



IMPACT DEVELOPER & CONTRACTOR SA

Voluntari, Șos. Pipera-Tunari no. 4C,
Construdava Business Centre, fl. 6,7, Ilfov county
Tel.: 021- 230.75.70/71/72, fax: 021- 230.75.81/82/83, mobile: 0729.100.001
Subscribed and integrally paid-up share capital: 197,866,574 RON
Registered with O. R. C. attached to the T. M. B. under no. J 23/1927/2006
C.I.F. RO 1553483
Personal data operator, registered in the Evidence Register of Personal Data Processing no. 3406

**CALL OF
THE EXTRAORDINARY AND ORDINARY GENERAL MEETINGS
OF THE SHAREHOLDERS OF IMPACT DEVELOPER & CONTRACTOR S.A.**

The Board of Directors of IMPACT DEVELOPER & CONTRACTOR S.A. (the "**Company**"), a public company, established and operating according to the legislation of Romania, with its registered office in Romania, Ilfov county, Voluntari town, Pipera-Tunari Road no. 4C, Construdava Business Centre, 6th and 7th floors, postal code 077190, registered with the Trade Register attached to the Bucharest Tribunal under no. J23/1927/2006, sole registration code 1553483, composed of Mrs. Iuliana Mihaela Urda, Chairperson of the Board of Directors, Mrs. Draguța Mihăila, Mrs. Ecaterina Petre, Mr. Lucian Claudiu Mateescu and Mr. Gabriel Vasile, Administrators, members of the Board of Directors, on the grounds of art. 117 para. (1) from Law 31/1990 on trade companies, with its subsequent modifications and completions, gathered as at 21.03.2014, 14 o'clock

SUMMONS

- I. The Extraordinary General Meeting of the Company Shareholders (the "Meeting"), for the date of 25.04.2014, 10,00 o'clock in the Meeting Room from Voluntari, Ilfov county, Construdava Building, Pipera Tunari Road no. 4C, ground floor. In case on the date of 25.04.2014 there are not gathered the legal and statutory quorum conditions for the validity of the Meeting deliberations, the Extraordinary General Meeting shall take place on the date of 26.04.2014, the same place, the same time and having the same agenda.
- II. The Ordinary General Meeting of the Company Shareholders (the "Meeting"), for the date of 25.04.2014, 10,30 o'clock in the Meeting Room from Voluntari, Ilfov county, Construdava Building, Pipera Tunari Road no. 4C, ground floor. In case on the date of 25.04.2014 there are not gathered the legal and statutory quorum conditions for the validity of the Meeting deliberations, the Ordinary General Meeting shall take place on the date of 26.04.2014, the same place, the same time and having the same agenda.

Only the persons that are registered as shareholders on the reference date of 14.04.2014. (the "Reference Date") with the Company's ledger of shareholders kept by S.C. Depozitarul

Central S.A. have the right to participate in and to vote at the Ordinary and Extraordinary General Meetings.

I. The Agenda of the Extraordinary General Meeting is the following:

1. Modification of the articles of association of IMPACT DEVELOPER & CONTRACTOR SA, as follows:
 - a. Modification of Art. 12² para. 2 as follows
The General Meeting elects a commission composed of 3 secretaries, out of the present shareholders and a technical secretary out of the company employees in order to check the fulfillment of the formalities required by the law and by the Articles of Association for the performance of the works.
 - b. Modification of Art. 13² para. 4 as follows
For the validity of the Extraordinary General Meeting deliberations there is necessary, on the first call, the presence of the shareholders holding 1/4 of the number of voting rights.
In case on the first call there are not fulfilled the conditions provided for by art. 13², para. (4), for the following calls there is necessary, for the validity of deliberations, the presence of a number of shareholders representing 1/5 of the total number of voting rights.
 - c. Modification of Art. 14 para. 3 as follows
The powers of attorney shall be submitted in the original at the company headquarters 48 hours before the General Meeting of the Shareholders, under the sanction of losing the exercise of the voting right in that meeting.
 - d. Modification of Art. 18 para. 1 as follows
The company profit, established on the basis of the annual financial statements approved by the General Meeting of the Shareholders, according to the legal provisions, is distributed according to the approval of the General Meeting of the Shareholders.
 - e. Modification of Art. 21¹ by the cancellation of para. 3 that had the following content:
The maximum value of the participation of Impact Developer & Contractor SA in the establishment of the new legal entities shall be of at most 33% from the subscribed and paid-up share capital of Impact Developer & Contractor SA, on the date of the association decision, for each company.
2. Empowerment of Mrs. Mihaela Iuliana Urda to sign the updated articles of association.
3. Dissolution and cancellation of the following work points of the company from the Trade Register, following the alienation of the real estates situated at these addresses:
 - a. Work point situated in Voluntari town, Drumul Bisericii no. 50, Ilfov county;
 - b. Work point situated in Ploiesti village, Blejoi commune, plot 1 (PL07), Field 16, Prahova county.
4. Approval of the date of 13.05.2014 as a registration date that serves for the identification of the Company shareholders upon which the effects of the decisions passed within the Meeting convened by means of the present Call are reflected (the "**Registration Date**").

5. Empowerment, with the possibility of substitution, of Mrs. Iuliana Mihaela Urdă to sign in the name of the shareholders the Meeting resolution, as well as any other documents in relation hereto and to fulfill any and all the formalities stipulated by the law in order to obtain the registration and to ensure the opposability of the Meeting resolution towards thirds.

II. The Agenda of the Ordinary General Meeting is the following:

1. Presentation of the Report of the Board of Directors for the financial accounting period 2013.
2. Presentation of the Report of the audit company for the financial accounting period 2013.
3. Approval of the Report of the Board of Directors for the financial accounting period 2013.
4. Approval of the annual financial statements on the basis of IFRS and consolidated IFRS for 2013.
5. Approval of the management discharge of the administrators for the financial accounting period 2013.
6. Election of the external financial auditor, following the expiry of the present financial auditor's mandate and establishment of the duration for the financial audit contract.
7. Approval of the remuneration due to the members of the Board of Directors and of the Chairperson of the Board of Directors for the financial accounting period under development.
8. Approval of the activity schedule and of the income and expense budget for the year 2014.
9. Approval of the date of 13.05.2014 as a registration date that serves for the identification of the Company shareholders upon which the effects of the decisions passed within the Meeting convened by means of the present Call are reflected (the "**Registration Date**").
10. Empowerment, with the possibility of substitution, of Mrs. Iuliana Mihaela Urdă to sign in the name of the shareholders the Meeting resolution, as well as any other documents in relation hereto and to fulfill any and all the formalities stipulated by the law in order to obtain the registration and to ensure the opposability of the Meeting resolution towards thirds.



One or several shareholders, representing, individually or together, at least 5% of the Company share capital (hereinafter referred to as "Initiators") have the right: (a) to introduce issues on the Agenda of the Extraordinary General Meeting and/or of the Ordinary General Meeting, provided that each issue should be accompanied by a justification or by a resolution draft proposed to be passed by the Meeting and (b) to present resolution drafts for the issues included or proposed to be included on the agenda of the Extraordinary General Meeting and/or of the Ordinary General Meeting.

The requests with regard to the introduction of new issues on the agenda, as well as the resolution drafts for the issues included or proposed to be included on the agenda of the Extraordinary General Meeting and/or of the Ordinary General Meeting are submitted to the Board of Directors of the Company within at most 15 days from the Meeting call publication date, only in writing, in a closed envelope sent to the Company headquarters, being mentioned clearly and in capitals on the envelope "FOR THE ORDINARY/EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS DATED 25/26TH OF APRIL 2014", at latest until 09.04.2014. The requests with regard to the introduction of new issues on the agenda as well as the resolution drafts for the issues included or proposed to be included on the agenda of the Extraordinary General Meeting and/or of the Ordinary General Meeting shall be accompanied by the following documents: (a) in case of natural persons, a photocopy of the identity bulletin/card signed as being a true copy of the original, respectively (b) in case of legal entities, (i) a photocopy of the identity bulletin/card of the legal representative that signs the request, signed as being a true copy of the original, (ii) a confirmation of company details issued by the Trade Register, not older than 90 days from the date of its submission, in the original and (iii) the photocopy of the certificate of incorporation of the Company.

The agenda completed with the issues proposed by the Initiators shall be published with the fulfillment of the requirements provided by the law and by the articles of association for convening the general meeting until at latest 11.04.2014.

The Company shareholders, irrespective of their participation held in the share capital, may transmit questions in writing with regard to the issues being on the agenda until the end of the day of 23.04.2014. The questions are submitted to the Board of Directors, only in writing, in the original, in a closed envelope submitted to the Company headquarters, being mentioned on the envelope clearly and in capitals "FOR THE SPECIAL/ORDINARY GENERAL MEETING OF THE SHAREHOLDERS DATED 25/26TH OF APRIL 2014". The questions shall be accompanied by the following documents: (a) in case of natural persons, a photocopy of the identity bulletin/card signed as being a true copy of the original, respectively (b) in case of legal entities, (i) a photocopy of the identity bulletin/card of the legal representative that signs the request, signed as being a true copy of the original, (ii) a confirmation of company details issued by the Trade Register Office, not older than 90 days from the date of its submission, in the original, and (iii) the photocopy of the certificate of incorporation of the Company. The Company may formulate a general answer for the questions with the same content. The Company answers for the questions addressed by the shareholders shall be available on the Company website in the section dedicated to the Extraordinary General Meeting and/or to the Ordinary General Meeting, in a question/answer format.

The shareholders may take part personally or may be represented within the Extraordinary General Meeting and/or the Ordinary General Meeting by their legal representatives or by other persons that were given 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 headquarters and from the Company website (www.impactsa.ro) beginning from the date of 26.03.2014. The power of attorney forms shall be available in Romanian and in English. The

Company shareholders registered with the ledger of shareholders on the reference date have the possibility to vote by mail, before the Extraordinary General Meeting and/or the Ordinary General Meeting. The shareholders shall be transmitted, free of charge, the forms for voting by mail in English or in Romanian, on the basis of a request submitted to the Company registrature or transmitted by e-mail at the address intrebarifrecvente@impactsa.ro on the basis of an extended electronic signature beginning from the date of 26.03.2014. The special powers of attorney, completed and signed, as well as the form for voting by mail in Romanian or in English shall be submitted in the original to the Company headquarters until the date of 18.04.2014, respectively 23.04.2014, 10 o'clock, in a closed envelope, with the following mention written clearly and in capitals "FOR THE ORDINARY/EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS DATED 25/26TH OF APRIL 2014 or shall be transmitted by e-mail at the address intrebarifrecvente@impactsa.ro on the basis of an extended electronic signature. The special powers of attorney, as well as the form for voting by mail in Romanian or in English shall be accompanied by the following documents: (a) in case of natural persons, a photocopy of the identity bulletin/card signed as being a true copy of the original, respectively (b) in case of legal entities, (i) a photocopy of the identity bulletin/card of the legal representative that signs the request, signed as being a true copy of the original, (ii) a confirmation of company details issued by the Trade Register, not older than 90 days from the date of its submission, in the original and (iii) the photocopy of the certificate of incorporation of the Company. There shall be accepted the powers of attorney either in Romanian, or in English. The powers of attorney and/or the forms for voting that are not received at the Company headquarters until the above indicated date shall not be taken into consideration for determining the quorum and the majority within the Extraordinary General Meeting and/or the Ordinary General Meeting.

On the date of the Extraordinary General Meeting and/or of the Ordinary General Meeting, at the entrance of the meeting room, the designated representatives shall present their counterpart of special power of attorney and the identity document. Beginning from the date of 26.03.2014, the documents, informational materials and resolution drafts in relation to the Extraordinary General Meeting and/or the Ordinary General Meeting may be consulted and obtained by the shareholders at the Company headquarters, on working days between 10:00-14:00 o'clock and from the Company website (www.impactsa.ro). Further information may be obtained at the Company headquarters or on the telephone number 021/230-75-70, on working days between 10:00-14:00 o'clock.

All the documents for the Extraordinary General Meeting and/or the Ordinary General Meeting may be submitted to the Company headquarters from Romania, Ilfov county, Voluntari town, Pipera-Tunari Road no. 4C, Construdava Business Centre, 6th and 7th floor, postal code 077190, on working days, in the interval 10:00-14:00 o'clock.

Board of Directors

Chairperson of the Board of Directors

Iuliana Mihaela Urda