



**IMPACT DEVELOPER & CONTRACTOR SA**

Voluntari, Șos. Pipera-Tunari nr. 4C,  
Centrul de Afaceri Construdava, et. 6,7, jud. Ilfov  
Tel.: 021- 230.75.70/71/72, fax: 021- 230.75.81/82/83, mobil: 0729.100.001  
Capital social subscris și integral vărsat: 197.866.574 RON  
Înmatriculat la O. R. C. de pe lângă T. M. B. sub nr. J 23/1927/2006  
C.I.F. RO 1553483  
Operator de date cu caracter personal, înscrisă în Registrul de Evidență a Prelucrării de Date cu Caracter Personal nr. 3406

**THE EXTRAORDINARY GENERAL ASSEMBLY OF THE SHAREHOLDERS OF S.C. "IMPACT DEVELOPER & CONTRACTOR" S.A.**

Conference Hall in Voluntari, Construdava Building, Pipera-Tunari Road no. 4C, 11<sup>30</sup> o'clock

**DECISION NO. 2 /25.04.2012**

**I. Call**

The Extraordinary General Meeting of the Shareholders (hereinafter referred to as AGEA) was legally called by:

- The publishing of the Call in:
  - o Official Monitor of Romania Part IV No. 1175 / 26.03.2012 ;
  - o The newspaper "Bursa " as of 26.03.2012 ;
- Acknowledgement of the Bucharest Stock Exchange as of 21.03.2012, respectively 23.03.2012 and of the National Securities Commission as of 22.03.2012, respectively 23.03.2012;
- posting at headquarter of the company and on the website of the company [www.impactsa.ro](http://www.impactsa.ro).

**II. Quorum**

At the Extraordinary General Meeting of the Shareholders of SC IMPACT DEVELOPER & CONTRACTOR S.A. (the „Company”), there took part the shareholders representing **77.76 %** of the total number of votes, respectively:

- 153,900,664 shares from the total number of 197,866,574 shares,
- 15,390,064 votes from the total number of votes.

AGEA is statutory according to the dispositions of Section III, art. 13<sup>2</sup> of the Articles of Association of the Company and legal according to the requirements of Law no. 31 of 1990, republished, modified and completed.

**III. Meeting**

At the points on the agenda there were adopted the following **decisions**:

1. There was approved by open vote, **by majority of votes**, the delegation of duties of the Board of Directors, in order to authorize the company's share capital increase for the year April 2012 - April 2013, or convertible bond issuance for a maximum value of 45 million lei. If there is decided to increase the capital or to issue convertible bonds, there will be given the preferential right of existing shareholders in accordance with Art. 216 of Law no. 31/1990 and art. 7<sup>1</sup>. of the Article of Incorporation.
2. There was approved by open vote, **by majority of votes**, the empowerment of the Chairman of the Board to mandate other persons regarding the closing of the disposal documents, having as object land owned by the company, buildings erected by Impact

Developer & Contractor SA and other real rights in respect with land and buildings that are alienated (up to a transaction value of EUR 1 million).

3. There was approved by open vote, **by majority of votes**, the empowerment of the Board of Directors to refinance or rescheduled existing company loans, according to financial statements at 31-03-2012, including the closing of the necessary documents for the establishment of the collateral necessary for loans refinancing or rescheduling.
4. There was approved by open vote, **by majority of votes**, the empowerment of the Board of Directors to attract additional loans for new projects and establish the necessary collateral for these loans, up to EUR 3 million or equivalent in lei.
5. There was approved by open vote, **unanimously**, the updating of the Article of Incorporation due to election of a new Board of Directors consisting of five (5) members, by cumulative vote and the empowerment of the Chairman of the Board to sign the updated Article of Incorporation.
6. There was approved by open vote, **unanimously**, the empowerment of the Chairman of the Board of Directors, to implement the decision taken, and the empowerment to delegate another person to perform the formalities of registration and/or opposability at the Trade Register or other competent authorities.
7. There was approved by open vote, **unanimously**, the approval of the registration date proposed by the Board of Directors, respectively 14.05.2012.

**Chairman of the BoD**  
**Dan Ioan Popp**