



**Presentation of the Impel Group
September 25th 2003**





Key information on the Impel Group

- ❖ **The largest group in Poland** providing non-core services for businesses and institutions
- ❖ Leader on the Polish markets of cleaning and security (protection of persons and property) services
- ❖ Leading position on the catering services market
- ❖ Other services: rental and maintenance of workwear, personnel and payroll services, medical services, and facility management
- ❖ Annual sales revenue: approx. PLN **406.4m** (in 2002)
- ❖ Tenth position on the list of the largest Polish employers. Number of employees: **over 20,000**

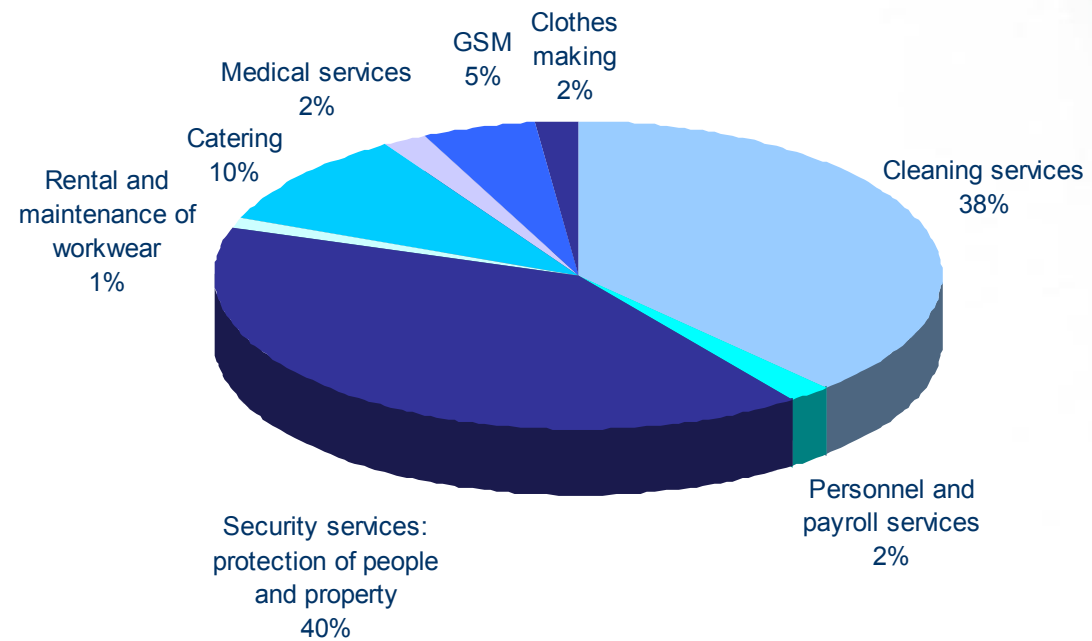




Impel Group

Structure of revenues

Structure of revenues





Impel Group

Kay financial data – Impel Group

Impel Group	2000	2001	2002 I p.2003	
	PLN '000	PLN '000	PLN '000	PLN '000
Sales revenue	239 510	336 147	406 417	221 882
Operating profit/loss	2 951	8 411	24 378	16 649
Pre-tax profit/loss	4 671	(97)	20 131	14 488
Net profit/loss	4 663	(187)	34 495	15 375
Total assets	159 867	194 929	235 075	241 934
Liabilities and provisions for liabilities	102 819	138 653	144 929	146 482
Long-term liabilities	8 337	21 447	7 803	10 135
Short-term liabilities	82 101	94 811	109 702	107 084
Interest-bearing debt	23 175	45 580	30 442	38 487
Shareholders' equity (net assets)	55 952	55 765	89 709	94 967



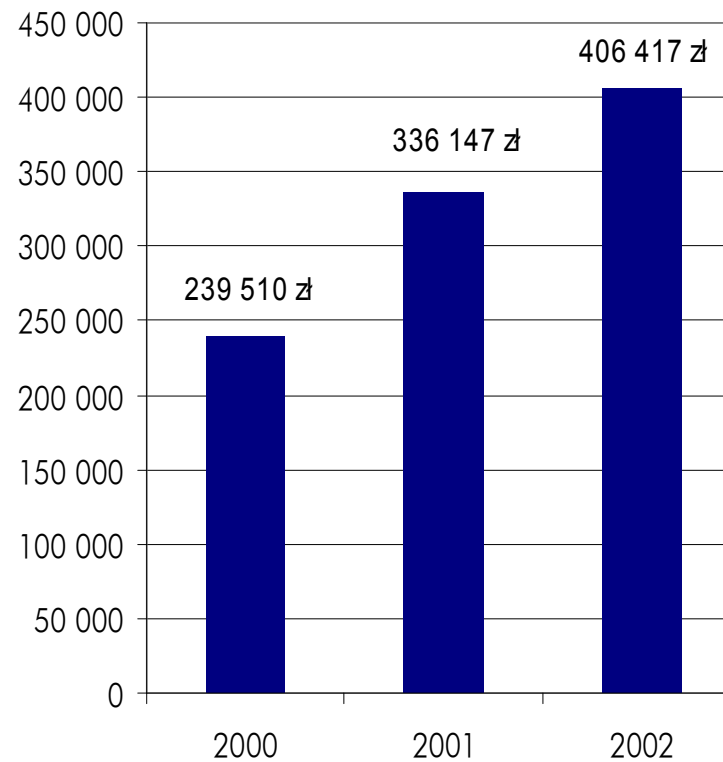


Impel Group

Key financial data – Impel Group

Since its establishment, the Impel Group has reported a **dynamic growth** in revenues and profits.

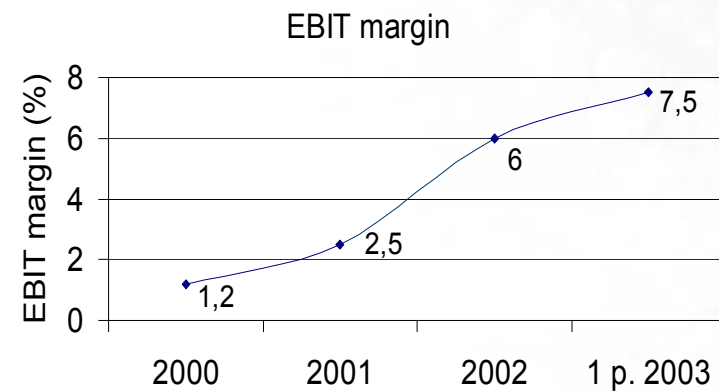
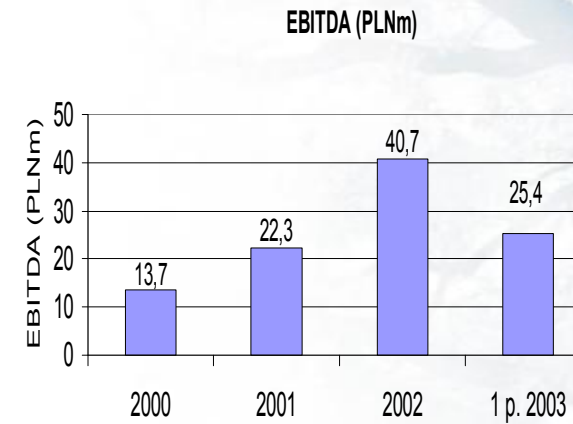
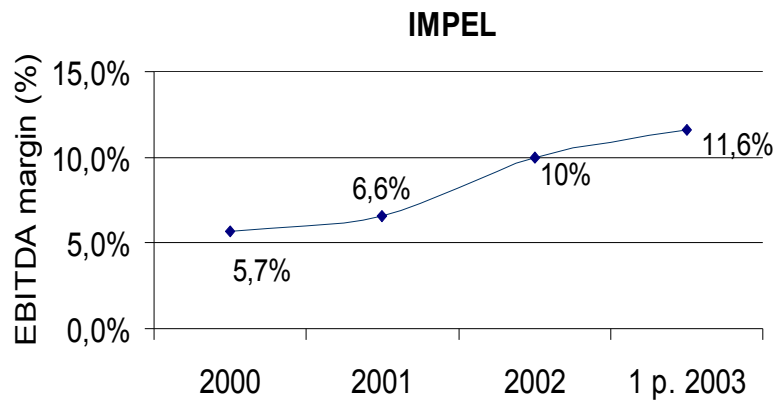
Over the past three years, the average growth rate of revenues stood at **30.3%**.



Impel Group

Key financial data

- EBITDA margin grew from 5.7% in 2000 to 11.6% in Q1 2003.
- Impel's operating profitability has been steadily rising, with the Q1 2003 margin at 7.5%.





Dividend policy

- ❖ **Regular payment of dividend** (the ability to pay dividend maintained through sustainable growth – organic growth, acquisitions)
- ❖ Dividend of up to **25% of the profit**
- ❖ Payment of dividend while pursuing the policy of increasing the value of shares



Impel Group

Development Strategy

- ❖ **Objective:** strengthening the leading position on the Polish market in core business areas (cleaning services, security services, and catering), beginning of expansion into the Central and Eastern European markets

- ❖ **Strategic directions:**
 - ❖ **Development of the core business products portfolio and of related products**
 - ❖ **Consolidation of the Polish market**
 - Organic growth
 - Acquisitions
 - ❖ **International expansion into the Central and Eastern European markets**





Strategic directions

ROZWÓJ PORTFELA PRODUKTÓW

❖ DEVELOPMENT OF THE PRODUCTS PORTFOLIO

- ❖ Development of **core business** products will be carried out with a view **to ensuring their leading position on the market.**

❖ DEVELOPMENT OF THE PORTFOLIO OF PRODUCTS RELATED TO THE CORE BUSINESS

- ❖ Technologically **advanced** products (such as cash processing, waste management)
- ❖ **Integrate** existing products and services (such as facility management, Integrated Security System)
- ❖ **Complementary** products (such as temporary work agency, fire protection)



Strategic directions

CONSOLIDATION OF THE POLISH MARKET

- ❖ **Organic growth:** use of the existing resources (competitive advantage) on the primary and secondary markets

Market advantages of Impel Group:

- Experience in **supporting restructuring processes** at the customers' enterprises (*outsourcing* opportunities still open in attractive sectors of the economy, such as the power industry)
- Clear **competitive advantage** (in particular in the area of services to **chain customers**)
- Cross-selling – using the advantage of broad access to the customer
- Strong **management resources** (expertise acquired during the 13 years of development)
- **Positive corporate image** as market leader*



* Market research performed by Pentor in 2003



Strategic directions

CONSOLIDATION OF THE POLISH MARKET

- ❖ **Acquisitions:** dynamic investments of capital in profitable ventures falling within the scope of the Impel Group's core business, aimed at **fast and substantial expansion of the Group's market share**

Rationale for acquisitions as a strategy for rapid development:

- ❖ **Good time** for consolidation (**fragmented** market, Impel being the first listed company in the sector)
- ❖ The mature market facilitates consolidation through acquisitions (lower organic growth)
- ❖ Lack of strong competition in acquisitions until Poland joins the EU (scarcity of serious investors)
- ❖ Acquisitions – a strategy for rapid growth (faster means cost-efficient), the basis for organic growth
- ❖ Revenue from acquisitions generates cash
- ❖ Fast and cost-effective takeover of know-how and expertise
- ❖ Limiting the most efficient competition through taking over companies and their management





Strategic directions

FOREIGN EXPANSION

❖ FOREIGN EXPANSION Central and Eastern Europe

Rationale:

- ❖ Opportunity to **maintain growth trends** during stabilisation on the Polish market
- ❖ Early phase of development – **low cost of market entry**
- ❖ Markets of **high growth dynamics**
- ❖ Markets of **low competition**
- ❖ **Small experience of the market players** – opportunity to transfer key competence and to gain leading position in a short time



Structure of the public offering

- ❖ Public subscription for 6,000,000 Series D shares intended for retail and institutional investors.
 - Retail Tranche: 500.000 Series D shares
 - Institutional Tranche: 5.500.000 Series D shares

- ❖ Employee offering for selected employees and associates of the Impel Group:
 - 200.000 Series E shares

- ❖ Management Tranche – for holders of bonds with pre-emptive rights to the Company shares. The bonds will be offered to the members of the Executive Board, the management staff, and a selected group of key employees of the Impel Group
 - 500.000 F Series shares





Issue objectives

❖ Use of proceeds

Objectives related to the development of the Impel Group

→ market consolidation, reinforcement of the leading position on the Polish cleaning and security services markets

PLN 70-100m

→ financing of organic growth: increase in the current assets, investment purchases

PLN 20-30m

Retirement of shares

PLN 30-50m

Total

PLN 120-180m





Retirement of shares

❖ Terms of the transaction:

The maximum amount for the redemption of shares cannot exceed one third of the proceeds from the issue of Series D shares.

The Company will repurchase up to 2,000,000 shares from the existing shareholders.

If the proceeds from the issue of Series D shares do not exceed PLN 80m, the Impel Group will not repurchase the shares from the existing shareholders. If more than PLN 80m is raised through the issue of Series D shares, 50% of the surplus over PLN 80m will be used for retirement of shares and the remaining 50% for development of Impel SA.



Timetable of the public offering

October 1st	- Commencement of the book-building process
October 8th	- Closing of the book-building process under the Institutional Investors Tranche - Announcement of the public offering price
October 9th	- Commencement of subscription under the Retail Tranche and the Institutional Tranche
October 10th	- Closing of subscription under the Retail Tranche and the Institutional Tranche