**IMPACT DEVELOPER & CONTRACTOR SA**
Voluntari, Şos. 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 şi întegral 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 Evidentă 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 **30.01.2014**, at 14 o'clock

**SUMMONS**

Extraordinary General Meeting of Shareholders of the company („Assembly"), for the date of **March 06, 2014**, **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 **February 21, 2014**, established as reference date.

If on the date of **March 06, 2014**, 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 07, 2014**, in the same place at the same time and having the same agenda.

The agenda of the assembly is as follow:

1. Approval for the increase of the company share capital from 197,866,574 lei, to 277,866,574 lei, by the amount of 80,000,000 lei, representing a number of 80,000,000 New Shares with the nominal value of 1 leu, by contribution in cash, with an issue of new shares.
2. The New Shares shall be offered for subscription, for the exercise of the right of preference first to the company shareholders registered with the register of the company shareholders on the registration date approved by EGMS, proportionally to the

participation quota in the share capital held by them on the registration date. Thus, within the right of preference, every existing shareholder on the registration date approved by the Extraordinary General Meeting of the Shareholders may subscribe to each held share 0.404312857814984 New Shares. The share subscription price is of 1 leu / share, respectively the nominal value of the share. The right of subscription may be manifested for a period of one month from the date established in the notice and proportional offer prospect approved by the Financial Supervision Authority, the date subsequent to the publishing of the Decision of the Extraordinary General Meeting of the Shareholders by which the increase of share capital was approved, in the Official Gazzette of Romania, Part IV.

The shares remaining unsubscribed by the shareholders by the exercise of the right of preference within the limit of the subscription term remain available in order to be subscribed during the second stage, under the following conditions and terms:

If the proposed increase of capital is not entirely subscribed during the first stage by the company shareholders registered with the register of company shareholders on the registration date approved by EGMS, the shares remaining unsubscribed shall be offered to be subscribed by the shareholders and investors.

After the check and validation of the subscriptions performed within the subscription term, the Board of Directors draws up a report according to the Regulation of CNVM 1/2006, art.113 with the specification of the validated subscriptions on the first stage (the exercise of the right of preference of the shareholders) and the number of available shares to be subscribed during the second stage by shareholders and investors. The subscription term for the second stage is of 5 working days, calculated from the working day following the publishing of the Board of Directors' report related to the first stage of subscriptions. The New Shares shall be offered to subscription during the second stage on the „first-come, first-served" principle.

The subscriptions shall be made on the basis of the Subscription Statement.

The subscribed shares shall be entirely paid-up on the subscription date in the company bank account dedicated to the shale capital increase operation, under the conditions mentioned within the proportional prospect that shall be approved by the Financial Supervision Authority.

The unsubscribed shares shall be cancelled by the Decision 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 underlying of the share capital increase consist of the necessity to cover the financing needs of the current and future projects of the company.

3. The empowerment of the Board of Directors in order to execute all the operations and/or procedures with regard to the implementation of the decisions passed within the Assembly, including but without being limited to: (a) drawing up of the proportional prospect and its submission to the approval of the Financial Supervision Authority; (b) approval of the Subscription Statement, of the Procedure for filling-in, signing, submission and validation of the Subscription Statement; (c) validation of subscriptions; (d) approval of any documents and taking any measures considered as necessary for the finishing of the

share capital increase operation; (e) accomplishment of all the publicity formalities and the registration of the decisions and of their effects; (f) conclusion of any contracts with the service providers afferent to the implementation of the decisions; (g) undertaking of any necessary commitment, issue of any necessary document for the implementation of the decisions and submission of any documents to any relevant authority.

4. Approval of the modification and update of the provisions in the articles of incorporation of the company related to the share capital according to the result of the share capital increase operation and the empowerment of Mrs. Iuliana Mihaela Urda to sign the updated articles of incorporation.
5. Approval of the registration date that serves to identify the company shareholders upon which there come the effects of the decisions passed within the Assembly proposed by the Board of Directors, respectively the date of 24.03.2014.
6. The empowerment of Mrs. Iuliana Mihaela Urda in order to sign in the name of the shareholders the decisions of the Assembly, as well as to fulfill any and all the formalities stipulated by the law in order to obtain the approval of the competent authorities, for the registration and assurance of the opposability towards thirds. Mrs. Iuliana Mihaela Urda has the right to delegate the above mentioned mandate to other persons.

Only the persons registered as shareholders on the reference date of **21.02.2014** 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 06/07 MARCH 2014” on **18.02.2014** 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 **20.02.2014**.

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 **04.03.2014**. 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 06/07 MARCH 2014". 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 **03.02.2014**. 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 **03.02.2014**.

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 **04.03.2014** in a sealed envelope, with the mention written clearly and in capitals: «FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS DATED 06/07 MARCH 2014" 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 **03.02.2014**, 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