each.

Accordingly, following the registration, the nominal value of the conditional increase of the share capital shall be no more than PLN 15,119,331.

The Court recorded the amendment of the Articles of Association of the Company by adding new Article 7a, which is as follows:

”§ 7a

1. The share capital has been conditionally increased by up to PLN 11,285,056 (eleven million, two hundred and eighty-five thousand, and fifty-six) and shall be divided into up to 11,285,056 (eleven million, two hundred and eighty-five thousand, and fifty-six) series L ordinary bearer shares with a nominal value of PLN 1 (one) each.
2. The conditional increase of the share capital referred to in section 1 above has been effected in order to grant the rights to take up Series L Shares to the holders of Series A subscription warrants issued based on resolution No. 5 of the Extraordinary General Meeting held on 25 October 2010.
3. The right to take up Series L Shares shall be vested in selected shareholders of Emperia Holding S.A. who hold Series A subscription warrants issued by the Company based on resolution No. 5 of the Extraordinary General Meeting held on 25 October 2010.
4. The holders of Series A subscription warrants referred to in section 3 above shall be entitled to exercise the right to take up Series L Shares within three (3) business days from the date on which they subscribe for a relevant Series A subscription warrant, but in any case no later than 31 March 2011.
5. Series L Shares will be covered with in-kind contributions consisting of shares in Emperia Holding S.A., with its registered office in Lublin, with a nominal value of PLN 1 (one) each.”

In addition, the Management Board of the Company, in reference to current report no. 50/2010 dated 12 August 2010 and current report no. 66/2010 dated 26 October 2010, announces that on 27 October 2010, the District Court Poznań – Nowe Miasto i Wilda in Poznań, Eighth Commercial Division of National Court Register, recorded in the Register of Business Entities of the National Court Register the amendments to the Articles of Association introduced pursuant to resolution no. 2 of the Extraordinary

General Meeting dated 11 August 2010 and resolutions no. 3 and 4 of the Extraordinary General Meeting dated 25 October 2010.

Recording of the above mentioned amendments to the Articles of Association of the Company did not affect the total number of votes at the General Meeting of the Company.

In addition, due to the ongoing process involving issuing shares as a part of the conditional increase of the share capital as a part of the respective motivational schemes of the Company, the amount of the share capital as well as the number and series of issued shares of the Company that has been recorded by the registry court does not take into account the number and series of the Company's shares issued following the adoption of resolution no. 2 of the Extraordinary General Meeting on 11 August 2010.

Consolidated text of the Articles of Association taking into account the amendments to the Articles of Association of the Company specified in this current report was announced in current report no. 67/2010 dated 26 October 2010.

Legal disclaimer

*The material set forth herein is for informational purposes only and under no circumstances shall constitute the basis for any decision to invest in the securities of EUROCASH S.A. (the "**Company**"). The prospectus (the "**Prospectus**") prepared in connection with the public offering of the Company's series K shares in Poland (the "**Offering**"), as well as seeking the admission and introduction of series K shares and rights to series K shares of the Company to trading on the Warsaw Stock Exchange (the "**Admission**") was approved by the Polish Financial Supervision Authority on 5 October 2010 and with the published annexes to the Prospectus and update reports constitutes the only legally-binding document containing information about the Company, the Offering and the Admission. The Prospectus is available on the Company's website (www.eurocash.pl) and on the website of the offering agent, Unicredit CAIB Poland S.A. (www.ca-ib.pl).*

*The Offering is addressed only to the shareholders of Emperia Holding S.A. with its registered seat in Lublin ("**Emperia**") as set out in the Prospectus in connection with the planned gaining control over Emperia.*

The material set forth herein is for informational purposes only and does not constitute an offer of securities for sale in the United States or any other jurisdiction in which such offer or solicitation is unlawful. No public offering of securities of the Company will be made in the United States.