



The Board of Directors of S.C. IMPACT DEVELOPER & CONTRACTOR S.A., J23/1927/2006, CIF RO1553483, with its registered office in Voluntari, Pipera-Tunari Road no. 4C, Construdava Business Center, fl. 6 si 7, Ilfov county,

CALLS on the grounds of art.117 in Law 31/1990R regarding trade companies the Extraordinary General Meeting of Shareholders on the date of **28.06.2012, 11,00 o' clock.**

The assembly will take place in the Conference Hall in Voluntari, Construdava Building, Pipera-Tunari Road no. 4c, basement

In case of the failure to fulfill the validity conditions, the Extraordinary General Meeting will take place on the date of **29.06.2012 , in the same place and at the same time.**

AGENDA

1. Changing the Article Of Incorporation of SC IMPACT DEVELOPER & CONTRACTOR SA, by completing and rewriting art. 10 and 11 of Article Of Incorporation of SC IMPACT DEVELOPER & CONTRACTOR SA, and these will have the following contents:

“Art. 10 –Functioning of Board of Directors

The Board of Directors gathers at least once every two months. The Board of Directors is called by the President, by other members, or by the General Director, under the conditions of law. The call of the Board of Directors is made at least 24 hours before the meeting occurrence, in writing or by any other means of communication (fax, telephone). The decisions are made with 3 (three) votes “for” of 5 (five) possible. For the decisions’ validity it is necessary the presence of the President of the Board of Directors or of his representative other than a member of the Board of Directors. If following the vote there is a tied-vote, the vote of President shall be deemed to 1.10. For each meeting there is concluded a minute, signed by the President and by all members of the Board of Directors. The Board of Directors represents the company in relations with third parties and in justice, by its President, or by any other member of the Board with a mandate to do so.

The President of the Board of Directors may empower, by special authentic power-of-attorney, natural persons or legal entities, in order to represent the company in relations with third parties.

Art.11 – Delegation of the Company Management

The company management shall be delegated by the Board of Directors to many directors, natural persons. The President of the Board of Directors cannot be the General Director of the Company. The Board of Directors elects the General Director among its members or from outside the Board of Directors. The Board of Directors establishes how to work, the attributions, the performance criteria of the General Director and also his remuneration, according to the income and expenses budget approved by the Ordinary General Meeting of Shareholders. The domains where directors are appointed, their way of work and their attributions are established by the decision of the Board of Directors.”

2. Empowerment of the President of the Board of Directors or another person to sign the updated article of incorporation;
3. Approval of the empowerment of the President of the Board of Directors to enforce the adopted decisions, and of the delegation to another person of the empowerment to perform the registration and/or opposability formalities with the Trade Register or other competent authorities.
4. Approval of the registration date proposed by the Board of Directors, respectively 18.07.2012.

LEGAL ASPECTS REGARDING THE ASSEMBLY

The shareholders that have the right to take part and to vote within the General Meeting are those that are inscribed in the Ledger of Shareholders on the date of 08.06.2012, considered as the reference date.

One or more shareholders representing individually or jointly at least 5% of the share capital have the right:

- a) **to introduce points on the agenda of the Extraordinary General Meeting of Shareholders**, provided that each point should be accompanied by a reasoning or by a resolution draft proposed for the adoption by the Extraordinary General Assembly of Shareholders. The request must be transmitted in writing until the end of the day of 05.06.2012.
Proposals regarding the introduction of new points on the agenda of the Extraordinary General Meeting of Shareholders must be submitted at the headquarters of SC IMPACT DEVELOPER & CONTRACTOR SA in Voluntari, Pipera – Tunari Road no. 4C, postal code 077190. Natural persons will transmit their proposals regarding the introduction of new points on the agenda in the original, signed, accompanied by the copy of the identification document of the shareholder, signed for conformity by the latter. In case of proposals transmitted by legal entities, these will be signed in the original by the legal representative, accompanied by the confirmation of company details issued by the Trade Register, in the original, not older than 30 days from the date of submission, the copy of the registration certificate of the company and the copy of the identity document of the legal representative that signs.
- b) **to present resolution drafts for the points included or proposed to be included on the agenda of the Extraordinary General Meeting of Shareholders**, at latest until the end of the day of 05.06.2012.

Every shareholder **has the right to address questions in writing** regarding the points on the agenda of the Extraordinary General Meeting of Shareholders, until the end of the day of 26.06.2012, at the headquarters of SC IMPACT DEVELOPER & CONTRACTOR SA in Voluntari, 4C, Pipera – Tunari Road, Ilfov county, postal code 077190, being mentioned on the envelope clearly and with capital letters: « FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS DATED 28/29.06.2012».

Natural persons will transmit the questions in writing, signed, accompanied by the copy of the identity document of the shareholder, signed for conformity by the latter. In case of the

questions transmitted by legal entities, these will be signed in the original by the legal representative, accompanied by the confirmation of company details issued by the Trade Register, in the original, not older than 30 days from the date of submission, the copy of the registration certificate of the company and the copy of the identity document of the legal representative that signs.

The company may formulate a general answer for the questions with the same content that will be available on the website of the company in section "Frequently Asked Questions", under the question-answer format.

The shareholders **may take part in person or may be represented within the Extraordinary General Meeting of Shareholders** by their legal representatives or by other persons who were granted a special power-of-attorney, on the basis of the power-of-attorney form made available by SC IMPACT DEVELOPER & CONTRACTOR SA, under the conditions of the law. The power-of-attorney form may be obtained from the headquarters of the Company beginning from the date of 25.05.2012 and from the website of the Company (www.impactsa.ro), www.impactsa.ro. **Special** powers-of-attorney, in the original, filled-in and signed shall be submitted at the headquarters of SC IMPACT DEVELOPER & CONTRACTOR SA until the date of 26.06.2012, **10.00 o'clock**, in a closed envelope, with the mention written clearly and in capitals: « FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS DATED 28/29.06.2012.»

Natural persons will transmit the special powers-of-attorney, in the original, accompanied by the copy of the identity document of the shareholder, signed for conformity by the latter. In the case of special powers-of-attorney transmitted by legal entities, these will be signed in the original by the legal representative, accompanied by the confirmation of company details issued by the Trade Register, in the original, not older than 30 days from the submission date, copy of the registration certificate of the company and the copy of the identity document of the legal representative that signs .

On the date of the Extraordinary General Meeting of Shareholders, at the entrance in the meeting hall, the designated representatives will present their issue of special power-of-attorney and their identity document.

The shareholders of SC IMPACT DEVELOPER & CONTRACTOR SA registered on the reference date in the ledger of shareholders issued by Depozitarul Central S.A. **have the possibility to vote by correspondance**, before the Extraordinary General Meeting of Shareholders. The shareholders will be sent for free the voting forms by mail following a request submitted to the company registrature beginning with the date of **25.05.2012 and until 26.06.2012**. The voting form by mail will be submitted to the headquarters of SC IMPACT DEVELOPER & CONTRACTOR SA in Voluntari, 4C, Pipera – Tunari Road, Ilfov county, postal code 077190, in closed envelope, with the mention clearly written and in capital letters: « FOR THE EXTRAORDINARY GENERAL MEETNG OF SHAREHOLDERS AS OF 28/29.06.2012» until the date of 26.06.2012.

In case of voting by correspondance of natural persons, the voring form, filled in and signed in the original, will be accompanied by the copy of the identity document of the shareholder, signed for conformity by the latter. In case of voting by mail of legal entities, the voting form, filled in and signed in the original, will be accompanied by the confirmation of the company details issued by the Trade Register, in the original, not older than 30 days from the submission date, the copy of the registration certificate of the company and by the copy of the identity document of the legal representative that signs the voting form by correspondance.

The voting forms that are not received at the headquarters of SC IMPACT DEVELOPER & CONTRACTOR SA until the above mentioned dates and times will not be taken into calculation

for the determination of the quorum and of the majority in the Extraordinary General Meeting of Shareholders.

Natural persons will transmit the special powers-of-attorney, in the original, accompanied by the copy of the identity document of the shareholder, signed for conformity by the latter in close envelope, with the mention clearly written and in capital letters: « FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS AS OF 28/29.06.2012», or by e-mail at the address intrebarifrecvente@impactsa.ro, on the basis of an extended electronic signature.

Also, the powers-of-attorney may be transmitted by legal entities by e-mail at the address intrebarifrecvente@impactsa.ro, on the basis of an extended electronic signature.

Beginning with the date of 25.05.2012, the documents, information materials, the voting form by correspondance and the resolution draft in relation with the Extraordinary General Meeting of Shareholders, under the conditions of the legislation in force, may be referred to and obtained by shareholders at the headquarters of the Company, during working days between 10:00 – 12:00 and on the website of the Company, www.impactsa.ro.

Further information may be obtained at the headquarters of SC IMPACT DEVELOPER & CONTRACTOR SA or on the telephone number 021/230-75-70, during working days between 10:00 – 14:00. The contact person is Mrs. Gina PATRINOIU.

All the documents for the Extraordinary General Meeting of Shareholders may be submitted at the headquarters of the Company in Voluntari, 4C, Pipera – Tunari Road, Ilfov county, postal code 077190, during working days, between 10:00 – 14:00.

***Executive Director
Carmen Sandulescu***