

Current Report No. 27/2011

Date prepared: 22 June 2011

Short name of issuer

PAMAPOL S.A.

Subject

Position of the Management Board of PAMAPOL S.A. regarding the intention to merge with the subsidiary NATURIS Sp. z o.o.

Legal basis

Article 56 par. 1 pt. 2 of the Act on Public Offerings – current and periodic information

Content of report:

The Management Board of PAMAPOL S.A. (the Issuer, Acquiring Company) recommends that Shareholders adopt a resolution on a merger of the Issuer with the subsidiary NATURIS Sp. z o.o. (the Target Company) according to the principles specified in the plan to merge PAMAPOL S.A. and NATURIS Sp. z o.o., made public in Current Report No. 17/2011 of 6 May 2011, announced in Monitor Sądowy i Gospodarczy (National Court and Commercial Journal) No. 94/2011 of 17 May 2011, item 6024 p. 14, and 105/2011 of 1 June 2011, item 6982 p. 14.

The merger will be carried out in accordance with Article 492 par. 1 pt. 1 read together with Article 515 par. 1 Commercial Companies Code by a takeover of the Target Company by the Acquiring Company, i.e. by transferring the entire assets of the Target Company to the Acquiring Company. The merger will be made without increasing the share capital of the Acquiring Company due to the fact that this company holds 100 per cent of the shares in the share capital of the Target Company.

The purpose of merging PAMAPOL S.A. and NATURIS Sp. z o.o. is to realise the strategy of dynamic development of

the PAMAPOL Capital Group by making more effective use of the potential of the merged companies and gaining the economic and financial effects of direct and indirect synergy, which includes:

- a more effective use of the assets of the merged companies,
- a better allocation of monetary funds,
- more rational financial flows – making use of the effect of the scale of external financing,
- a more effective use of human resources,
- a decrease in operating expenses.

The merger process will primarily bring about a simplification of the structure of the PAMAPOL Capital Group, in such a way that the Issuer will increase its direct ownership stake in Warmińskie Zakłady Przetwórstwa

Owocowo-Warzywnego Sp. z o.o. with its registered office in Kwidzyn (WZPOW) to the level of 93.6 per cent of the shares in its share capital and the total number of votes at the general meeting of shareholders.

The Issuer currently controls, indirectly through NATURIS Sp. z o.o., 255,182 shares in the share capital and the total number of votes at the general meeting of shareholders of WZPOW, constituting a 74.9 per cent stake in its share capital and the total number of votes at the general meeting of shareholders.

In the opinion of the Issuer, the merger process will be the most economic form of cessation of the Target Company's legal existence.

The Issuer also announces that the Target Company is not at present conducting operations, and that its sole assets are the shares in WZPOW.

Considering the above, the Management Board of the Issuer believes that carrying out the process of merging the Issuer with its subsidiary NATURIS Sp. z o.o. is fully justified from a factual and legal point of view.