

CURRENT REPORT 48/2011

Date of preparation:

27 October 2011

Subject:

The consent of the President of the Office of Competition and Consumer Protection [UOKiK] for the takeover of Tradis Group by Eurocash S.A. ("**Eurocash**") and the Investment Agreement between Eurocash and Emperia Holding S.A. ("**Emperia**") dated 21 December 2010 ("**Investment Agreement**").

Information:

On 27 October 2011, the President of the Office of Competition and Consumer Protection ("**UOKiK**") issued a decision providing consent to the taking control by Eurocash over the following companies that belong to the Emperia capital group and are engaged in business involving the wholesale distribution of groceries as well as a retail franchise network ("**UOKiK Decision**"):

1. Tradis Sp. z o.o. with its registered office in Lublin
2. Detal Koncept Sp. z o.o. with its registered office in Lublin
3. Euro Sklep S.A. with its registered office in Bielsko-Biała
4. Partnerski Serwis Detaliczny S.A. with its registered office in Warsaw
5. DEF Sp. z o.o. with its registered office in Białystok
6. Ambra Sp. z o.o. with its registered office in Czechowice-Dziedzice
7. Lewiatan Podlasie Sp. z o.o. with its registered office in Białystok
8. Lewiatan Śląsk Sp. z o.o. with its registered office in Sosnowiec
9. Lewiatan Zachód Sp. z o.o. with its registered office in Stargard Szczeciński
10. Lewiatan Północ Sp. z o.o. with its registered office in Gdańsk
11. Drogerie Koliber Sp. z o.o. with its registered office in Gliwice
12. Lewiatan Kujawy Sp. z o.o. with its registered office in Włocławek
13. Lewiatan Orbita Sp. z o.o. with its registered office in Olsztyn
14. Lewiatan Wielkopolska Sp. z o.o. with its registered office in Poznań
15. Lewiatan Holding S.A. with its registered office in Włocławek
16. Lewiatan Opole Sp. z o.o. with its registered office in Opole

(hereinafter jointly referred to as "**Tradis Group**").

The decision of the President of the Office of Competition and Consumer Protection is conditional, and the consent of the President of the Office of Competition and Consumer Protection to the concentration specified above is contingent upon Eurocash disposing of the rights to 12 warehouses within 12 months from the taking control over Tradis Group by Eurocash ("**Condition**").

Eurocash intends to finalise the transaction of purchasing Tradis Group from Emperia and Emperia's subsidiary P1 Sp. z o.o. ("**P1**") in the shortest possible period of time, and next, to

satisfy the Condition in the period of time provided by the President of the Office of Competition and Consumer Protection.

Today, Eurocash again called upon Emperia and P1 to cease violating the Investment Agreement (see the current reports of Emperia and Eurocash dated 9 August 2011) and for Emperia and P1 to confirm that upon the payment to P1 by Eurocash of an amount equal to the so called Base Value, i.e. the amount of 925,975,000, modified in accordance with Article 7.9 of the Investment Agreement, Emperia and P1 will transfer control over the Tradis Group Distribution Companies to Eurocash (in accordance with the definition contained in current report no. 1/2011 dated 3 January 2011).

Eurocash remains ready to finalise the transaction described in the Investment Agreement, under the conditions specified in that agreement.

Along with the confirmation by Emperia and P1 that the Investment Agreement remains in effect and that the price for the Tradis Group stocks/shares sold on the basis of the Investment Agreement is equal to the Base Value modified in accordance with Article 7.9 of the Investment Agreement, Eurocash will take steps aimed at ending the legal actions taken by Eurocash against Emperia and P1.