

## 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 26, 2001, NIP 8990106769, share capital of PLN 75,757,310 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. 395.1 in conjunction with Art. 399.1, Art. 402<sup>1</sup> and Art. 402<sup>2</sup> of the Polish Code of Commercial Partnerships and Companies, and Art. 21 of the Articles of Association, convenes an Ordinary General Shareholders Meeting at 12<sup>00</sup> on June 28<sup>th</sup> 2010. The Ordinary 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 Ordinary 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 Ordinary Annual General Shareholders Meeting and election of the Chairman of the Meeting.
2. Confirmation that the Ordinary 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 31<sup>st</sup> 2009.
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 31<sup>st</sup> 2009.
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 31<sup>st</sup> 2009.
7. Presentation of the Supervisory Board's Report on examination of Directors' Report on the operations of the Impel Group and the consolidated financial statements of the Impel Group for the year ended December 31<sup>st</sup> 2009.
8. Presentation by the Supervisory Board of its brief assessment of the Company's standing, including evaluation of the internal control system and the system for control of the risk relevant to the Company.
9. Presentation by the Supervisory Board of an assessment of its activities.
10. Adoption of resolution on approval of the Directors' Report on the operations of Impel SA and Impel SA's financial statements for the year ended December 31<sup>st</sup> 2009.
11. 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 31<sup>st</sup> 2009.
12. Adoption of a resolution on allocation of the 2009 net result.
13. Adoption of a resolution on approval of performance of duties by the Management Board in 2009.
14. Adoption of a resolution on approval of performance of duties by the Supervisory Board in 2009.
15. Adoption of a resolution on retiring a portion of the Company's shares.
16. 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.
17. Adoption of a resolution on amendment to the Company's Articles of Association, increase in the share capital within the target capital as well as the Management Board's authorization to exclude the subscription right.
18. Adoption of a resolution on authorisation of the Supervisory Board to adopt the consolidated Articles of Association.
19. Closing of the Ordinary 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 Ordinary General Shareholders Meeting. Such request should be submitted to the Company's Management Board not later than 21 days before the date of the Ordinary General Shareholders Meeting, i.e. by June 7<sup>th</sup> 2010. 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 "Ordinary General Shareholders Meeting" or in an electronic form, sent to the following Company's e-mail address: **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) transcript.

**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 Ordinary 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 Ordinary 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 "Ordinary General Shareholders Meeting", or making use of the means of electronic communication (to the following e-mail address **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 Ordinary 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** Investor Relations 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**. 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** Investor Relations 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

Ordinary General Shareholders Meeting. Shareholders will be allowed to participate in the Ordinary 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 transcripts 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 Ordinary 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 Ordinary 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>.**

June 12<sup>th</sup> 2010 is the date of registration of participation in the Ordinary General Shareholders Meeting of Impel SA.

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

The Company's Shareholder having bearer shares shall have the right to participate in the Ordinary General Shareholders Meeting if:

- a) sixteen days before the date of the Ordinary General Shareholders Meeting (date of registration of participation in the general shareholders meeting), i.e. June 12<sup>th</sup> 2010, such person is the Company's Shareholder, i.e. the Company's shares are held on the person's securities account;
- b) not before the general shareholders meeting was announced (not earlier than on June 1<sup>st</sup> 2010) and not later than on the first business day after the registration date (June 14<sup>th</sup> 2010) a request for issuing a named certificate entitling to participate in the Ordinary General Shareholders Meeting is submitted by such person to the entity keeping the securities account on which the Company's shares are held.

The Company's Shareholder having registered shares shall have the right to participate in the Ordinary General Shareholders Meeting if:

- a) sixteen days before the date of the Ordinary General Shareholders Meeting (date of registration of participation in the general shareholders meeting), i.e. June 12<sup>th</sup> 2010, such person is the Company's Shareholder, i.e. the Company's shares are held on the person's securities account;
- b) not before the general shareholders meeting was announced (not earlier than on June 1<sup>st</sup> 2010) and not later than on the last business day before the registration date (June 11<sup>th</sup> 2010) a request to issue a deposit certificate confirming the shareholding at the date of registration, i.e. June 12<sup>th</sup> 2010, is submitted by such person to the entity keeping the securities account on which the Company's shares are held, and the certificate is delivered to the Company, at ul. Ślężna 118, 53-111 Wrocław, seven days before the date of the Ordinary General Shareholders Meeting, i.e. June 21<sup>st</sup> 2010, at the latest.

The Company draws up the list of shareholders entitled to participate in the Ordinary 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 named certificates entitling to participate in the general shareholders meeting, issued by the entities keeping securities accounts and on the basis of deposit certificates delivered by the holders of registered shares.

Three business days before the date of the Ordinary General Shareholders Meeting a list of shareholders entitled to participate in the Ordinary 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 will be presented to the Ordinary General Shareholders Meeting, including draft resolutions, will be made available on the Company's website ([www.impel.pl](http://www.impel.pl) Investor Relations tab) as of the date of convening the Ordinary General Shareholders Meeting. The comments passed by the Management Board or Supervisory Board concerning the issues put on the agenda for the Ordinary General Shareholders Meeting or the issues that will be added to the agenda prior to the date of the Ordinary 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 Ordinary General Shareholders Meeting on its website, [www.impel.pl](http://www.impel.pl) (Investor Relations tab).