

## Convening of the Extraordinary General Shareholders Meeting of Impel SA

Current Report No. 15/2009 of March 12th 2009

The Management Board of Impel SA with its registered office in Wrocław, acting pursuant to Art. 395.1 in connection with 399.1 and Art. 402 of the Code of Commercial Companies and under Art. 21 of the Company's Articles of Association, hereby convenes the Extraordinary General Shareholders Meeting of Impel SA, which will be held on April 6<sup>th</sup> 2009 at 12<sup>00</sup> in Wrocław, in ul. Ślężna 118.

Agenda for the Meeting:

1. Opening of the Extraordinary General Shareholders Meeting and election of the Chairman of the Meeting.
2. Confirmation that the Extraordinary Shareholders Meeting has been duly convened and has the capacity to adopt resolutions.
3. Approval of the Meeting Agenda.
4. Adoption of a resolution on retiring own shares of the Company.
5. Adoption of a resolution on decreasing the share capital due to the retirement of own shares, by way of amending the Company's Articles of Association.
6. Adoption of a resolution regarding changes in the scope of the Company's business activities.
7. Adoption of a resolution authorizing the Supervisory Board to adopt a uniform text of the Articles of Association.
8. Adoption of a resolution regarding approval to the Company's buyback of shares to be retired.
9. Closing of the Extraordinary General Shareholders Meeting.

Pursuant to Art. 402.2 of the Code of Commercial Companies, the Management Board of the Company hereby presents the scope of changes in the Articles of Association:

The following amendment of Art. 6 of the Articles of Association is hereby proposed:

The current wording of Art. 6:

1. The Company's share capital amounts to PLN 75,192,310 (seventy five million, one hundred and ninety two thousand, three hundred and ten zloty).
2. The share capital is divided into two hundred thousand (200,000) first issue Series A bearer shares, with par value of PLN 5.00 (five) per share, one hundred thousand (100,000) second issue Series B bearer shares, with par value of PLN 5.00 (five) per share, five million (5,000,000) third issue Series C registered shares with voting preference (one share confers the right to two votes), with par value of PLN 5.00 (five) per share, three million, five hundred and thirty eight thousand, four hundred and sixty two (3,538,462) third issue Series C non-preference registered shares, with par value of PLN 5.00 (five) per share, six million (6,000,000) fourth issue Series D bearer shares, with par value of PLN 5.00 (five) per share, and two hundred thousand (200,000) fifth issue Series E bearer shares, with par value of PLN 5.00 (five) per share.
3. The Company's share capital is conditionally increased by no more than PLN 2,500,000 (two million five hundred thousand zloty). The conditional increase shall be effected by issuing no more than 500,000 (five hundred thousand) new series F ordinary bearer shares with a par value of PLN 5 (five) per share, with a total par value of no more than PLN 2,500,000 (two million five hundred thousand zloty). The series F shares shall be acquired by those entitled bondholders who already hold series A bonds with pre-emptive rights to acquire series F shares, thus being the Entitled Persons as provided for in the Incentive Scheme adopted by the General Shareholders Meeting on July 9th 2003.

The proposed wording of Art. 6:

1. The Company's share capital amounts to PLN 60,192,310 (sixty million, one hundred and ninety two thousand, three hundred and ten zloty).
2. The share capital is divided into two hundred thousand (200,000) first issue Series A bearer shares, with par value of PLN 5.00 (five) per share, one hundred thousand (100,000) second issue Series B bearer shares, with par value of PLN 5.00 (five) per share, five million (5,000,000) third issue Series C registered shares with voting preference (one share confers the right to two votes), with par value of PLN 5.00 (five) per share, three million, five hundred and thirty eight thousand, four hundred and sixty two (3,538,462) third issue Series C non-preference registered shares, with par value of PLN 5.00 (five) per share, three million (3,000,000) fourth issue Series D bearer shares, with par value of PLN 5.00 (five) per share, and two hundred thousand (200,000) fifth issue Series E bearer shares, with par value of PLN 5.00 (five) per share.

3. The Company's share capital is conditionally increased by no more than PLN 2,500,000 (two million five hundred thousand zloty). The conditional increase shall be effected by issuing no more than 500,000 (five hundred thousand) new series F ordinary bearer shares with a par value of PLN 5 (five) per share, with a total par value of no more than PLN 2,500,000 (two million five hundred thousand zloty). The series F shares shall be acquired by those entitled bondholders who already hold series A bonds with pre-emptive rights to acquire series F shares, thus being the Entitled Persons as provided for in the Incentive Scheme adopted by the General Shareholders Meeting on July 9th 2003."

The following amendment of Art. 5 of the Articles of Association is hereby proposed:  
The current wording of Art. 5:

"The scope of business activities includes:

1. Material services including: cleaning of premises (PKD - Polish Classification of Business Activities - 74.70.Z), washing and dry-cleaning of textile and fur products (PKD 93.01.Z), preparation and delivery of food for third parties (catering) (PKD 55.52.Z), canteens (PKD 55.51.Z), restaurants (PKD 55.30.A), bars (PKD 55.40.Z), investigation and security activities (PKD 74.60.Z), installation of electrical wiring and alarm systems (PKD 45.31.B), fire protection (PKD 75.25.Z), freight transport by road with general purpose vehicles (PKD 60.24.B), cargo storage and safe-keeping in other storage facilities (PKD 63.12.C), fixed telephony and telegraphy (PKD 64.20.A), data transmission and IT technology (PKD 64.20.C), other telecommunications services (PKD 64.20.G), other monetary intermediation n.e.c. (PKD 65.12.B), development and sale of own real property (PKD 70.11.Z), management of residential real property (PKD 70.32.A), management of non-residential real property (PKD 70.32.B), renting of own real property (PKD 70.20.Z), renting of office machinery and equipment (PKD 71.33.Z), renting of other machinery and equipment (PKD 71.34.Z), renting of personal and household goods (PKD 71.40.Z), hardware consultancy (PKD 72.10.Z), software consultancy (PKD 72.20.Z), data processing (PKD 72.30.Z), database activities (PKD 72.40.Z), other computer-related activities (PKD 72.60.Z), activities within the field of construction, urban and technological designing (PKD 74.20.A), market research and public opinion polling (PKD 74.13.Z), technical testing and analysis (PKD 74.30.Z), management activities of holding companies (PKD 74.15.Z), maintenance and repair of office, accounting and counting machinery (PKD 72.50.Z), services regarding installation, repair and maintenance of general purpose machinery, n.e.c. (PKD 29.24.B), works related to construction of buildings (PKD 45.21.A), works related to construction of mining and production facilities (PKD 45.21.E), roadside assistance and other motor vehicles maintenance and repair services (PKD 50.20.B), post-secondary education (PKD 80.22.G), other secondary vocational education (PKD 80.22.I), continuous adult and other education, n.e.c. (PKD 80.42.B), services related to the development of green areas (PKD 01.41.B), reproduction of video recording (PKD 22.32.Z), reproduction of computer media (PKD 22.33.Z), recycling of metal waste and scrap (PKD 37.10.Z), recycling of non-metal waste and defective goods (PKD 37.20.Z), maintenance and repair of motor vehicles (PKD 50.20.A), activities of agents involved in the sale of textile, clothing, footwear and leather goods (PKD 51.16.Z), activities of agents involved in the sale of food, beverages and tobacco products (PKD 51.17.Z), activities of agents specialising in the sale of particular products or ranges of products n.e.c. (PKD 51.18.Z), other financial intermediation n.e.c. (PKD 65.23.Z), activities auxiliary to financial intermediation, n.e.c. (PKD 67.13.Z), accounting, book-keeping and auditing activities; tax consultancy (PKD 74.12.Z), business and management consultancy activities (PKD 74.14.A), execution and management regarding conducting a business (PKD 74.14.B), labour recruitment activities (PKD 74.50.A), other business activities n.e.c. (PKD 74.84.B), refuse and waste collection (PKD 90.00.A), waste disposal (PKD 90.00.B), sanitation and similar activities (PKD 90.00.C), sewage removal (PKD 90.00.D).
2. Non-material services, including: other human health activities n.e.c. (PKD 85.14.C), other social work activities without accommodation (PKD 85.32.D), advertising (PKD 74.40.Z).
3. Sale including: retail sale of clothing (PKD 52.42.Z), retail sale of footwear and leather goods (PKD 52.43.Z), activities of agents involved in the sale of a variety of goods (PKD 51.19.Z), retail sale of furniture, office machinery, computers and telecommunications equipment (PKD 52.48.A), retail sale of other non-food products in specialized stores, n.e.c. (PKD 52.48.G), buying and selling of own real property (PKD 70.12.Z).
4. Mining of copper ores (PKD 13.20.A).
5. Production including: manufacture of computers and other information processing equipment (PKD 30.02.Z), manufacture of workwear (PKD 18.21.Z), production of electricity (PKD 40.10.A), distribution of electricity (PKD 41.10.C).

6. Publishing including: publishing of books (PKD 22.11.Z), publishing of newspapers (PKD 22.12.Z), publishing of journals and periodicals (PKD 22.13.Z), publishing of sound recording (PKD 22.14.Z), other publishing (PKD 22.15.Z), printing of newspapers (PKD 22.21.Z), other printing activities n.e.c. (PKD 22.22.Z).
7. Other services including: hospital activities (PKD 85.11.Z), medical practice activities (PKD 85.12.Z), physiotherapeutic activities (PKD 85.14.A), nursing and midwife services (PKD 85.14.C), psychological and psychotherapeutic activities (PKD 85.14.D), paramedical activities (PKD 85.14.E)."

The proposed wording of Art. 5 of the Articles of Association:

"The Company's scope of business activities includes:

1. (PKD 02.40.Z) Support services to forestry;
2. (PKD 07.29.Z) Mining of other non-ferrous metal ores;
3. (PKD 09.90.Z) Support activities for other mining and quarrying;
4. (PKD 14.12.Z) Manufacture of workwear;
5. (PKD 17.23.Z) Manufacture of paper stationery;
6. (PKD 18.11.Z) Printing of newspapers;
7. (PKD 18.12.Z) Other printing;
8. (PKD 18.20.Z) Reproduction of recorded media;
9. (PKD 26.20.Z) Manufacture of computers and peripheral equipment;
10. (PKD 32.99.Z) Other manufacturing n.e.c.(n.e.c. - not elsewhere classified);
11. (PKD 33.12.Z) Repair of machinery;
12. (PKD 33.13.Z) Repair of electronic and optical equipment;
13. (PKD 33.20.Z) Installation of industrial machinery and equipment;
14. (PKD 35.11.Z) Production of electricity;
15. (PKD 35.12.Z) Transmission of electricity;
16. (PKD 35.13.Z) Distribution of electricity;
17. (PKD 35.14.Z) Trade of electricity;
18. (PKD 37.00.Z) Sewerage;
19. (PKD 38.11.Z) Collection of non-hazardous waste;
20. (PKD 38.12.Z) Collection of hazardous waste;
21. (PKD 38.21.Z) Treatment and disposal of non-hazardous waste;
22. (PKD 38.22.Z) Treatment and disposal of hazardous waste;
23. (PKD 38.31.Z) Dismantling of wrecks;
24. (PKD 38.32.Z) Recovery of sorted materials;
25. (PKD 41.10.Z) Development of building projects;
26. (PKD 41.20.Z) Construction of residential and non-residential buildings;
27. (PKD 42.11.Z) Construction of roads and motorways;
28. (PKD 42.12.Z) Construction of railways and underground railways;
29. (PKD 42.13.Z) Construction of bridges and tunnels;
30. (PKD 42.21.Z) Construction of utility projects for fluids;
31. (PKD 42.22.Z) Construction of utility projects for electricity and telecommunications;
32. (PKD 42.91.Z) Construction of water projects;
33. (PKD 42.99.Z) Construction of other civil engineering projects n.e.c.;
34. (PKD 43.21.Z) Electrical installation;
35. (PKD 45.20.Z) Maintenance and repair of motor vehicles, except motorcycles;
36. (PKD 46.17.Z) Agents involved in the sale of food, beverages and tobacco;
37. (PKD 46.18.Z) Agents specialised in the sale of other particular products;
38. (PKD 46.19.Z) Agents involved in the sale of a variety of goods;
39. (PKD 47.41.Z) Retail sale of computers, peripheral units and software in specialised stores;
40. (PKD 47.42.Z) Retail sale of telecommunications equipment in specialised stores;
41. (PKD 47.53.Z) Retail sale of carpets, rugs, wall and floor coverings in specialised stores;
42. (PKD 47.59.Z) Retail sale of furniture, lighting equipment and other household articles in specialised stores;
43. (PKD 47.71.Z) Retail sale of clothing in specialised stores;
44. (PKD 47.72.Z) Retail sale of footwear and leather goods in specialised stores;
45. (PKD 47.76.Z) Retail sale of flowers, plants, seeds, fertilisers, pet animals and pet food in specialised stores;
46. (PKD 47.78.Z) Other retail sale of new goods in specialised stores;
47. (PKD 49.41.Z) Freight transport by road;
48. (PKD 52.10.A) Warehousing and storage of gas fuels;
49. (PKD 52.10.B) Warehousing and storage of other goods;
50. (PKD 52.21.Z) Service activities incidental to land transportation;
51. (PKD 56.10.A) Restaurants and mobile food service activities;

52. (PKD 56.21.Z) Event catering activities;
53. (PKD 56.29.Z) Other food service activities;
54. (PKD 56.30.Z) Beverage serving activities;
55. (PKD 58.11.Z) Book publishing;
56. (PKD 58.12.Z) Publishing of directories and mailing lists (e.g. address and telephone);
57. (PKD 58.13.Z) Publishing of newspapers;
58. (PKD 58.14.Z) Publishing of journals and periodicals;
59. (PKD 58.19.Z) Other publishing activities;
60. (PKD 58.21.Z) Publishing of computer games;
61. (PKD 58.29.Z) Other software publishing;
62. (PKD 59.20.Z) Sound recording and music publishing activities;
63. (PKD 60.10.Z) Wired telecommunications activities;
64. (PKD 60.20.Z) Television programming and broadcasting activities;
65. (PKD 61.10.Z) Wired telecommunications activities;
66. (PKD 61.20.Z) Wireless telecommunications activities, except satellite telecommunications;
67. (PKD 61.30.Z) Satellite telecommunications activities;
68. (PKD 61.90.Z) Other telecommunications activities;
69. (PKD 62.01.Z) Computer programming activities;
70. (PKD 62.02.Z) Computer consultancy activities;
71. (PKD 62.03.Z) Computer facilities management activities;
72. (PKD 62.09.Z) Other information technology and computer service activities;
73. (PKD 63.11.Z) Data processing, hosting and related activities;
74. (PKD 63.12.Z) Web portals;
75. (PKD 64.19.Z) Other monetary intermediation;
76. (PKD 64.20.Z) Activities of holding companies;
77. (PKD 64.30.Z) Trusts, funds and similar financial entities;
78. (PKD 64.99.Z) Other financial service activities, except insurance and pension funding n.e.c.;
79. (PKD 66.12.Z) Security and commodity contracts brokerage;
80. (PKD 66.19.Z) Other activities auxiliary to financial services, except insurance and pension funding;
81. (PKD 68.10.Z) Buying and selling of own real estate;
82. (PKD 68.20.Z) Renting and operating of own or leased real estate;
83. (PKD 68.32.Z\*) Management of real estate on a fee or contract basis;
84. (PKD 69.20.Z) Accounting, bookkeeping and auditing activities; tax consultancy;
85. (PKD 70.10.Z) Activities of head offices, except holding companies;
86. (PKD 70.21.Z) Public relations and communication activities;
87. (PKD 70.22.Z) Business and other management consultancy activities;
88. (PKD 71.11.Z) Architectural activities;
89. (PKD 71.12.Z) Engineering activities and related technical consultancy;
90. (PKD 71.20.A) Food quality technical testing and analysis;
91. (PKD 71.20.B) Other technical testing and analysis;
92. (PKD 73.11.Z) Advertising agencies;
93. (PKD 73.12.A) Media representation, i.e. sale or re-sale of time and space for various media soliciting advertising (radio&TV);
94. (PKD 73.12.B) Media representation, i.e. sale or re-sale of time and space for various media soliciting advertising (printed media);
95. (PKD 73.12.C) Media representation, i.e. sale or re-sale of time and space for various media soliciting advertising (Internet);
96. (PKD 73.12.D) Media representation, i.e. sale or re-sale of time and space for various other media soliciting advertising;
97. (PKD 73.20.Z) Market research and public opinion polling;
98. (PKD 74.90.Z) Other professional, scientific and technical activities n.e.c.;
99. (PKD 77.21.Z) Renting and leasing of recreational and sports goods;
100. (PKD 77.22.Z) Renting of video tapes and disks;
101. (PKD 77.29.Z) Renting and leasing of other personal and household goods;
102. (PKD 77.33.Z) Renting and leasing of office machinery and equipment (including computers);
103. (PKD 77.35.Z) Renting and leasing of air transport equipment;
104. (PKD 77.39.Z) Renting and leasing of other machinery, equipment and tangible goods n.e.c.;
105. (PKD 78.10.Z) Activities of employment placement agencies;
106. (PKD 78.20.Z) Temporary employment agency activities;
107. (PKD 78.30.Z) Other human resources provision;
108. (PKD 80.10.Z) Private security activities, except security systems service activities;
109. (PKD 80.20.Z) Security systems service activities;
110. (PKD 80.30.Z) Investigation activities;
111. (PKD 81.10.Z\*) Combined facilities support activities;
112. (PKD 81.21.Z) General cleaning of buildings and industrial facilities;
113. (PKD 81.22.Z) Building and industrial cleaning activities;

114. (PKD 81.29.Z) Other cleaning activities;
115. (PKD 81.30.Z) Landscape service activities;
116. (PKD 82.91.Z) Activities of collection agencies and credit bureaus;
117. (PKD 82.92.Z) Packaging activities;
118. (PKD 82.99.Z) Other business support service activities n.e.c.;
119. (PKD 84.25.Z) Fire service activities;
120. (PKD 85.32.A) Technical secondary education;
121. (PKD 85.32.B) Vocational secondary education;
122. (PKD 85.51.Z) Sports and recreation education;
123. (PKD 85.52.Z) Cultural education;
124. (PKD 85.59.B) Other education n.e.c.;
125. (PKD 85.60.Z) Educational support activities;
126. (PKD 86.10.Z) Hospital activities;
127. (PKD 86.21.Z) General medical practice activities;
128. (PKD 86.22.Z) Specialist medical practice activities;
129. (PKD 86.90.A) Activities of physiotherapists;
130. (PKD 86.90.B) Ambulance service;
131. (PKD 86.90.C) Activities of nurses and midwives;
132. (PKD 86.90.D) Activities of paramedics;
133. (PKD 86.90.E) Other human health activities n.e.c.;
134. (PKD 87.10.Z) Residential nursing care activities;
135. (PKD 87.20.Z) Residential care activities for mental retardation, mental health and substance abuse;
136. (PKD 87.30.Z) Residential care activities for the elderly and disabled;
137. (PKD 88.91.Z) Child day-care activities;
138. (PKD 88.99.Z) Other social work activities without accommodation n.e.c.;
139. (PKD 95.11.Z) Repair of computers and peripheral equipment;
140. (PKD 96.01.Z) Washing and (dry-)cleaning of textile and fur products.”

Pursuant to Art. 406.1, Art. 406.2 and Art. 406.3 of the Code of Commercial Companies, 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 shares 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 29<sup>th</sup> 2005.

Shares certificates should be submitted at the Company's registered office, in Wrocław, ul. Ślężna 118, Room No 415, by March 30<sup>th</sup> 2009, on business days, i.e. from Monday to Friday, from 9<sup>00</sup> to 15<sup>00</sup>.

Pursuant to Art. 407.1 of the Code of Commercial Companies, three business days prior to the date of the Extraordinary Meeting, a list of shareholders entitled to participate in the Extraordinary General Meeting will be available for inspection at the Company's registered office in Wrocław.

Document copies and information materials pertaining to the Annual General Shareholders Meeting and required under law will be available at the Company's registered office from 9<sup>00</sup> to 15<sup>00</sup> on the dates stipulated under statutory requirements.

Pursuant to Art. 412 of the Code of Commercial Companies, shareholders may participate in the General Shareholders Meeting, or exercise their voting rights in person or by a proxy. The powers of attorney shall be null and void unless made in writing, 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 authorized to represent those legal persons.

Persons entitled to participate in the General Shareholders Meeting will be able to register and receive voting cards on the date of the Extraordinary General Shareholders Meeting in Wrocław, ul. Ślężna 118, from 11<sup>00</sup> to 12<sup>00</sup>.

Legal basis:

Art. 39.1.1 of the Regulation of the Minister of Finance on current and periodic information to be published by issuers of securities.