



IMPACT DEVELOPER & CONTRACTOR SA

Voluntari, Șos. Pipera-Tunari nr. 4C,

Centrul de Afaceri Construdava, et. 6,7, jud. Ilfov

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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

CALL OF THE
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
S.C. IMPACT DEVELOPER & CONTRACTOR S.A.

The Board of Directors of S.C. IMPACT DEVELOPER & CONTRACTOR S.A. ("**Company**"), public company, established and operating according to the Romanian Law, with headquarter in Romania, Ilfov county, Voluntari town, 4C Pipera-Tunari Street, Construdava Business Center, 6th & 7th floor, postal code 077190, registered in the Trade Registry from Bucharest Court, with no. J23/1927/2006, unique registration code 1553483, according to art. 117 paragraph (1) from Law 31/1990 regarding commercial companies, as amended and supplemented,

SUMMONS

Extraordinary General Meeting of Shareholders of the company („Assembly”), for the date of March 29, 2013, 11 o’clock in the Conference Room from Voluntari, Construdava Business Center, 4C Pipera-Tunari Street, basement, for all the shareholders registered in the Company’s Shareholders Registry at the end of the day of March 18, 2013, established as reference date.

If on the date of March 29, 2013, there are not met all the legal and statutory requirements for valid meeting of the Assembly, the Extraordinary General Meeting will take place on March 30, 2013, in the same place at the same time and having the same agenda.

The agenda of the assembly is as follow:

1. The approval of the restructuring of the loans no. 50070065/25.07.2007 and 50070066/25.07.2007 contracted by the company at Banca Romaneasca and of the loan no 301/30.08.2006 contracted by the company at Piraeus Bank, and of the associated guarantees.
2. The empowerment of the President of the Board of Directors to negotiate/to sign and to decide in the name and on behalf of the company any contractual terms related to the loan no. 301/30.08.2006 signed with Piraeus Bank Romania and of the loan agreements no. 50070065/25.07.2007 and 50070066/25.07.200 signed with Banca Romaneasca (including, but not to be limited to: the modalities of payment and the payment schedule of the loans,

the extension of the payment period, the conversion of the loan in any other currency, the change in the guarantees structure of the loan, setting the loan costs, and to undertake any other clause related to the shareholders jurisdiction);

3. The empowerment of the President of the Board of Directors to sign in the name of and on behalf of the company: any addendum to the loan no. 301/30.08.2006 signed with Piraeus Bank Romania and the loan no. 50070065/25.07.2007 and 50070066/25.07.200 signed with Banca Romaneasca and the Contracts of collateral/movable/real estate/mortgage; (ii) Promissory notes issued by the company; (iii) any document in connection with the operation of the credit facilities granted by the Bank.
4. The approval of the registration date which serves to identify the company's shareholders who are affected by the decisions taken by the Assembly proposed by the Board of Administrators, on April 16, 2013.
5. Empowering the Board of Directors in the execution of all operations and / or procedures on the implementation of decisions adopted by the Assembly, including but not limited to:
(a) the completion of all formalities of publicity and registration decisions and their effects;
(b) undertaking any commitment necessary to issue any document necessary to implement decisions and filing any documents to any relevant authority.
6. Dimitrios Sophocleous empowerment to sign on behalf of shareholders the Assembly decisions and to perform any and all formalities stipulated by law in order to obtain the approval of the competent authorities, for registration and ensure opposability against third parties. Mr. Dimitrios Sophocleous has the right to delegate to others the mandate mentioned above.

Only the persons registered as shareholders on the reference date of March 18, 2013 in the Company's shareholders registry held by S.C. Depozitarul Central S.A. ("Reference date") have the right to participate and to vote during the Assembly.

One or more shareholders representing individually or jointly at least 5% of the share equity have the right: (a) to introduce points on the agenda of the Extraordinary General Meeting of Shareholders, with the condition that each point should be accompanied by a reasoning or by a resolution draft proposed for the adoption by the Extraordinary General Meeting of Shareholders; (b) to present resolution drafts for the points included or proposed to be included on the agenda of the Extraordinary General Meeting of Shareholders.

Requests about the introduction of new items on the agenda of the Assembly shall be submitted to the Board of Directors of the Company within 15 days of the publication of the summoning notice of the Assembly, only in writing, in original, in sealed envelope deposited at the Company's headquarter, stating on the envelope clearly and in capital letters "FOR EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS FROM March 2013" on March 11, 2013 the latest. Requests about the introduction of new items on the agenda will be accompanied by the following documents: (a) in the case of natural persons, photocopy of identification card signed according with the original, or (b) for legal persons, (i) photocopy of identification card of legal representative signing the original signed application, (ii) a certificate issued by the Trade Register, not older than 30 days from the date of submission, in original and (iii) photocopy of registration certificate of the Company. The completed Agenda with items proposed by the initiators will be republished according to the requirements prescribed by law and the articles of incorporation to convene the general meeting no later than March 18, 2013.

The projects resolutions for items included or to be included on the agenda of the Assembly shall be submitted to the Board of Directors within 15 days of the publication of the summoning notice of the Assembly, only in writing, in original, in sealed envelope deposited at the Company's headquarter, stating on the envelope clearly and in capital letters "FOR EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS FROM MARCH 29/30, 2013", on March 11, 2013 the latest. The project resolutions will be accompanied by the following documents: (a) in the case of natural persons, photocopy of identification card signed according with the original, or (b) for legal persons, (i) photocopy of identification card of legal representative signing the original signed application, (ii) a certificate issued by the Trade Register, not older than 30 days from the date of submission, in original and (iii) photocopy of registration certificate of the Company.

Company's shareholders regardless of the ownership interest in the share capital may submit written questions about the items on the agenda until the end of the day of March 27, 2013. Questions shall be submitted to the Board of Directors, only in writing, in original, in sealed envelope deposited at the Company's headquarter, stating on the envelope clearly and in capital letters "FOR EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS FROM MARCH 29/30, 2013". The questions will be accompanied by the following documents: (a) in the case of natural persons, photocopy of identification card signed according with the original, or (b) for legal persons, (i) photocopy of identification card of legal representative signing the original signed application, (ii) a certificate issued by the Trade Register, not older than 30 days from the date of submission, in original and (iii) photocopy of registration certificate of the Company. The Company may give an overall answer to questions having the same content that will be available on the Company's website in the section allocated to the General Meeting of Shareholders, in question and 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 the Company. The power of attorney form may be obtained from the company's headquarter or it can be downloaded from the Company's website (www.impactsa.ro) , beginning with February 27, 2013. 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 March 27, 2013 in a sealed envelope, with the mention written clearly and in capitals: «FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS DATED MARCH 29/30, 2013” or they will be transmitted by e-mail to the e-mail address intrebarifrecvente@impactsa.ro on the basis of an extended electronic signature. The special powers-of-attorney, accompanied by the following documents: (a) in the case of natural persons, photocopy of identification card signed according with the original, or (b) for legal persons, (i) photocopy of identification card of legal representative for conformity with the original, (ii) a certificate issued by the Trade Register, not older than 30 days from the date of submission, in original and (iii) photocopy of registration certificate of the Company. There will be accepted the power of attorneys either in Romanian, or English.

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 the Company registered on the reference date in the shareholders registry issued by Depozitarul Central S.A. have the possibility to vote by correspondence, before the Extraordinary General Meeting of Shareholders. The shareholders may get the voting by correspondence forms free of charge by submitting a request to the Company Registry starting with February 27, 2013. The voting by correspondence form in

Romanian or in English shall be submitted by mail to the Company's headquarter from Romania, jud. Ilfov county, Voluntari town, Pipera-Tunari Street, no. 4C, Costrudava Business Centre, 6th and 7th floor, postal code 077190 in a sealed envelope, with the mention written clearly and in capitals: «FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS DATED MARCH 29/30, 2013” at the latest March 27, 2013. The voting form, filled in and signed in original, will be accompanied by the following documents: (a) in the case of natural persons, photocopy of identification card signed according with the original, or (b) for legal persons, (i) photocopy of identification card of legal representative signing the original signed application, (ii) a certificate issued by the Trade Register, not older than 30 days from the date of submission, in original and (iii) photocopy of registration certificate of the Company. The voting forms that are not received at the headquarters of the Company until the above mentioned dates and time will not be taken into calculation for the determination of the quorum and of the majority in the Extraordinary General Meeting of Shareholders.

Beginning with February 26, 2013, the documents, informative materials, the projects resolutions in relation with the Extraordinary General Meeting of Shareholders, may be viewed and obtained by shareholders at the headquarters of the Company, during working days between 10:00 – 14:00 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.

Dimitrios Sophocleous

President of the Board of Directors