

EUROCASH

Current report No. 8/2011

<i>Date of preparation:</i>	6 February 2011
<i>Abbreviated name of the issuer:</i>	Eurocash
<i>Subject:</i>	Resolution on share capital increase
<i>Legal basis:</i>	Section 56.1 of the Act on Public Offering – confidential information

Report body:

With regard to current report No. 1/2011 dated 3 January 2011, Eurocash S.A.'s Management Board ("**Eurocash**", "**Company**") informs that on 5 February 2011 the Management Board adopted resolution on a share capital increase within authorised capital with the exclusion of current shareholders' pre-emptive rights, by way of issue of up to 21,262,820 (twenty one million two hundred sixty-two thousand eight hundred twenty) Series K bearer shares with a nominal value of PLN 1 (one złoty) each ("**Series K Shares**").

In accordance with the above resolution, the Series K shares will be offered and taken up by:

- (i) Emperia Holding S.A. with its registered office in Lublin, or
- (ii) Emperia Holding S.A.'s direct subsidiary, if the subsidiary, before the Series K Shares offering day and before concluding the agreement on taking up Series K Shares, will hold (will be the owner of) shares in Emperia's subsidiaries that are to be sold for the benefit of the Company on the basis of an Investment Agreement dated 21 December 2010 (Emperia Holding S.A. and such subsidiaries hereinafter referred to as "**Emperia**"),

Series K Shares will be taken up by Emperia in exchange for the non-cash contributions in the form of shares in the companies below:

- 1. 100% of shares in Detal Koncept Sp. z o.o.
- 2. 32.49% or 15.62% of shares in Tradis Sp. z o.o.
- 3. 100% of shares in Lewiatan Zachód Sp. z o.o.
- 4. 100% of shares in Lewiatan Północ Sp. z o.o.
- 5. 100% of shares in Drogerie Koliber Sp. z o.o.
- 6. 100% of shares in Euro Sklep S.A.
- 7. 100% of shares in Partnerski Serwis Detaliczny S.A.

and the number of Series K Shares offered to Emperia will be as follows:

- (i) 21,262,820 (twenty one million two hundred sixty-two thousand eight hundred twenty) Series K Shares, or
- (ii) 13,775,446 (thirteen million seven hundred seventy-five thousand four hundred forty-six) Series K Shares (if Emperia contributes 15.62% of shares in Tradis Sp. z o.o. in the form of a non-cash contribution).

The remaining shares in Tradis Sp. z o.o. will be sold to the Company by Emperia in such a manner as to allow the Company to hold 100% of shares in Tradis Sp. z o.o. after the transaction closes.

The offering of Series K Shares to Emperia, the conclusion of an agreement on taking up Series K Shares and the non-cash contributions will take place after the Company receives the consent of the relevant competition and consumer protection body, but no later than by 30 June 2011 (when Emperia is offered 21,262,820 Series K Shares) or 15 July 2011 (when Emperia is offered 13,775,446 Series K Shares).

The issue price of Series K Shares is PLN 22.21 (twenty-two zloty and twenty-one groszys) each.

The above resolution was approved by Eurocash's Supervisory Board.