

Date of preparation: 18 December 2013

Abbreviated name of the issuer:

EUROCASH

Subject:

Intention to merge with subsidiary. Merger plan.

Legal basis:

Section 56.1.2 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies

Report body:

The Management Board of EUROCASH S.A., registered in Komorniki (the 'Company') announces intention of merger of Company with dependent entity – Tradis Sp.Z o.o. registered in Lublin ('Tradis'), in which Company holds 100% of shares.

The merger will allow the maximization of profits of the merging companies. Particularly, administrative costs, including cost of management will be reduced. Incorporation will allow achieving synergy effect and will enable smooth reallocation of resources without need of additional transactions between companies (as related entities) functioning as independent entities up to now.

Merger will take place based on art. 492 1 pkt. 1) The Commercial Companies Code ('KSH' Kodeks Spółek Handlowych), through acquisition of Tradis by Company, which means transfer of whole Tradis' assets as acquired company to the Company as an acquiring company.

According to the fact that the Company (as acquiring company) holds 100% of Tradis' shares (as acquired company):

- according to art. 515 § 1 KSH merger will be executed without increase in Company's capital;
- according to art. 516 § 6 in the context of art. 516 § 5 KSH, Management Boards of merging companies are not drawing up written report, which is mentioned in art. 501 KSH;
- according to art. 516 § 6 in the context of art. 516 § 5 KSH, plan of merger is not a subject of expert's appointed by the court audit.

Company's range of operations includes wholesales of groceries, household chemicals, alcohol, and tobacco (FMCG articles) into traditional shops and retail sellers among Poland. Particularly Company operates in a following distribution formats:

- Cash&Carry warehouses - nationwide discount warehouses chain – Cash&Carry type under the brand 'Eurocash Cash&Carry', within the scope of which functions loyalty program for 'abc' shops belonging to a chain;
- Distribution to retail shops belonging to 'Delikatesy Centrum' franchise chain;
- Distribution to restaurant chains, hotels and petrol stations.

Tradis is FMCG wholesaler. Tradis manages also franchise chain under the 'Groszek'

brand. Tradis capital group includes also other companies involved in wholesale or franchise chain organization: DEF, Ambra, Lewiatn Holding, Eurosklep, PSD.

Merger will be executed based on the merger plan annexed to this report.

Full name of the issuer:	EUROCASH SA
Abbreviated name of the issuer:	Retail trade
Sector as per WSE classification:	EUROCASH
Address:	Wiśniowa 11, 62-052 Komorniki
Phone:	(+48) 61 658 33 01
Fax:	(+48) 61 658 30 10
E-mail:	eurocash@eurocash.com.pl
Website	www.eurocash.com.pl
NIP (Taxpayer Identification Number):	779-19-06-082
REGON (Polish Official Business Registry	631008941

SIGNATURES OF THE COMPANY'S REPRESENTATIVES

Date	Full Name	Position Signature
18 December 2013	Jacek Owczarek	Member of the Management
Board		
18 December 2013	Arnaldo Guerreiro	Member of the Management
Board		