

**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 Ilfov Tribunal under no. J 23/1927/2006

C.I.F. RO 1553483

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

The Board of Directors of IMPACT DEVELOPER & CONTRACTOR S.A., a public company, established and operating according to the laws of Romania, with its headquarters in Romania, Ilfov county, Voluntari town, 4C, Pipera-Tunari Road, Construdava Business Centre, 6th and 7th floors, postal code 077190, registered with the Trade Register Office attached to the Ilfov Tribunal under no. J23/1927/2006, sole registration code 1553483 (the "**Company**"), composed of Mrs. Iuliana Mihaela Urdă, Chairperson of the Board of Directors, Mrs. Drăguța Mihailă, Mrs. Petre Ecaterina, 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 no. 31/1990 on trade companies, with its subsequent modifications and completions, gathered as at 10.03.2014, 14:00 o' clock,

SUMMONS

The Extraordinary General Meeting of the Company Shareholders (the "**Meeting**"), for the date of 12.04.2014, 10:00 o' clock in Ilfov county, Voluntari town, 4C, Pipera-Tunari Road, Construdava Business Centre, ground floor, meeting room, where all the shareholders registered with the Company's ledger of shareholders at the end of 01.04.2014, established as a reference date (the "**Reference Date**") shall be able to participate.

In case as at 12.04.2014 there are not gathered the legal and statutory conditions in order to validate the gathering of the Meeting, the Extraordinary meeting shall take place on the date of 13.04.2014, at the same place, the same time and having the same agenda.

The Agenda of the meeting is the following:

1. Approval to increase the share capital of the Company by the amount of 80,000,000 lei, within the limit of the validly made subscriptions within the Subscription Term afferent to Stage I and within the Subscription Term afferent to Stage II (as defined below), by contributions in cash, from the

amount of 197,866,574 lei to the amount of 277,866,574 lei, through the issue of a number of 80,000,000 new shares (the „**New Shares**”) with the nominal value of 1 leu/share, that shall be offered to subscription as follows:

I. To all the shareholders of the Company registered with the ledger of shareholders on the Registration Date (as defined below), on the grounds of their right of preference, proportionally to the participation share in the share capital held by them on the Registration Date (“**Stage I.**”), under the following conditions and terms:

The New Shares shall be offered for subscription, for the exercise of the right of preference first to the shareholders of the Company registered with the ledger of Company shareholders on the Registration Date approved by the Meeting, proportionally to the participation share in the share capital held by them on the Registration Date. Thus, for the exercise of the right of preference, each shareholder existing on the Registration Date approved by the Meeting may subscribe for each held share 0.404312857814984 New Shares.

The subscription price for shares is of 1 leu/share, respectively the nominal value of the share.

The right of subscription may be exercised for a period of one month from the date established in the notice and the offer proportionate prospect approved by the Financial Surveillance Authority, a date subsequent to the publishing of the Resolution of the Meeting by which the capital increase was approved, in the Official Gazzette of Romania, Part IV. (the “**Subscription Term afferent to Stage I**”).

After the check and validation of the subscriptions made within the Subscription Term afferent to Stage I, the Board of Directors prepares a report according to the Regulations of C.N.V.M. no. 1/2006, and to the applicable legislation, with the specification of the result of the subscriptions that were validated in Stage I. and of the number of shares available in order to be subscribed in Stage II by qualified investors and/or by less than 150 natural persons or legal entities, others than qualified investors, according to the first-come, first-served method, that shall be transmitted to BSE and the Financial Surveillance Authority.

II. In case in Stage Etapa I. there were not subscribed all the New Shares offered to subscription to the shareholders on the grounds of the right of preference, within the limit of the Subscription Term afferent to Stage I, the unsubscribed New Shares shall be offered to subscription in Stage II to qualified investors and/or to less than 150 natural persons or legal entities, others than qualified investors, according to the first-come, first-served method (“**Stage II**”), under the following conditions and terms:

The subscription term in Stage II is of 5 working days, calculated from the first working day subsequent to the publishing of the report of the Board of Directors related to Stage I of subscriptions (the “**Subscription Term afferent to Stage II**”). The New Shares shall be offered to subscription in Stage II by the first-come, first-served principle.

The subscription price in Stage II of the New Shares for qualified investors and/or for less than 150 natural persons or legal entities, others than qualified investors, is of 1.01 lei/share.

After the check and validation of the subscriptions made within the Subscription Term afferent to Stage II, the Board of Directors prepares a report according to the Regulations of C.N.V.M. no. 1/2006 and to the applicable legislation, with the specification of the result of the subscriptions that were validated in Stage II, made by the qualified investors and/or by less than 150 natural persons or legal entities, others than qualified investors, that shall be transmitted to BSE and the Financial Surveillance Authority.

III. Common dispositions for Stage I and Stage II:

The subscriptions shall be made on the basis of the Subscription Declaration, under the form that shall be approved by the Board of Directors and made available to the shareholders and qualified investors and/or to those less than 150 natural persins or legal entitites, others than qualified investors, according to the first-come, first-served method.

The subscribed shares shall be entirely paid-up on the subscription date in the bank account of the Company dedicated to the share capital increase operation.

The unsubscribed shares shall be cancelled by the Resolution of the Board of Directors of the Company and the share capital of the Company shall be increased within the limit of the results of the performed and validated subscriptions, found by the Board of Directors of the Company.

The reasons that lay at the basis of share capital increase consist of the need to cover the financing needs for the current and future projects of the Company.

2 Approval of the date of 29.04.2014 as the registration date that serves for the identification of the Company shareholders upon which have effect the resolutions passed within the Meeting proposed by means of the present Call (“**Registration Date**”).

3 Approval of the preparation of an offer proportionate prospect or of any other type of prospect or presentation document that shall be necessary, as the case may be, for the implementation of the Company share capital increase and its submission for approval to the Financial Surveillance Authority (if applicable) by the Board of Directors.

4 Approval of contracting, by the Board of Directors, of an authorized agent for the implementation of the Company share capital increase by the mechanisms and methods of the stock market, according to those above.

5 Approval for the increase of the Company share capital within the limit of the subscription results performed and validated by the Board of Directors of the Company.

6 Approval for the modification and update of the provisions of the Company articles of association related to the share capital according to the result of share capital increase operation.

7 Empowerment of the Board of Directors for the execution of all the operations and/or procedures with regard to the implementation of the resolutions passed within the Meeting, including but without being limited to:

(a) preparation and signing of the offer proportionate prospect or of any other type of necessary prospect or presentation document, as the case may be, and its submission to the approval of the Financial Surveillance Authority (if applicable);

(b) approval of the Subscription Declaration, Procedure for the completion, signing, submission and validation of the Subscription Declaration, and of the documents that must accompany the subscription;

(c) check, ascertainment and validation of the subscriptions made during the Subscription Term afferent to Stage I and respectively during the Subscription Term afferent to Stage II, including of the increase value and of the Company share capital structure resulted following the increase;

(d) approval and signing of any documents, forms and/or applications and taking any measures considered as necessary for the finishing of the share capital increase operation, according to the resolution that follows to be passed by the Meeting, as well as the implementation of all the necessary and advisable formalities in relation to the increase of the Company share capital, including the preparation, approval and signing of any documents, submission and receipt of any deeds and information, issue of any declarations and decisions, taking any measures and fulfillment of any necessary formalities, operations and/or procedures for the implementation of the resolution aproved by the Meeting;

(e) fulfillment of all the publicity formalities and of the necessary procedures for the registration of the share capital increase before any competent public authority and institution, including but without being limited to the Trade Register Office, Financial Surveillance Authority, Central Repository S.A., Bucharest Stock Exchange;

(f) conclusion of any necessary contracts for the implementation of the Meeting resolution, including with authorized agents;

(g) undertaking any necessary commitment, issue of any necessary document for the implementation of the resolution and submission of any necessary documents to any relevant authority.

8 Empowerment of Mrs. Iuliana Mihaela Urdă to sign in the name of the shareholders the Meeting resolution as well as the updated articles of association of the Company following the increase of the Company share capital 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 before the competent authorities. Mrs. Iuliana Mihaela Urdă has the right to subdelegate the above mentioned mandate to other persons.

Only the persons that are registered as shareholders on the Reference Date 01.04.2014 in the Company ledger of shareholders kept by S.C. Depozitarul Central S.A., have the right to participate and to vote within the Meeting.

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 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 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 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, as follows:

(a) by the registrature from the Company headquarters, by any form of courier with confirmation of receipt, so as to be registered as being received at the Company registrature until the date of 27.03.2014, 10:00 o' clock, in a closed envelope, being clearly and in capitals mentioned on the envelope "*FOR THE EXTRAORDINARY MEETING OF THE SHAREHOLDERS DATED 12.04.2014*";

(b) by e-mail with the extended electronic signature embedded (according to Law no. 455/2001 on the electronic signature), until the date of 27.03.2014, 10:00 o' clock, at the address intrebarifrecvente@impactsa.ro, the message having as its subject "for the extraordinary meeting of the shareholders dated 12.04.2014", or

(c) by fax, until the date of 27.03.2014, 10:00 o' clock, at number 021 230 7581/ 82 / 83, in the attention of the Board of Directors, with the mention "for the extraordinary meeting of the shareholders dated 12.04.2014".

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 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 certificate 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 respective legal entity.

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 31.03.2014.

The Company shareholders, irrespective of their participation held in the Company share capital, may transmit questions in writing with regard to the issues being on the agenda until the end of the day of 10.04.2014. The questions are submitted to the Board of Directors, only in writing, in the original, in a closed envelope submitted to the Company headquarters situated in Ilfov county, Voluntari town, 4C, Pipera-Tunari Road, Construdava Business Centre, 6th and 7th floor, postal code 077190, being mentioned on the envelope clearly and in capitals "FOR THE EXTRAORDINARY MEETING OF THE SHAREHOLDERS DATED 12.04.2014", by fax at number 021 230 7581 / 82/ 83, or by e-mail at the address intrebarifrecvente@impactsa.ro.

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 certificate 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 respective legal entity.

The Company may formulate a general answer for the questions with the same content that shall be available on the Compaby website www.impactsa.ro in section „Shareholders/Investors”, in a question/answer format.

The shareholders may take part personally or may be represented in the 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 situated in Ilfov county, Voluntari town, 4C, Pipera-Tunari Road, Construdava Business Centre, 6th and 7th floor, postal code 077190 and from the Company website available at the Internet address www.impactsa.ro, beginning from the date of 12.03.2014. The power of attorney form 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 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 beginning from the date of 12.03.2014. 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 registrature from the Company headquarters until the date of 07.04.2014 at 10 o' clock, respectively until the date of 10.04.2014 at 10 o' clock for voting by mail, in a closed envelope, with the following mention written clearly and in capitals "*FOR THE EXTRAORDINARY MEETING OF THE SHAREHOLDERS DATED 12.04.2014*", 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 certificate 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 respective legal entity.

There shall be accepted the powers of attorney either in Romanian, or in English.

The powers of attorney that are not received until the date of 07.04.2014, 10:00 o' clock, shall not be taken into consideration for determining the quorum and the majority within the Meeting, and the forms for voting by mail that are not received until the date of 10.04.2014, 10:00 o' clock, shall not be taken into consideration for determining the quorum and the majority within the Meeting.

On the Meeting date, 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 12.03.2014 the documents, informational materials and resolution drafts in relation to the Meeting may be consulted and obtained as follows:

- (a) in hard copy format, from the Company headquarters situated in Ilfov county, Voluntari town, 4C, Pipera-Tunari Road, Construdava Business Centre, 6th and 7th floor, postal code 077190, on working days, between 10:00-14:00 o' clock;

(b) in electronic format, from the Company website www.impactsa.ro, section „Shareholders/Investors”.

Also, 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, contact person Mrs. Gina Patrinoiu.

**Board of Directors,
Chairperson of the Board of Directors,**

Mrs. Iuliana Mihaela Urda