

**Convening of the Annual General Shareholders Meeting of Impel SA  
Current Report No. 24/2006 of April 28th 2006**

The Management Board of Impel SA, with its registered office in Wrocław, acting under Art. 395.1, in conjunction with Art. 399.1 and Art. 402 of the Polish Companies Act, and under Par. 21 of the Company's Articles of Association, hereby convenes the Annual General Shareholders Meeting of Impel SA.

The Meeting shall be held at ul. Ślężna 118, Wrocław and shall commence at 11.00 am, on May 29th 2006.

**Agenda for the Meeting**

1. Opening of the Annual General Shareholders Meeting and election of the Chairman of the Meeting.
2. Confirmation that the Annual Shareholders Meeting has been duly convened and has the capacity to adopt resolutions.
3. Approval of the Meeting Agenda.
4. Presentation by the Management Board of the Directors' Report on the operations of Impel SA and of Impel SA's financial statements for the year ended December 31st 2005.
5. Presentation by the Management Board of the Directors' Report on the operations of the Impel Group and of the consolidated financial statements of the Impel Group for the year ended December 31st 2005.
6. Presentation of the Supervisory Board's report on examination of the Directors' Report on the operations of Impel SA and Impel SA's financial statements for the year ended December 31st 2005.
7. Presentation of the Supervisory Board's report on examination of the Directors' Report on the operations of the Impel Group and the consolidated financial statements of the Impel Group for the year ended December 31st 2005.
8. Adoption of resolution on approval of the Directors' Report on the operations of Impel SA and of Impel SA's financial statements for the year ended December 31st 2005.
9. Adoption of resolution on approval of the Directors' Report on the operations of the Impel Group and of the consolidated financial statements of the Impel Group for the year ended December 31st 2005.
10. Adoption of resolution on allocation of the 2005 net result.
11. Adoption of resolution on approval of performance of duties by the Management Board in 2005.
12. Adoption of resolution on approval of performance of duties by the Supervisory Board in 2005.
13. Adoption of resolution on appointment of Members of the Supervisory Board for the seventh term of office.
14. Closing of the Annual General Shareholders Meeting.

Pursuant to Art. 406.1, Art. 406.2 and Art. 406.3 of the Polish Companies Act, the following persons are entitled to participate in the General Shareholders Meeting:

- holders of registered shares, entered in the Share Book not later than one week prior to the date of the General Shareholders Meeting,
- holders of bearer shares, provided that they submit registered share certificates issued by entities maintaining their securities accounts at least one week prior to the date of the General Shareholders Meeting and do not collect them prior to the conclusion of the Meeting, as stipulated in Art. 9.3 of the Act on Trading in Financial Instruments of July 29th 2005.

Share certificates should be submitted at the Company's registered office, Room 415, ul.Ślężna 118, Wrocław, between 9am and 3pm on business days (from Monday to Friday), on or before May 22nd 2006.

Pursuant to Art. 407.1 of the Polish Companies Act, three days prior to the date of the Annual General Shareholders Meeting, a list of the shareholders entitled to participate in the Annual General Shareholders Meeting will be available for inspection at the Company's registered office, ul. Ślężna 118, 53-111 Wrocław.

Document copies and information materials pertaining to the General Shareholders Meeting and required under law will be available at the Company's registered office, between 9am and 3pm on the dates stipulated under statutory requirements.

Pursuant to Art. 412 of the Polish Companies Act, shareholders may participate in the General Shareholders Meeting and exercise their voting rights in person or by a proxy. The powers of attorney should be granted in writing under the pain of nullity, stamp duty paid, and attached to the minutes of the Meeting.

Representatives of legal persons should present valid official copies of entries in relevant registers, listing the individuals authorised to represent those legal persons.

Persons entitled to participate in the General Shareholders Meeting will be able to register and receive voting cards at ul. Powstańców Śląskich 7, Wrocław, between 10am and 11am on the date of the Annual General Shareholders Meeting.

Legal basis:

Par. 39.1.1. of the Polish Council of Ministers' Directive on the Warsaw Stock Exchange