



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

Înmatriculată 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, consists of Iuliana Mihaela Urda - President of the Board, Draguta Mihaila, Petre Ecaterina, Lucian Claudiu Mateescu and Gabriel Vasile, according to art. 117 paragraph (1) from Law 31/1990 regarding commercial companies, , meet on **04.11.2013**, at 14 o'clock

SUMMONS

Extraordinary General Meeting of Shareholders of the company („Assembly”), for the date of **December 07, 2013, 10 o'clock** in the Conference Room from Voluntari, Construdava Business Center, 4C Pipera-Tunari Street, ground floor, for all the shareholders registered in the Company's Shareholders Registry at the end of the day of **November 26, 2013**, established as reference date.

If on the date of **December 07, 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 **December 08, 2013**, in the same place at the same time and having the same agenda.

The agenda of the assembly is as follow:

1. Approval of the terms and conditions for the bonds issue, and made it available for shareholders related to EGM December 07, 2013 by the Annex at this Call and also available on the company website, at the following address: www.impactsa.ro
2. Approval the delegation to the Board of Directors of the attribution to increase the share capital of the Company up to the amount of 100 million RON by converting in to the shares, on conversion date, of the convertible bonds issued by the Company according

with the GMA Decision No. 7/16.09.2013, according with the proposals of Board of Directors regarding the terms and conditions of the bonds issue, provided to shareholders as Annex to this Call and available on the Company website at www.impactsa.ro, and according with the terms of the Bond Issue Prospectus that will be prepared by the Board of Directors and submitted for approval to the Financial Supervisory Authority, without the possibility to exercise any preference right of shareholders registered in the Company's register of shareholders on conversion data provided in the prospectus (in accordance with all relevant legislation). It is request the GMS approval for this Bounds Issue, on specified conditions and empowerment of the Board of Directors of the Company, for all subsequent steps for issuing, managing and conversion of the bonds at maturity date.

3. Empowerment the Board of Directors of the Company to sign and perfect all documents relating to the issuance of convertible bonds, including the Prospectus, any other agreements which may be concluded in relation to this issue, in order to respect the GMS decisions.
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 Directors, on December 23, 2013.
5. Mrs. Iuliana Mihaela Urda 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. 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 **26.11.2013** 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 07/08 DECEMBER 2013" on **21.11.2013** 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 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 **25.11.2013**.

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 **05.12.2013**. 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 07/08 DECEMBER 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 **06.11.2013**. The power of attorney form will be available in Romanian and English language.

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 **06.11.2013**.

Special powers-of-attorney, in the original, filled-in and signed and also the voting by correspondence forms in Romanian or in English shall be submitted at the headquarters of SC IMPACT DEVELOPER & CONTRACTOR SA until the date of **05.12.2013** in a sealed envelope, with the mention written clearly and in capitals: «FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS DATED 07/08 DECEMBER 2013” or 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 and also the voting by correspondence forms in Romanian or in English, 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.

The special powers-of-attorney and also the voting by correspondence 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.

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.

Beginning with **06.11.2013**, 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.

Board of Directors

Iuliana Mihaela Urda

President of the Board of Directors