



IMPACT DEVELOPER & CONTRACTOR SA

Sediu: Voluntari, Șos. Pipera-Tunari nr. 4C, Centrul de Afaceri Construdava, et. 6, 7, Jud. Ilfov.

Punct de lucru: Willbrook Platinum Business & Convention Center,

Sos. Bucuresti – Ploiesti, Nr. 172-176, Clădirea A, Et. 1, Bucuresti, Sect. 1,

Tel.: 021– 230.75.70/71/72, fax: 021– 230.75.81/82/83, mobil: 0729.100.001

Capital social subscris și integral vărsat: 277.866.574 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



**THE EXTRAORDINARY GENERAL ASSEMBLY OF THE SHAREHOLDERS OF
“IMPACT DEVELOPER & CONTRACTOR” S.A.**

Santal Room, building A, from Willbrook Platinum Business & Convention Center, Sos. Bucuresti-Ploiesti,
no.172-176, Sector 1, Bucharest,

DECISION No.3/07.11.2015, 10 o'clock

I. Convening

The Extraordinary Shareholders' General Assembly of the Company (hereinafter referred to as "AGEA") has been duly convened by:

- Convening notice published in:
 - o Romanian Official Gazette Part IV No.5673/07.10.2015;
 - o „Bursa” newspaper of 07.10.2015
- Notification to the Bucharest Stock Exchange on 05.10.2015, and to ASF on 06.10.2015;
- Display at the Company's headquarters and on Company's website www.impactsa.ro.

II. The quorum

At the Extraordinary Shareholders' General Assembly of the Company IMPACT DEVELOPER & CONTRACTOR S.A. (hereinafter referred to as "The Company"), were present the shareholders representing 72,57% of the *share capital*, namely:

- 201.659.657 shares of the total number of 277.866.574 shares,
- 20.165.966 votes of the total number of 27.786.657 voting rights.

the Extraordinary Shareholders' General Assembly of the Company is statutory in accordance with the provisions of the Section III, art. 13² of the Articles of Incorporation of the company and legal in accordance with the provisions of the Law no. 31 of 1990, republished, as amended.

Regarding the items on the agenda, the following decisions were adopted:

1. *With a total number of 20.165.966 valid votes, representing 201.659.657 shares and 72,57% of the share capital of the Company, out of which 20.165.966 votes "in favor", representing 100% of the total number of votes held by the shareholders attending the Assembly, was approved amendment and approval of the destination of the funding obtained by the means of the issuance of unsecured corporate bonds, approved by the Extraordinary General Meeting dated on 02 Jun. 2015, with the financing of the following:*

- a) investments related to operational activity
 - b) development of existing projects, and any other real estate projects according with Company Article of Incorporation
 - c) Partial/total reimbursement of company's bank loans.
2. *With a total number of 20.165.966 valid votes, representing 201.659.657 shares and 72,57% of the share capital of the Company, out of which 20.165.966 votes "in favor", representing 100% of the total number of votes held by the shareholders attending the Assembly, was approved amendment and approval of the main characteristics of the issuance of corporate bonds as follows:*
- a) the issue size - a maximum of 135 million RON or EURO equivalent, with the possibility of the issue being in RON, EURO, or a combination of the two (as the case may be)
 - b) Maturity –maximum 7 years.
 - c) Nature of bonds: corporate, unsecured, non-convertible into shares, admitted to transaction on a regulated market.
3. *With a total number of 20.165.966 valid votes, representing 201.659.657 shares and 72,57% of the share capital of the Company, out of which 20.165.966 votes "in favor", representing 100% of the total number of votes held by the shareholders attending the Assembly, was approved empowering the Board of Directors to establish the specific terms and conditions for the bond issue and for the offer in order to carry out all operations and / or procedures for the implementation of points no. 1 and 2 above mentioned, including but not limited to:*
- a) Decide the:
 - a1) number of bonds and their nominal value
 - a2) type of interest (fixed or variable), rate (coupon) or method for calculation of interest for issued bonds
 - a3) exchange rate for the issue/ part of the issue denominated in EURO (if the case), established pursuant to the rules of the regulated market where the bonds issuing will be performed
 - a4) the final maturity of the bonds and their terms of reimbursement
 - a5) period of subscription and type of offer (private placement or public offering) and the type of investors to whom the bonds will be offered, and the regulated markets which will be admitted to trading the bonds, in accordance with applicable law and any other terms and conditions of the bonds.
 - b) Taking any decision, approval of all documents, issuance of any necessary or advisable declaration for the preparation and implementation of the bond issue, of the offer and prospectus, prepared in accordance with current legislation and that will be subject to approval by the competent authorities.
 - c) Approval of any amendments regarding the prospectus, if necessary, and submitting them for approval to the competent authority.
4. *With a total number of 20.165.966 valid votes, representing 201.659.657 shares and 72,57% of the share capital of the Company, out of which 20.165.966 votes "in favor", representing 100% of the total number of votes held by the shareholders attending the Assembly, was approved the acquisition of land plots for development or other possible projects and empowering the Board of Directors to carry out the formalities for the acquisition of land plots or other possible projects.*
5. *With a total number of 20.165.966 valid votes, representing 201.659.657 shares and 72,57% of the share capital of the Company, out of which 20.165.966 votes "in favor", representing 100% of the total number of votes held by the shareholders attending the Assembly, was approved the date of 24 Nov. 2015 as registration date which serves to identify the shareholders of the Company that are subject to the resolutions adopted by the Assembly (“**Registration Date**”).*

6. *With a total number of 20.165.966 valid votes, representing 201.659.657 shares and 72,57% of the share capital of the Company, out of which 20.165.966 votes "in favor", representing 100% of the total number of votes held by the shareholders attending the Assembly, was aproved the date of 23 Nov. 2015 as ex-date.*

7. *With a total number of 20.165.966 valid votes, representing 201.659.657 shares and 72,57% of the share capital of the Company, out of which 20.165.966 votes "in favor", representing 100% of the total number of votes held by the shareholders attending the Assembly, was aproved empowerment, with the possibility of substitution, of Mrs. Iuliana Mihaela Urda to sign on behalf of shareholders the Assembly decision, as well as any other documents in this connection and to perform any and all formalities stipulated by law in order to obtain registration and to ensure enforceability of Assembly decision against third parties.*

PRESIDENT OF THE BOARD OF ADMINISTRATION,

Iuliana Mihaela Urda

