

Drafts of Resolutions of the Extraordinary General Shareholders Meeting of Impel SA

Current Report No. 76/2004 of December 20th 2004

The Executive Board of Impel SA hereby discloses the wording of draft resolutions to be discussed at the Extraordinary General Shareholders Meeting of Impel SA convened for December 28th 2004.

Resolution No. 1
of the Extraordinary General Shareholders Meeting of
Impel SA of Wrocław (“the Company”)
of December 28th 2004

on election of the Chairman for
the Extraordinary General Shareholders Meeting of December 28th 2004

Pursuant to Art. 409.1 of the Polish Companies Act, the Extraordinary General Shareholders Meeting resolves as follows:

Par. 1

Mr/Ms, personally known to the notary public, is hereby, on December 28th 2004, appointed Chairman of the Extraordinary General Shareholders Meeting of Impel SA of Wrocław, and accepts the appointment.

Par. 2

The Resolution shall become effective upon its adoption.

Resolution No. 2
of the Extraordinary General Shareholders Meeting of
Impel SA of Wrocław (“the Company”)
of December 28th 2004

on approval of the agenda for
the Extraordinary General Shareholders Meeting of December 28th 2004

Pursuant to Par. 26.2 of the Company’s Articles of Association, the Extraordinary General Shareholders Meeting resolves as follows:

Par. 1

The following agenda for the Extraordinary General Shareholders Meeting of Impel SA of Wrocław is hereby approved:

1. Opening of the Extraordinary General Shareholders Meeting.
2. Election of the Chairman of the Meeting.
3. Confirmation that the Extraordinary Shareholders Meeting has been duly convened and has the capacity to adopt resolutions.
4. Approval of the Meeting Agenda.
5. Adoption of resolutions on the preparation of the financial statements of Impel SA and of the Impel Group undertakings in accordance with the International Accounting Standards.
6. Closing of the Extraordinary General Shareholders Meeting.

Par. 2

The Resolution shall become effective upon its adoption.

Resolution No. 3
of the Extraordinary General Shareholders Meeting of
Impel SA of Wroclaw (“the Company”)
of December 28th 2004

on preparation of the financial statements of Impel SA
in accordance with the International Accounting Standards

Pursuant to Par. 27.1.1 of the Company’s Articles of Association, the Extraordinary General Shareholders Meeting resolves as follows:

Par. 1

1. In connection with the coming into force as on January 1st 2005 of the provisions of Art. 45.1a-1c of the Polish Accountancy Act of September 29th 1994, the Extraordinary General Shareholders Meeting hereby resolves that the Company’s financial statements shall be prepared in accordance with the International Accounting Standards, commencing with the statements for the financial year starting on January 1st 2005.

2. In connection with the coming into force on January 1st 2005 of the provisions of Art.55.6a-6d of the Polish Accountancy Act of September 29th 1994, the Extraordinary General Shareholders Meeting hereby resolves that the consolidated financial statements of the Group undertakings shall be prepared in accordance with the International Accounting Standards, commencing with the statements for the financial year starting on January 1st 2005.

Par. 2

The Resolution shall become effective upon its adoption.

Resolution No. 4
of the Extraordinary General Shareholders Meeting of
Impel SA of Wroclaw (“the Company”)
of December 28th 2004

on preparation of the financial statements of
the Group undertakings in accordance with the International Accounting Standards

Pursuant to Par. 27.1.1 of the Company’s Articles of Association, the Extraordinary General Shareholders Meeting resolves as follows:

Par. 1

The financial statements of the Group undertakings shall be prepared in accordance with the International Accounting Standards, commencing with the statements for the financial year starting on January 1st 2005.

Par. 2

The Resolution shall become effective upon its adoption.

Legal basis:

Par. 49.1.3. of the Polish Council of Ministers’ Directive on the Warsaw Stock Exchange