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**Resolution No. 1  
of the Extraordinary General Shareholders Meeting  
of IMPEL SA of Wrocław ("the Company")  
of February 15, 2010**

*on election of the Chairman of the Extraordinary General Shareholders Meeting of February 15, 2010*

Acting pursuant to Art. 409.1 of the Polish Code of Commercial Partnerships and Companies, the Company's Extraordinary General Shareholders Meeting hereby resolves as follows

§ 1

..... is hereby elected Chairman of the Extraordinary General Shareholders Meeting of Impel SA of Wrocław, held on February 15, 2010, and accepts the appointment.

§ 2

The Resolution shall become effective as of its adoption date.

**Resolution No. 2  
of the Extraordinary General Shareholders Meeting  
of IMPEL SA of Wrocław ("the Company")  
of February 15, 2010**

*on approval of the agenda for the Extraordinary General Shareholders Meeting of February 15, 2010*

Pursuant to Art. 26.2 of the Articles of Association, the Extraordinary General Shareholders Meeting hereby resolves as follows:

§ 1

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

1. Opening of the Extraordinary General Shareholders Meeting and election of the Chairman of the Meeting.
2. Acknowledgement that the Extraordinary General Shareholders Meeting has been duly convened and has the capacity to adopt resolutions.
3. Approval of the Agenda for the Meeting.
4. Adoption of a resolution on assimilation of Series E and F shares with Series D shares and amendment to the Articles of Association in connection with the end of the Incentive Scheme.
5. Adoption of a resolution on cancellation of preference with regard to a portion of Series C shares and amendment to the Articles of Association.
6. Adoption of a resolution on retiring a portion of the Company's shares.
7. Adoption of a resolution on a decrease in the share capital in connection with the retirement of the Company's own shares by way of amendment to the Company's Articles of Association.
8. Adoption of a resolution on amendment to the Company's Articles of Association.
9. Adoption of a resolution on authorisation of the Supervisory Board to adopt the consolidated Articles of Association.
10. Adoption of a resolution on adopting the Rules of Procedure for the General Shareholders Meeting of Impel SA.
11. Adoption of a resolution on approving the Rules of Procedure for the Supervisory Board.
12. Closing of the Extraordinary General Shareholders Meeting.

§ 2

The Resolution shall become effective as of its adoption date.

**Resolution No. 3  
of the Extraordinary General Shareholders Meeting  
of IMPEL SA of Wrocław ("the Company")  
of February 15, 2010**

*on assimilation of Series E and F shares with Series D shares and amendment to the Articles of Association in connection with the end of the Incentive Scheme*

Pursuant to Art. 27.1.5 and 27.1.6 of the Articles of Association and in connection with the completion of the Incentive Scheme of Impel SA, the Regulations for which constituted an attachment to Resolution of the Supervisory Board No. 1/VI/2003 of September 25<sup>th</sup> 2003, the Extraordinary General Shareholders Meeting hereby resolves as follows:

§ 1

Series E shares, hitherto consisting of the total of 200,000 (say: two hundred thousand) shares with the par value of PLN 5.00 (say: five zloty) each, and Series F shares, hitherto consisting of the total of 113,000 (say: one hundred and thirteen thousand) shares with the par value of PLN 5.00 (say: five zloty) each, are subject to assimilation with Series D shares, hitherto consisting of the total of 6,000,000 (say: six million) shares with the par value of PLN 5.00 (say: five zloty) each.

§ 2

In connection with the above Series D shares shall include the total of 6,313,000 (say: six million, three hundred and thirteen thousand) shares with the par value of PLN 5.00 (say: five zloty) each.

§ 3

The day of registration of the amendment to the Articles of Association by the relevant court of registration shall be the day of assimilation of the share issues.

§ 4

Art. 6 of the Company's Articles of Association shall be amended and shall receive the following wording:

1. The Company's share capital amounts to seventy five million, seven hundred and fifty seven thousand, three hundred and ten zloty (PLN 75,757,310.00).
2. The share capital is divided into two hundred thousand (200,000) first issue Series A bearer shares, with the par value of five zloty (PLN 5.00) each, one hundred thousand (100,000) second issue Series B bearer shares, with the par value of five zloty (PLN 5.00) each, five million (5,000,000) third issue Series C registered shares with voting preference (one share confers the right to two votes), with the par value of five zloty (PLN 5.00) each, 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 the par value of five zloty (PLN 5.00) each, and six million, three hundred and thirteen thousand (6,313,000) fourth issue Series D bearer shares, with the par value of five zloty (PLN 5.00) each.

§ 5

The Resolution shall become effective on the day of registration of the amendment to the Articles of Association by the relevant court of registration.

**Justification:**

The purpose of adopting the above Resolution is to avoid potential controversies regarding the types and numbers of shares of respective series, which will be subject to retirement, as it is not possible to determine how many shares of which series have been purchased by the Company by way of Issuer's bid. The shares subject to assimilation are WSE-listed, identical in terms of rights attached to shares,

and entered into the National Depository of Securities (Krajowy Depozyt Papierów Wartościowych) under one code.

The above Resolution takes also account of deleting the information about a conditional capital increase, since the Incentive Scheme ended, as a result of which the number of F Series shares, issued under the conditional capital increase, can be finally determined.

**Resolution No. 4  
of the Extraordinary General Shareholders Meeting  
of IMPEL SA of Wrocław (“the Company”)  
of February 15, 2010**

*on cancellation of preference with regard to a portion of Series C shares and amendment to the Articles of Association*

Pursuant to Art. 27.1.5 of the Company's Articles of Association, the Extraordinary General Shareholders Meeting hereby resolves as follows:

§ 1

The preference with regard to voting shall be cancelled as well as the preference arising from Art. 16 of the Company's Articles of Association, concerning 435,000 (four hundred and thirty five thousand) Series C registered shares with the par value of PLN 5.00 each, numbered from 7,715,001 to 8,150,000, owned by Józef Biegaj.

§ 2

Art. 6 of the Company's Articles of Association shall be amended and shall receive the following wording:

1. The Company's share capital amounts to seventy five million, seven hundred and fifty seven thousand, three hundred and ten zloty (PLN 75,757,310.00).
2. The share capital is divided into two hundred thousand (200,000) first issue Series A bearer shares, with the par value of five zloty (PLN 5.00) each, one hundred thousand (100,000) second issue Series B bearer shares, with the par value of five zloty (PLN 5.00) each, four million, five hundred and sixty five thousand (4,565,000) third issue Series C registered shares with voting preference (one share confers the right to two votes), with the par value of five zloty (PLN 5.00) each, three million, nine hundred and seventy three thousand, four hundred and sixty two (3,973,462) third issue Series C non-preference registered shares, with the par value of five zloty (PLN 5.00) each, and six million, three hundred and thirteen thousand (6,313,000) fourth issue Series D bearer shares, with the par value of five zloty (PLN 5.00) each.

§ 3

The Resolution shall become effective on the day of registration of the amendment to the Articles of Association by the relevant court of registration.

**Justification:**

The request to adopt the above Resolution was submitted by Józef Biegaj, Shareholder, and it represents the execution of the disposition of Art. 73.2 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of July 29, 2005 (Dz. U. No. 184, item 1539, as amended).

**Resolution No. 5  
of the Extraordinary General Shareholders Meeting  
of IMPEL SA of Wrocław (“the Company”)**

**of February 15, 2010**

*on retirement of a portion of the Company's shares*

Pursuant to Art. 359.1 and 359.2 of the Polish Code of Commercial Partnerships and Companies and Art. 10.1 of the Company's Articles of Association, the Extraordinary General Shareholders Meeting hereby resolves as follows:

§1

The Extraordinary General Shareholders Meeting hereby retires 3,000,000 (say: three million) Series D ordinary bearer shares with the par value of PLN 5.00 each, purchased by the Company for the purpose of retiring them, pursuant to Resolution No. 3 of the Extraordinary General Shareholders Meeting held on October 16th 2008, on authorisation of the Management Board to purchase the Company's own shares for the purpose of retiring them.

§ 2

The retirement of shares shall take place upon consent from the Shareholders by way of purchasing shares by the Company (voluntary retirement).

§ 3

1. The retirement of shares shall take place against remuneration in the amount of PLN 9.14 for each share purchased for this purpose by the Company from a Shareholder. The Company's own shares purchased by the Company against the total gross remuneration of PLN 27,420,000 (say: twenty seven million, four hundred and twenty thousand zloty) shall be subject to retirement.
2. The remuneration for Shareholders whose shares were retired was paid in full from Company's other capital reserves, i.e. using the amount which pursuant to Art. 348.1 may be allocated for distribution.

§ 4

The share capital shall be decreased by way of retirement of a portion of the Company's shares.

§ 5

The Resolution shall become effective as of its adoption date, provided a resolution on a decrease in the Company's share capital has been passed.

**Justification:**

Adoption of the above Resolution is the consequence of buying back by the Company 3,000,000 own shares, pursuant to Resolution No. 3 of the Extraordinary General Shareholders Meeting held on October 16, 2008, on granting consent to the purchase of own shares by the Company for the purpose of retiring them.

**Resolution No. 6  
of the Extraordinary General Shareholders Meeting  
of IMPEL SA of Wrocław ("the Company")  
of February 15, 2010**

*on a decrease in the share capital in connection with the retirement of the Company's own shares by way of amendment to the Company's Articles of Association*

Pursuant to Art. 455.1 of the Polish Code of Commercial Partnerships and Companies in connection with Art. 360.4 of the Polish Code of Commercial Partnerships and Companies and pursuant to Art.

27.1.5 and 27.1.6 of the Articles of Association, the Extraordinary General Shareholders Meeting hereby resolves as follows:

§ 1

The Company's share capital shall be decreased by PLN 15,000,000.00 (say: fifteen million zloty), i.e. from the amount of PLN 75,757,310.00 (say: seventy five million, seven hundred and fifty seven thousand, three hundred and ten zloty) to the amount of PLN 60,757,310.00 (say: sixty million, seven hundred and fifty seven thousand, three hundred and ten zloty).

§ 2

A decrease in the share capital shall be effected by way of retirement of 3,000,000 (say: three million) fully paid-up Series D ordinary bearer shares with the par value of PLN 5.00 each and the total value of PLN 15,000,000.00 (say: fifteen million zloty), purchased by the Company for the purpose of retiring them. A decrease in the share capital in connection with Art. 360.2.2 of the Polish Code of Commercial Partnerships and Companies can be effected without complying with the requirements defined in Art. 456 of the Polish Code of Commercial Partnerships and Companies, pursuant to Art. 360.4 of the Polish Code of Commercial Partnerships and Companies.

§ 3

The purpose of decreasing the share capital is to adjust the amount of the share capital to the total par value of the Company's shares remaining after the retirement of 3,000,000 (say: three million) own shares, pursuant to Resolution No. 5 of the Extraordinary General Shareholders Meeting of February 15, 2010.

§ 4

Pursuant to the above provisions of this Resolution, Art. 6 of the Company's Articles of Association shall be amended and shall receive the following wording:

1. The Company's share capital amounts to sixty million, seven hundred and fifty seven thousand, three hundred and ten zloty (PLN 60,757,310.00).
2. The share capital is divided into two hundred thousand (200,000) first issue Series A bearer shares, with the par value of five zloty (PLN 5.00) each, one hundred thousand (100,000) second issue Series B bearer shares, with the par value of five zloty (PLN 5.00) each, four million, five hundred and sixty five thousand (4,565,000) third issue Series C registered shares with voting preference (one share confers the right to two votes), with the par value of five zloty (PLN 5.00) each, three million, nine hundred and seventy three thousand, four hundred and sixty two (3,973,462) third issue Series C non-preference registered shares, with the par value of five zloty (PLN 5.00) each, and three million, three hundred and thirteen thousand (3,313,000) fourth issue Series D bearer shares, with the par value of five zloty (PLN 5.00) each.

§ 5

The Resolution shall become effective on the day of registration of the amendment to the Articles of Association by the relevant court of registration.

**Justification:**

Adoption of the above Resolution represents the fulfilment of the condition set out in Art. 360.1 of the Polish Code of Commercial Partnerships and Companies and the consequence of adopting Resolution No. 5 of the Extraordinary General Shareholders Meeting of February 15<sup>th</sup> 2010 on retirement of own shares of Impel SA, purchased for the purpose of retiring them.

**Resolution No. 7  
of the Extraordinary General Shareholders Meeting**

**of IMPEL SA of Wrocław (“the Company”)  
of February 15, 2010**

*on amendment to the Company’s Articles of Association*

Pursuant to Art. 27.1.5 of the Articles of Association, the Extraordinary General Shareholders Meeting hereby resolves as follows:

§ 1

1. Art. 18.7 of the Company’s Articles of Association shall be amended and shall receive the following wording:

“7. The Supervisory Board Members may take part in adopting Board’s resolutions by casting a vote in writing through intermediation of another Member of the Supervisory Board. Casting a vote in writing shall not apply to issues included in the agenda during the meeting of the Supervisory Board. The Supervisory Board may adopt resolutions in writing or making use of the means of remote communication. A resolution adopted in writing or making use of the means of remote communication is valid if all Members of the Board have been notified of the contents of a draft resolution. Adopting resolutions in writing through intermediation of another member of the Supervisory Board, in writing or making use of the means of remote communication, shall not apply to elections of the Chairman and Deputy Chairman of the Supervisory Board, appointment of a Member of the Management Board and dismissal or suspension from office of the aforementioned. A vote cast by making use of the means of remote communication should be confirmed by the voting Member in writing within seven days following the casting of the vote. The confirmation should be submitted to the Chairman of the Supervisory Board.”

2. Art. 21.2-21.6 of the Company’s Articles of Association shall be amended and shall receive the following wording:

“2. An Extraordinary General Shareholders Meeting shall be convened by the Company's Management Board on its own initiative, or at a written request of the Supervisory Board, or of the Shareholder(s) representing one-twentieth of the Company's share capital. An Extraordinary General Shareholders Meeting convened at a request of the Supervisory Board or of the Shareholders representing one-twentieth of the Company's share capital should be held within two weeks as of the date of submitting the request.

3. The Supervisory Board may convene an Ordinary General Shareholders Meeting, in the event the Management Board has not convened it within the timeframe set in the Articles of Association, and an Extraordinary General Shareholders Meeting, if it finds convening such meeting advisable. The Shareholder(s) representing one-fifth of the Company's share capital shall also have the right to convene an Ordinary General Shareholders Meeting in the event the Management Board has not convened it within the timeframe set in the Articles of Association.

4. The Shareholders representing at least one half of the share capital or at least one half of the total vote in the Company may convene an Extraordinary General Shareholders Meeting and appoint the Chairman of such meeting.

5. A General Shareholder Meeting shall be convened by way of placing an announcement on the Company's website and in the manner defined for submission of current reports, pursuant to the provisions of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies. The announcement should be made at least 26 days before the date of the General Shareholders Meeting.

6. Convening a General Shareholders Meeting, the Supervisory Board or Shareholders shall comply with the requirements specified in Art. 21.5.”

3. Art. 22.2-22.4 shall be amended and after Art. 22.4 there shall be added Art. 22.5 and 22.6 of the Company’s Articles Association, and they shall receive the following wording:

“2. The agenda shall be drawn up by the body convening the General Shareholders Meeting.

3. The Supervisory Board and the Shareholder(s) representing at least one-twentieth of the Company's share capital may request placement of individual matters on the agenda for the next General Shareholders Meeting.

4. The request referred to in Art. 22.3 above should be submitted to the Management Board not later than 21 days before the General Shareholders Meeting. The Management Board shall announce immediately any changes to the agenda, introduced upon the shareholders' request, however not later than 18 days before the date set for the General Shareholders Meeting. The announcement is made in the way defined for convening the General Shareholders Meeting.
5. Prior to the General Shareholders Meeting the Shareholder(s) representing at least one-twentieth of the share capital may submit to the Company, in writing or making use of the means of remote communication, draft resolutions regarding the issues put on the agenda for the General Shareholders Meeting or the issues that will be added to the agenda. The Company shall immediately publish the draft resolutions on its website.
6. During the General Shareholders Meeting each Shareholder may submit draft resolutions regarding the issues put on the agenda."

4. Art. 26 of the Company's Articles of Association shall be amended and shall receive the following wording:

- "1. Subject to Art. 26.2, the General Shareholders Meeting shall be opened by the Chairman of the Supervisory Board or a person designated by him. In the event these persons are absent the General Shareholders Meeting shall be opened by the President of the Management Board or a person designated by the Management Board. Then, the Chairman of the Meeting shall be selected from among the persons entitled to attend the General Shareholders Meeting.
2. If, pursuant to the general provisions of law in force, the body convening the General Shareholders Meeting has the right to appoint the Chairman of the Meeting or the Chairman has been appointed by the court of registration, the General Shareholders Meeting shall be opened and presided over by the Chairman of the Meeting thus appointed.
3. The General Shareholders Meeting shall adopt its own Rules of Procedure, defining the detailed procedure for holding the Meeting."

§ 2

The Resolution shall become effective on the day of registration of the amendment to the Articles of Association by the relevant court of registration.

**Justification:**

Adoption of the above Resolution is justified by the changes in the Polish Code of Commercial Partnerships and Companies, representing the implementation of Directive 2007/36/EC on Shareholders' Rights, which came into force as of August 3, 2009, and the need for improvement in the Supervisory Board's activities, by increasing the number of ways in which the Supervisory Board will be able to adopt resolutions significant for the proper fulfilment of its supervisory duties in the Company.

**Resolution No. 8  
of the Extraordinary General Shareholders Meeting  
of IMPEL SA of Wrocław ("the Company")  
of February 15, 2010**

*on authorisation of the Supervisory Board to adopt the consolidated Articles of Association*

Pursuant to Art. 393 of the Polish Code of Commercial Partnerships and Companies, the Extraordinary General Shareholders Meeting hereby resolves as follows:

§ 1

The Extraordinary General Shareholders Meeting authorises the Supervisory Board to adopt the consolidated Articles of Association, taking account of the amendments adopted by the Extraordinary General Shareholders Meeting on February 15, 2010.

§ 2

The Resolution shall become effective as of its adoption date.

**Resolution No. 9  
of the Extraordinary General Shareholders Meeting  
of IMPEL SA of Wrocław (“the Company”)  
of February 15, 2010**

*on adopting the Rules of Procedure for the General Shareholders Meeting of Impel SA*

Pursuant to Art. 26.3 of the Articles of Association, the Extraordinary General Shareholders Meeting hereby resolves as follows:

§ 1

To adopt the consolidated Rules of Procedure for the General Shareholders Meeting of Impel SA, which form an integral part of this Resolution and constitute Attachment No. 1 hereto.

§ 2

The Resolution shall become effective as of its adoption date.

**Justification:**

Adoption of the above Resolution is justified by the changes in the Polish Code of Commercial Partnerships and Companies, representing the implementation of Directive 2007/36/EC on Shareholders’ Rights, which came into force as of August 3, 2009. Adjournment of a term when the Resolution becomes effective is related to the conformance to Rule IV.2 of Good Practices of WSE Listed Companies.

**Resolution No. 10  
of the Extraordinary General Shareholders Meeting  
of IMPEL SA of Wrocław (“the Company”)  
of February 15, 2010**

*on approving the Rules of Procedure for the Supervisory Board*

Pursuant to Art. 18.8 and Art. 27.1.15 of the Articles of Association, the Extraordinary General Shareholders Meeting hereby resolves as follows:

§ 1

To approve the consolidated Rules of Procedure for the Supervisory Board, adopted by the Supervisory Board of “Impel” SA by way of Resolution No. 3/VIII/2009 of September 9, 2009, which form an integral part of this Resolution and constitute Attachment No. 1 hereto.

§ 2

The Resolution shall become effective as of its adoption date.