

EUROCASH

Current report No. 2/2011

<i>Date of preparation:</i>	3 January 2011
<i>Abbreviated name of the issuer:</i>	Eurocash
<i>Subject:</i>	Adoption of a resolution by the Management Board of the Company concerning the cancellation of a public offering of Series K Shares and withdrawal from the execution of Resolution No. 5 of the Extraordinary General Meeting dated 25 October 2010.
<i>Legal basis:</i>	Section 56.1.1 of the Act on Public Offering - confidential information

Report body:

The Management Board of Eurocash S.A. with its registered office in Komorniki (the “**Company**”) hereby informs that on 3 January 2011 it adopted, in agreement with UniCredit CAIB Poland S.A. acting as the offeror, and upon the approval of the Supervisory Board of the Company, a resolution concerning the cancellation of a public offering of no more than 51,096,800 series K ordinary bearer shares of the company, addressed to the shareholders of Emperia Holding S.A. with its registered office in Lublin (“**Emperia**”), that was to be conducted on terms and conditions specified in the issue prospectus of the Company approved on 8 October 2010 by the Polish Financial Supervision Authority in connection with the conclusion of an investment agreement by the Company and Emperia on 21 December 2010 as described in current report No. 1/2011 and upon the fulfilment of the Condition Precedent on 3 January 2011 as defined in the agreement. As a result, pursuant to Section 49.1.1. of the Act on Public Offering, the Management Board of the company hereby informs that the validity of the issue prospectus of the Company expired.

In addition, the Management Board of the Company hereby informs that it adopted a resolution concerning the withdrawal from the execution of Resolution No. 5 of the Extraordinary General Meeting dated 25 October 2010 concerning the conditional increase of share capital of the Company and the issuance of subscription warrants with the exclusion of the entire pre-emptive rights of shareholders with regard to the shares issued as part of the conditional share capital and subscription warrants as well as amendments to the Articles of Association (see current report No. 66/2010), and as a result the withdrawal from the execution of offering of Series L ordinary bearer shares.

Legal disclaimer

The material set forth herein is for informational purposes only and under no circumstances shall be considered to be an offer to sell or an invitation to buy any securities of EUROCASH S.A. (the “Company”). The issue prospectus (the “Prospectus”) prepared in connection with the public offering of the Company’s series K shares in Poland, 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’s main market (the “Admission”) was approved by the Polish Financial Supervision Authority on 8 October 2010 and, along with all published annexes to the Prospectus and update reports to the Prospectus, 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.caib.pl).

The Offering is addressed only to the shareholders of Emperia Holding S.A. with its registered office 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 to sale or an invitation to buy any securities 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.