

Acting pursuant to Par. 27 of the Warsaw Stock Exchange Rules, the Executive Board of Impel SA hereby releases a representation on the Company's compliance with corporate governance principles set forth in "Best Practices in Public Companies in 2005"

GENERAL PRINCIPLES

Principle	Impel SA's position
<p>I. Objective of the Company The basic objective of activities of company's bodies is to further the interest of the company, i.e. to increase the value of the assets entrusted by its shareholders, with consideration to the rights and interests of entities other than shareholders, involved in the functioning of the company, including in particular the company's creditors and employees.</p>	YES
<p>II. Majority rule and protection of minorities A joint-stock company is a capital venture, and therefore it must respect the principle of capital majority rule, and the primacy of majority over minority. A shareholder who contributes more capital also bears a higher economic risk. It is, therefore, justified that his interest be taken into consideration in proportion to the contributed capital. The minority must have a guarantee of proper protection of their rights, within limits set by law and commercial integrity. While exercising its rights, the majority shareholder should take into account the interests of the minority.</p>	NO Impel SA's commentary: the existing majority shareholders hold series C registered shares conferring voting preference (two votes per share).
<p>III. Honest intentions and non-abuse of rights The exercise of rights and the reliance on legal institutions should be based on honest intentions (good faith) and cannot reach beyond the purpose and economic reasons for which these institutions have been established. No activities should be taken which exceed the limits so set, and which thus constitute an abuse of the law. The minority should be protected against abuse of ownership rights by the majority and the interests of the majority should be protected against abuse by the minority of its rights, thus ensuring the best protection of equitable interests of the shareholders and other market participants.</p>	YES
<p>IV. Court control Neither the company's bodies, nor persons chairing a General Meeting, may decide on issues which should be resolved by court judgements. This does not apply to activities which are within the powers of the company's bodies and of persons chairing General Meetings, or which they are obliged to undertake by force of law.</p>	YES
<p>V. Independent opinions ordered by the company When choosing an entity which is to provide expert services, including in particular the services of an expert auditor, financial and tax advisory services, as well as legal services, the company should consider whether there exist circumstances limiting the independence of this entity when performing the entrusted tasks.</p>	YES

BEST PRACTICES OF GENERAL MEETINGS

Principle	Impel SA's position
1. A General Meeting should take place in a location and at a time to allow the participation of as many shareholders as possible.	YES Impel SA's commentary: Pursuant to Par. 23 of the Articles of Association, General Meetings are held at the Company's registered office or in the place where the stock exchange on which the Company shares are floated is situated.
2. A request for convening a General Meeting and placing certain issues on its agenda, made by parties so entitled, should be justified. Draft resolutions proposed to be adopted by the General Meeting and other key documents should be presented to the shareholders along with a justification and an opinion of the Supervisory Board prior to the General Meeting, in advance so as to allow them to review and evaluate the same.	YES Impel SA's commentary: Pursuant to Par. 6.2.12 of the Rules of Procedure for the Supervisory Board of Impel SA, the powers of the Supervisory Board include issuing opinions on draft resolutions of the General Shareholders Meeting.
3. A General Meeting convened at the request of shareholders should be held on the date given in the request, and if this date cannot be kept, on the closest date which will allow the General Meeting to settle the issues placed on its agenda.	YES
4. A General Meeting whose agenda includes certain issues at the request of authorised entities or which has been convened at such request may be cancelled only upon consent of the requesting parties. In all other instances, a General Meeting may be cancelled if its holding is hindered (force majeure) or is obviously groundless. The meeting is called off in the same manner as it has been convened, ensuring as little negative consequences for the company and its shareholders as possible, and in any case no later than three weeks prior to the original date of the meeting. A change in the date of the General Meeting is made in the same manner as the cancellation, even if the proposed agenda does not change.	YES
5. In order for a representative of a shareholder to participate in a General Meeting, his right to act on behalf of the shareholder should be duly documented. It should be presumed that a written document confirming the right to represent a shareholder at a General Meeting is in conformity with the law and does not require any additional confirmations and acknowledgements unless its authenticity or validity <i>prima facie</i> raises doubts by the company's Executive Board (upon drawing up the attendance list) or the chairman of the General Meeting.	YES
6. The General Meeting should have regular by-laws setting forth the detailed principles of conducting the meetings and adopting resolutions. The by-laws should contain, in particular, provisions concerning elections to the supervisory board by voting in separate groups. The by-laws should not be subject to frequent changes; it is advisable that the changes enter into force as of the subsequent General Meeting.	YES Impel SA's commentary: The Company has in place the By-Laws of the General Meeting which set forth detailed rules for organising and conducting the meetings, adopting resolutions, voting, appointment and removal, including elections to the Supervisory Board by voting in separate groups.

<p>7. A person opening the General Meeting should procure an immediate election of the chairman of the meeting, and should refrain from any substantial or formal decisions.</p>	<p style="text-align: center;">YES</p> <p>Impel SA's commentary: Pursuant to Par. 5.4 of the By-Laws of the General Meeting, a person opening the General Meeting is obligated to procure an immediate election of the Chairman of the Meeting. Until the Chairman is elected, the person chairs the Meeting refraining from any substantial or formal decisions.</p>
<p>8. The chairman of the General Meeting ensures an efficient conduct of the meeting and observance of the rights and interest of all shareholders. The chairman should counteract, in particular, the abuse of rights by the participants of the meeting and should guarantee that the rights of minority shareholders are respected. The chairman should not, without sound reason, resign from his function, or put off the signing of the minutes of the meeting.</p>	<p style="text-align: center;">YES</p> <p>Impel SA's commentary: Pursuant to Par. 6.5 of the By-Laws of the General Meeting, the Chairman of the General Meeting is obligated to ensure an efficient conduct of the Meeting and observance of the rights and interest of all shareholders. The chairman should counteract, in particular, the abuse of rights by the participants of the Meeting and should guarantee that the rights of minority shareholders are respected.</p>
<p>9. A General Meeting should be attended by members of the Supervisory Board and the Executive Board. An expert auditor should be present at an annual General Meeting and at an extraordinary General Meeting if financial matters of the company are to be discussed. Absence of a Supervisory Board or Executive Board member must be explained, and the relevant explanation should be presented at the General Meeting.</p>	<p style="text-align: center;">YES</p>
<p>10. Members of the Supervisory Board and the Executive Board and the expert auditor of the company should, within their powers and to the extent necessary for the settlement of issues discussed by the General Meeting, provide the participants of the meeting with explanations and information concerning the company.</p>	<p style="text-align: center;">YES</p> <p>Impel SA's commentary: Members of the Executive Board and the Supervisory Board, as well as the expert auditor, present at the Meeting (subject to Section 9) should provide explanations and information concerning the company.</p>
<p>11. All answers provided by the Executive Board to the questions posed by the General Meeting should take into account the fact that the reporting obligations are performed by a public company in a manner which follows from the Law on Public Trading in Securities, and certain information cannot be provided otherwise.</p>	<p style="text-align: center;">YES</p>
<p>12. Short breaks in the session which do not defer the session, ordered by the chairman in justified cases, cannot be aimed at hindering the exercise of rights by the shareholders.</p>	<p style="text-align: center;">YES</p> <p>Impel SA's commentary: Pursuant to Par. 6.8d of the By-Laws of the General Meeting, the Chairman of the Meeting may take decisions with regard to any matters related to the conduct of the Meeting, including ordering short breaks in the Meeting, subject to Art. 408.2 of the Polish Companies Act.</p>

<p>13. Voting on procedural matters may be carried out only on issues related to the conduct of the meeting. This voting procedure cannot apply to resolutions which may have impact on the exercise by the shareholders of their rights.</p>	<p style="text-align: center;">YES</p> <p>Impel SA's commentary: Pursuant to Par. 7.5 of the By-Laws of the General Meeting, voting on procedural matters may be carried out only with regard to issues related to the conduct of the General Meeting. This voting procedure cannot apply to resolutions which may have impact on the exercise of rights by the shareholders.</p>
<p>14. A resolution not to consider an issue placed on the agenda may be adopted only if it is supported by sound reasons. A motion in this respect should be accompanied by a detailed justification.</p> <p style="background-color: #90EE90;">To remove an item from the agenda or decide not to consider an issue placed on the agenda at the request of the shareholders, the General Meeting must adopt a resolution by a 75% majority vote, subject to prior consent of all present shareholders who submitted such a motion.</p>	<p style="text-align: center;">NO</p> <p>Impel SA's commentary: Pursuant to Par. 7.6 and Par. 7.7 of the By-Laws of the General Meeting, a resolution not to consider an issue placed on the agenda of the General Meeting may be adopted only if it is supported by clear and sound reasons. A motion in this respect should be accompanied by a detailed justification provided by the requesting party. The General Meeting cannot adopt resolutions to remove an item from the agenda or not to consider an issue placed on the agenda at the request of the shareholders without the consent of all requesting parties present at the General Meeting.</p> <p>In accordance with the provisions of Par. 24.2 of the Articles of Association of Impel SA, the General Meeting adopts resolution by an absolute majority of votes, unless the Articles of Association or absolutely binding laws provide for stricter requirements concerning adoption of a given resolution.</p> <p>Given the fact that neither the Polish Companies Act nor the Articles of Association of Impel SA contain a requirement that a resolution not to consider an issue placed on the agenda of the General Meeting should be adopted by a majority of 75% of the votes cast at the General Meeting, adoption of this principle is impossible.</p>
<p>15. A party objecting to a resolution must have an opportunity to concisely present the reasons for its objection.</p>	<p style="text-align: center;">YES</p> <p>Impel SA's commentary: Pursuant to Par. 7.8 of the By-Laws of the General Meeting, the Chairman of the General Meeting should ensure that a party objecting to a resolution is given an opportunity to concisely present the reasons for its objection.</p>
<p>16. Due to the fact that the Polish Companies Code does not provide for court control in the event where a resolution is not adopted by the General Meeting, the Executive Board or the Chairman of the Meeting should form the resolutions in such a way that each person who does not agree with a decision being the subject of the resolution, has the possibility of challenging the same; provided that he is entitled to do so.</p>	<p style="text-align: center;">YES</p>

17. At the request of a participant in the General Meeting, his written statement is recorded in the minutes.	<p style="text-align: center;">YES</p> <p>Impel SA's commentary: Pursuant to Par. 7.9 of the By-Laws of the General Meeting, at the request of a participant in the General Meeting, his written statement is recorded in the minutes.</p>
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BEST PRACTICES OF SUPERVISORY BOARDS

Principle	Impel SA's position
18. The Supervisory Board submits to the General Meeting an annual concise evaluation of the company's standing. The evaluation should be made available to all shareholders early enough to allow them to become acquainted with the same before the annual General Meeting.	<p style="text-align: center;">NO</p> <p>Impel SA's commentary: In accordance with the Rules of Procedure of the Company's Supervisory Board, the Supervisory Board submits to the General Meeting a written report on the results of the examination of the balance sheet, profit and loss account, and examination of the Directors' Report and the Executive Board's motions concerning the distribution of profit or coverage of loss.</p>
19. A member of the Supervisory Board should have relevant education, professional and practical experience, be of high moral character and be able to devote all the time required to properly perform the function on the Supervisory Board. Candidates for members of the Supervisory Board should be presented and supported by reasons in sufficient detail to allow an educated choice.	YES

<p>20.a) Subject to Section 20.d), at least one-half of the members of the Supervisory Board should be independent members. Independent members of the Supervisory Board should not have any relations with the company and its shareholders or employees, which relations could have a significant impact on the ability of the independent member to make impartial decisions;</p> <p>b) Detailed criteria of independence should be laid down in the Articles of Association of the company;</p> <p>c) Without the consent of the majority of independent members of the Supervisory Board, no resolutions should be adopted on the following issues: - actions of any kind by the company and any entities associated with the company in favour of members of the Executive Board; - consent to the execution by the company or a subsidiary of any key agreement with an entity associated with the company, member of the Supervisory Board or the Executive Board, and with their associated entities; - appointment of an expert auditor to audit the financial statements of the company.</p> <p>d) In companies where one shareholder holds shares conferring the right to more than 50% of the total vote, the supervisory board should be composed of at least two independent members, including an independent chairman of the audit committee, provided that such a committee has been established.</p>	<p style="text-align: center;">NO</p> <p>Impel SA's commentary: This principle is observed by the Company (currently there are four independent Members of the Supervisory Board). The Executive Board does not find it necessary to amend the Articles of Association.</p> <p style="text-align: center;">YES</p> <p style="text-align: center;">NO</p> <p>Impel SA's commentary: The nature of links within the Group, in particular the numerous commercial links, render the application of this principle groundless.</p> <p style="text-align: center;">YES</p>
<p>21. A supervisory board member should, above all, bear in mind the interests of the company.</p>	<p style="text-align: center;">YES</p>
<p>22. Members of the Supervisory Board should take relevant actions in order to receive from the Executive Board regular and complete information on any and all significant issues concerning the company's operations and on risks related to the business being conducted and the ways of managing such risk.</p>	<p style="text-align: center;">YES</p>
<p>23. A Supervisory Board member should inform the remaining members of the board of any conflict of interest that arises, and should refrain from participating in discussions and from voting on passing a resolution on the issue in which the conflict of interest has arisen.</p>	<p style="text-align: center;">YES</p> <p>Impel SA's commentary: Pursuant to Par. 8.3 of the Rules of Procedure for the Supervisory Board a member of the Supervisory Board should inform the remaining members of the Board of any conflict of interest that arises, and should refrain from participating in discussions and from voting on passing a resolution on the issue in which the conflict of interest has arisen.</p>
<p>24. Information on the personal, actual and organisational connections of a Supervisory Board member with a given shareholder, and in particular with the majority shareholder should be made available to the public. The company should have a procedure in place for obtaining information from members of the Supervisory Board and for making it available to the public.</p>	<p style="text-align: center;">YES</p> <p>Impel SA's commentary: The Executive Board has implemented a procedure for obtaining said information from Supervisory Board members. The information is disclosed to the public in current and interim reports.</p>

<p>25. Supervisory Board meetings, save for issues which directly concern the Executive Board or its members, and in particular their removal, liability and the setting of their remuneration, should be accessible and open to members of the Executive Board.</p>	<p>YES</p>
<p>26. A Supervisory Board member should enable the Executive Board to present publicly and in an appropriate manner information on the disposal or acquisition of shares of the company or of its dominant entity or subsidiaries, and of transactions with such companies, provided that such information is relevant for his financial standing.</p>	<p>YES Impel SA's commentary: Pursuant to Par. 8.4 of the Rules of Procedure for the Supervisory Board, a member of the Supervisory Board is obligated, in accordance with the laws and regulations applicable to public companies, to submit to the Executive Board in an appropriate manner information on the disposal or acquisition of shares in the Company or its subsidiary, and of transactions with such companies, provided that such information is relevant for his financial standing.</p>
<p>27. The remuneration of Supervisory Board members should be set based on transparent procedures and principles. The remuneration should be fair, but should not constitute a significant cost item in the company's business or have material impact on its financial results. The remuneration should be in reasonable relation to the remuneration of members of the Executive Board. The aggregate remuneration of all members of the Supervisory Board and the remuneration of its individual members, with a specification of the individual components of such remuneration, should be disclosed in the annual report. The report should also present information on the procedures and principles of setting the remuneration.</p>	<p>YES</p>
<p>28. The Supervisory Board should operate in accordance with its rules of procedure which should be available to the public. The rules of procedure should provide for the establishment of at least two committees: - audit committee, and - remuneration committee. The audit committee should be composed of at least two independent members and at least one member qualified and experienced in accounting and finance. The tasks of the committees should be set forth in detail in the Supervisory Board's rules of procedure. The committees of the Supervisory Board should submit to the Board annual reports on their activities. The Company should make the reports available to the shareholders.</p>	<p>NO Impel SA's commentary: The company does not consider it advisable to establish committees within the Supervisory Board.</p>
<p>29. The agenda of a Supervisory Board meeting should not be amended or supplemented during the meeting which it concerns. This requirement does not apply if all members of the Supervisory Board are present and agree to the amendment or supplementation of the agenda, and in instances where the adoption of certain activities by the Supervisory Board is necessary in order to protect the company against damage and in the case of a resolution which concerns the determination whether there exists a conflict of interest between a Supervisory Board member and the company.</p>	<p>YES Impel SA's commentary: Pursuant to Par. 10.4 of the Rules of Procedure for the Supervisory Board, the agenda of a Supervisory Board meeting should not be amended or supplemented during the meeting which it concerns. This requirement does not apply if all members of the Supervisory Board are present and agree to the amendment or supplementation of the agenda, and in instances where the adoption of certain activities by the Supervisory Board is necessary in order to protect the company against damage and in the case of a resolution which concerns the determination whether there exists a conflict of interest between a Supervisory Board member and the company.</p>

30. A Supervisory Board member delegated by a group of shareholders to permanently exercise supervision should submit to the Supervisory Board detailed reports on the performance of his task.	YES
31. A Supervisory Board member should not resign from his function during a term of office if this could render the functioning of the board impossible, and in particular, if it could hinder the timely adoption of an important resolution	YES

BEST PRACTICES OF EXECUTIVE BOARDS

Principle	Impel SA's position
32. Bearing in mind the interest of the company, the Executive Board sets forth the strategy and the main objectives of the company's operations, and submits them to the Supervisory Board. The Executive Board is liable for the implementation and performance of the same. The Executive Board cares for transparency and effectiveness of the company management system and the conduct of its business in accordance with legal regulations and best practice.	YES
33. When making decisions on corporate issues, members of the Executive Board should act within the limits of justified economic risk, i.e. after consideration of all information, analyses and opinions, which, in the reasonable opinion of the Executive Board, should be taken into account in a given case in view of the company's interest. When determining what is in the interest of the company, the justified long term interests of shareholders, creditors, employees and other entities and persons co-operating with the company within its business scope, as well as the interests of the local community, should be taken into account.	YES
34. In transactions with shareholders and other persons whose interests have impact on the interest of the company, the Executive Board should act with utmost care to ensure that the transactions are at arms' length.	YES
35. An Executive Board member should display full loyalty towards the company and avoid any actions which could result exclusively in enhancing said member's own material interest. If an Executive Board member receives information on the possibility of making an investment or other advantageous transaction concerning the business of the company, he should present such information immediately to the Executive Board for the purpose of considering the possibility of the company taking advantage of it. Such information may be used by an Executive Board member or be passed over to a third party only upon consent of the Executive Board and only when this does not infringe upon the company's interest.	YES
36. An Executive Board member should treat his shares in the company and in its dominant companies and subsidiaries as a long term investment.	YES
37. Executive Board members should inform the Supervisory Board of each conflict of interest in connection with the performed functions or of the risk of such conflict.	YES

38. The remuneration of Executive Board members should be set based on transparent procedures and principles, taking into account its incentive nature and ensuring effective and smooth management of the company. The remuneration should correspond to the size of the company's business enterprise, should be reasonable in relation to the economic results, and be related to the scope of liability resulting from a given function, taking into account the level of remuneration of members of Executive Boards in similar companies in a similar market.	YES
39. The aggregate remuneration of all members of the Executive Board and the remuneration of individual members of the Board, with a specification of the individual components of such remuneration, should be disclosed in the annual report. The report should also present information on the procedures and principles of setting the remuneration. If the amount of remuneration of individual members of the Executive Board significantly differs, it is recommended that a relevant explanation be published.	YES
40. The Executive Board should lay down the principles and procedure of operations and allocation of powers in the by-laws which should be open and generally available.	<p style="text-align: center;">YES</p> <p style="text-align: center;">NO</p> <p>Impel SA's commentary: The key issues relating to the activities of the Executive Board are set forth in the Articles of Association.</p>

BEST PRACTICES IN RELATIONS WITH THIRD PARTIES AND THIRD PARTY INSTITUTIONS

Principle	Impel SA's position
41. The selection of an expert auditor for a company should guarantee impartiality of performance of the entrusted tasks.	YES
42. In order to ensure proper impartiality of opinion, the company should change the expert auditor at least once every five years. The change of the expert auditor involves also the change of the person performing the audit. Moreover, the company should not procure in the long term the services of the same entity acting as an auditor.	YES
43. The expert auditor should be selected by the Supervisory Board upon receiving recommendations from the audit committee, or by the General Meeting, upon receiving recommendations from the Supervisory Board including recommendations of the audit committee. A selection made by the Supervisory Board or the General Meeting which differs from the recommendations of the audit committee should be justified in detail. The information on the selection of the entity acting as the expert auditor as well as the reasons for it should be disclosed in the annual report.	<p style="text-align: center;">NO</p> <p>Impel SA's commentary: The Company does not intend to establish an audit committee within the Supervisory Board.</p>
44. An entity acting as an expert auditor of a company or its subsidiaries, either currently or in the audited period, cannot act as a special purpose auditor for the same company.	YES

45. A company should acquire its own shares in such a way that no group of shareholders be privileged.	YES
46. The Articles of Association of the company, its basic internal regulations, information and documents related to General Meetings, and the financial statements should be made available at the registered office of the company and on its website.	<p style="text-align: center;">NO</p> <p>Impel SA's commentary: The Company's Articles of Association, available on the Company's website, contain the basic information on the Company's bodies and the scope and manner of their operation. Other documents and information will be submitted in the scope and within the timeframe provided for in the Regulation on Current and Interim Reports.</p>
47. The company should have proper media relations procedures and regulations, and an information policy ensuring coherent and reliable information about the company. The company should, in compliance with the legal regulations and taking into account its interests, make available to mass media representatives information on its current operations and business standing, and allow their presence at General Meetings.	YES
48. In its annual report, a company should make public its declaration on the application of corporate governance standards. If the standards are not applied to any extent, the company should also publicly explain this fact.	YES