

## ANNOUNCEMENT

### of an Extraordinary General Shareholders Meeting of Impel SA

#### 1. Date, time and venue of a general shareholders meeting and a detailed agenda.

IMPEL Spółka Akcyjna, with its registered office in Wrocław, entered into the Register of Entrepreneurs kept by the District Court for Wrocław-Fabryczna in Wrocław, Commercial Department VI of the National Court Register under number KRS 0000004185, entry to the register: March 26th 2001, NIP 8990106769, share capital of PLN 60,757,310 fully paid-up, Management Board composed of Grzegorz Dzik – President of the Management Board, Józef Biegaj, Wojciech Rembikowski, and Danuta Czajka – Members of the Management Board.

The Management Board of IMPEL SA, with its registered office in Wrocław, acting pursuant to Art. 399.1 in conjunction with Art. 402<sup>1</sup> and Art. 402<sup>2</sup> of the Polish Code of Commercial Partnerships and Companies, and Art. 21.2 of the Articles of Association, convenes an Extraordinary General Shareholders Meeting at 12<sup>00</sup> on September 6<sup>th</sup> 2011. The Extraordinary General Shareholders Meeting will be held in Wrocław, at ul. Ślężna 118.

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>.

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

Agenda for the Meeting:

1. Opening of the Extraordinary Annual General Shareholders Meeting and election of the Chairman of the Meeting.
2. Confirmation that the Extraordinary Annual 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 division of Impel SA.
5. Closing of the Extraordinary Annual General Shareholders Meeting.

#### 2. Precise description of procedures for participation in a general shareholders meeting and exercise of voting rights:

##### a. Shareholder's right to request putting specific issues on the agenda for a general shareholders meeting.

The Shareholder(s) representing at least one-twentieth of the share capital has/have the right to request putting specific issues on the agenda for the Extraordinary General Shareholders Meeting. Such request should be submitted to the Company's Management Board not later than 21 days before the date of the Extraordinary General Shareholders Meeting, i.e. by August 16<sup>th</sup> 2011. The request should include justification or a draft resolution regarding the proposed item on the agenda. The request may be submitted in writing, to the Company's registered office at ul. Ślężna 118, 53-111 Wrocław, with a note "Extraordinary General Shareholders Meeting" or in an electronic form, sent to the following Company's e-mail address: [relacje@impel.pl](mailto:relacje@impel.pl). The Shareholder should prove the possession of the appropriate number of shares as at the day of submitting the request by attaching to it a deposit certificate, and in the case of shareholders being legal persons and partnerships also the right to act on behalf of such entity by attaching a valid KRS (National Court Register) copy.

##### b. Shareholder's right to submit draft resolutions regarding the issues put on the agenda for a general shareholders meeting or the issues that will be added to the agenda before the date of a general shareholders meeting.

Before the date of the Extraordinary General Shareholders Meeting the Shareholder(s) representing at least one-twentieth of the share capital may submit draft resolutions regarding the issues put on the

agenda for the Extraordinary General Shareholders Meeting or the issues that will be added to the agenda in writing, to the Company's registered office at ul. Ślężna 118, 53-111 Wrocław, with a note "Extraordinary General Shareholders Meeting", or making use of the means of electronic communication (to the following e-mail address [relacje@impel.pl](mailto:relacje@impel.pl)). Similarly as in clause 2a the Shareholder(s) should document their entitlement to exercise this right, by presenting the relevant written documents.

**c. Shareholder's right to submit draft resolutions regarding the issues put on the agenda during a general shareholders meeting.**

During the session of a General Shareholders Meeting each Shareholder may submit draft resolutions regarding the issues put on the agenda.

**d. manner of exercising the voting right by proxy, including in particular the forms used by the proxy holder during voting, and the manner of notifying the company, making use of the means of electronic communication, of appointment of the proxy.**

The Shareholder may participate in the Extraordinary General Shareholders Meeting and exercise the voting right in person or by proxy. Today the Company has made available on its website ([www.impel.pl](http://www.impel.pl) Investor Relations/General Meeting tab) a specimen form making it possible to exercise the voting right by proxy. The proxy to vote should be granted in writing or in an electronic form. Granting the proxy in an electronic form does not require putting a safe digital signature verified by means of a valid qualified certificate. The Company should be notified of the fact of granting the proxy in an electronic form, making use of the means of electronic communication, by sending it to the e-mail address [relacje@impel.pl](mailto:relacje@impel.pl). The proxy granted in an electronic form should contain all the information specified in the proxy form available on the Company's website ([www.impel.pl](http://www.impel.pl) Investor Relations/General Meeting tab). So as to verify the validity of the proxy granted in an electronic form, the Company reserves the right to identify the shareholder and the proxy holder. In particular, the verification may consist in posing a question, in an electronic form or by phone, aimed at the confirmation of the Shareholder's and proxy holder's identity data and confirmation of the fact of granting the proxy and its scope. No response to the questions posed during verification will be recognised as the lack of possibility of verifying the fact of granting the proxy and will provide the basis for refusing the proxy holder admission to take part in the Extraordinary General Shareholders Meeting. Shareholders will be allowed to participate in the Extraordinary General Shareholders Meeting after presenting their identity documents, and proxy holders after presenting their identity documents and valid proxy granted in writing. Representatives of legal persons or partnerships should also present valid copies of entries to the relevant registers, listing the persons entitled to represent these entities.

**e. possibilities and the manner of participation in a general shareholders meeting making use of the means of electronic communication.**

The Company's Articles of Association do not provide for the possibility of taking part in the Extraordinary General Shareholders Meeting by making use of the means of electronic communication.

**f. manner of taking the floor during a general shareholders meeting by making use of the means of electronic communication.**

The Company's Articles of Association do not provide for the possibility of taking the floor during the Extraordinary General Shareholders Meeting by making use of the means of electronic communication.

**g. manner of exercising the voting right by correspondence or by making use of the means of electronic communication.**

The Rules of Procedure for the General Shareholders Meeting do not provide for the possibility of exercising the voting right by correspondence or by making use of the means of electronic communication.

**3. Date of registration of participation in a general shareholders meeting, referred to in Art. 406<sup>1</sup> of the Polish Code of Commercial Partnerships and Companies.**

August 21<sup>st</sup> 2011 is the **date of registration** of participation in the Extraordinary General Shareholders Meeting of Impel SA.

**4. Information about the right to participate in the Extraordinary General Shareholders Meeting.**

Pursuant to Art. 406<sup>1</sup> of the Polish Code of Commercial Partnerships and Companies, only the persons being the Company's Shareholders at the date of registration i.e. August 21<sup>st</sup> 2011 (sixteen days before the date of the Extraordinary General Shareholders Meeting) shall have the right to participate in the Extraordinary General Shareholders Meeting.

Shareholders eligible by way of dematerialized shares

Shareholders eligible by way of dematerialized shares shall have the right (pursuant to Art. 406<sup>3</sup>.2 of the Polish Code of Commercial Partnerships and Companies) to participate in the Extraordinary General Shareholders Meeting if they file a request – to the entity keeping the securities account on which the Company's shares are held, for issuing a registered (named) certificate entitling such shareholders to participate in the Extraordinary General Shareholders Meeting – not before the Extraordinary General Shareholders Meeting is announced (not earlier than on July 29<sup>th</sup> 2011) and not later than on the first business day after the registration date (August 22<sup>nd</sup> 2011).

The Company recommends that the Shareholders should obtain the registered certificate entitling such shareholders to participate, and take it with them on the day the Extraordinary General Shareholders Meeting is held.

Shareholders eligible by way of registered shares

Holders of registered shares and provisional certificates as well as lienors and users who are eligible to vote shall have the right (pursuant to Art. 406<sup>2</sup> of the Polish Code of Commercial Partnerships and Companies) to participate in the Extraordinary General Shareholders Meeting if they are entered in the Company's share register at the registration date.

The Company draws up the list of shareholders entitled to participate in the Extraordinary General Shareholders Meeting, on the basis of the list received from the National Depository for Securities (Krajowy Depozyt Papierów Wartościowych – KDPW), prepared on the basis of registered certificates entitling to participate in the general shareholders meeting, issued by the entities keeping securities accounts and on the basis of the Company's share register.

Three business days before the date of the Extraordinary General Shareholders Meeting a list of shareholders entitled to participate in the Extraordinary General Shareholders Meeting shall be made available at the Company's registered office in Wrocław.

- 5. Information about the place and manner in which the person entitled to participate in a general shareholders meeting may obtain the full text of documentation that will be presented to the general shareholders meeting and draft resolutions or, if adoption of resolutions is not planned, comments passed by the management board or supervisory board concerning the issues put on the agenda for the general shareholders meeting or the issues that will be added to the agenda prior to the date of the general shareholders meeting.**

The full text of documentation that is to be presented to the Extraordinary General Shareholders Meeting, including draft resolutions, will be made available on the Company's website ([www.impel.pl](http://www.impel.pl) Investor Relations/General Meeting tab) as of the date of convening the Extraordinary General Shareholders Meeting. The comments passed by the Management Board or Supervisory Board concerning the issues put on the agenda for the Extraordinary General Shareholders Meeting or the issues that will be added to the agenda prior to the date of the Extraordinary Shareholders Meeting will be made available on the Company's website immediately after their preparation.

- 6. Specifying the address of the website where the information regarding a general shareholders meeting will be made available.**

The Company will make available all information regarding the Extraordinary General Shareholders Meeting on its website, [www.impel.pl](http://www.impel.pl) (Investor Relations/General Meeting tab).