



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

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

considering the request to fulfill the agenda of the Extraordinary General Meeting of Shareholders on June 8th 2013 (first call), and on June 9th 2013 (second call), from Mr. Adrian Andrici with a holding of 10.69% of the share equity, THE BOARD OF DIRECTORS in the meeting from May 21st 2013, according to art.117¹ from Law 31/1990 republished, proceeded to complete the agenda of the Extraordinary General Meeting convened for June 8th(9th) 2013.

The agenda of the Assembly, completed, is as follows:

1. The approval of the share capital of SC IMPACT DEVELOPER & CONTRACTOR SA decrease from the value of 197,866,574 lei to the value of 19,786,657.4 lei, through the reduction of the nominal value of the shares from 1 leu/share to 0.1 lei/share.
2. The approval of the amendment of the article of incorporation provisions relating to the share capital, such as: „Art. 6. Line 1 The subscribed and fully paid capital share at the value of 19,786,657.4 RON and it is divided in 197,866,574 shares with a nominal value of 0.1 leu each. Art.7 line (2) The number of nominative shares: 197,866,574 shares. The nominal value of one share is 0.1 lei.”
3. The approval of the empowerment of Mr. Lucian Claudiu Mateescu and of Mrs. Iuliana Mihaela Urda, as administrators to represent together or individually the company Impact Developer & Contractor SA against any bank and any non banking financial institution and sign in the name and on behalf of the company any legal documents with these entities, including but not limited to: opening and operating accounts of the company, negotiation and signing loan agreements, lines of credit negotiating and signing, signing mortgage contracts and/or the real estate property collateral contracts, and of any other requests, forms and statements needed, required or appropriate for the enforcement of this authority.
4. Modify and update the Article of Incorporation of the Company as a result of changing composition and President of the Board of Directors.
5. Approval of the registration date which serves to identify the Company's shareholders who are affected by the decisions taken by the Assembly, date proposed by the Board of Directors on June 25, 2013 respectively.
6. Empowerment of the Board of Directors in the execution of all operations and / or procedures regarding the implementation of decisions adopted by the Assembly, including but not limited to: (a) completion of all registration formalities and publicity decisions and their effects, (b) taking any commitment necessary to issue any document necessary to implement decisions and filing any documents to any relevant authority.

7. Empowerment of Mrs. Iuliana Mihaela Urda 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. Mrs. Iuliana Mihaela Urda has the right to delegate to others the mandate mentioned above.

Only the persons registered as shareholders on the reference date of May 28, 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 JUNE 08/09, 2013" on May 23, 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 90 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 May 27, 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 JUNE 08/09, 2013", on May 23, 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 90 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 JUNE 06, 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 JUNE 08/09, 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 90 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 May 08, 2013. The forms of special powers-of-attorney will be available in English and in Romanian language. 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 June 06, 2013 in a sealed envelope, with the mention written clearly and in capitals: «FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS DATED JUNE 08/09, 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 90 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 MAY 08, 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 JUNE 08/09, 2013» at the latest JUNE 06, 2013. The voting form, filled in and signed in original, in Romanian or English, 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 90 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 May 08, 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.

The Board of Directors

Stefan Gheorghiu Milicin

Draguta Mihaila

Petre Ecaterina

Lucian Claudiu Mateescu

Anexa

Subsemnatul Soare Stefan in calitate de imputernicit declar CONVOCATORUL Adunarea Generală extraordinara a Acționarilor contine 11.783caractere si spatii

