**IMPACT DEVELOPER & CONTRACTOR SA**
**Registered office:** Willbrook Platinum Business & Convention Center,
172-176 Bucharest – Ploiesti Road, Building A, 1st floor, Bucharest, 1st District,
Phone: 021– 230.75.70/71/72, fax: 021– 230.75.81/82/83, mobile: 0729.100.001
Subscribed and paid up share capital: RON 277,866,.574
Registered with the Trade Registry Office within Bucharest Court under no. J40/7228/2018,
Sole Registration Code RO 1553483

# *SPECIAL POWER-OF-ATTORNEY*

Name/Denomination of shareholder............................…………..……......................., identified in the Ledger of Shareholders with IC/IB/CUI...................................................................... having his/her/its residence/registered office in.......................................................................................... holder of ……...……… shares issued by the Trade Company IMPACT DEVELOPER & CONTRACTOR S.A , that grants me the right to ................ votes in the General Meeting of Shareholders, I hereby appoint

.................................. from …...............…, Street..…....................., bl....., ap.… holder of ID series ….., no …………. as a representative of mine in the Extraordinary General Meeting of Shareholders of IMPACT DEVELOPER & CONTRACTOR that will take place Maple Room, building A, from Willbrook Platinum Business & Convention Center, Sos. Bucuresti-Ploiesti, no.172-176, Sector 1, Bucharest, postal cod 015016, floor 1, on the date of **April 24, 2019 at 10 o'clock**, or on the date of **April 25, 2019 ,** at the same time and in the same place, in case the first one could not be held,

to exercise my voting right related to my holdings registered with the Ledger of Shareholders from Depozitarul Central SA, at the end of the day of **12 April 2019**, as follows:

| **EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS** | **VOTE:** | | |
|---|---|---|---|
| | **For** | **Against** | **Abstention** |
| 1.Approval of the reduction of the Company's share capital, pursuant to Art. 207 Para 1, Letter c) of Company Law No. 31/1990, from RON 277,866,574, by RON 3,423,042, by reducing the number of shares, from 277,866,574 shares to 274,443,532 shares, following the cancellation of a number of 3,423,042 own shares, acquired by the Company. | | | |
| 2.Approval of the amendment of the Company's Articles of incorporation as a result of the reduction of the share capital. Article 6 of the Articles of incorporation shall read as follows:<br>"***Art. 6. – Share Capital***<br>*(1) The share capital of IMPACT DEVELOPER & CONTRACTOR is RON 274,443,532, being fully subscribed and paid-up.*<br>*(2) The share capital is divided into 274,443,532 shares, each share having a nominal value of RON 1.*<br>*(3) The structure of the Company's share capital is as follows: RON 274,443,446.90 and USD 5,000, representing cash contributions, and RON 35.1, representing contribution in kind.*<br>*(4) Shareholders' holdings are those included in the* | | | |

| EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS | VOTE: | | |
|---|---|---|---|
| | **For** | **Against** | **Abstention** |
| *register of shareholders maintained by Depozitarul Central S.A.*" | | | |
| **3.Approval of the implementation of a "stock option plan" type Program**<br><br>Approval of the implementation of a "stock option plan" type program that aims at granting option rights for the acquisition of shares free of charge by the employees and members of the Company's management, namely the members of the Board of Directors and the managers of the Company, in order to maintain and motivate them, as well as for rewarding them for the activity carried out within the Company. The program shall be carried out under the following conditions:<br><br>(a) Under the "stock option plan" type program, option rights shall be granted for a maximum number of two million (2,000,000) shares, distributed as follows: to the employees – a maximum number of 1,000,000 shares, to the General Manager – a maximum number of 230,000 shares and to the members of the Board of Directors – a maximum number of 770,000 shares.<br><br>(b) In the case of the option rights granted to employees and managers of the Company, the option right may be exercised after a period established by the decision of the Board of Directors for the implementation of the "stock option plan" type program, without the period being shorter than 12 months.<br><br>(c) The "stock option plan" type program shall be open to the Company's managers, as well as to the persons who have the positions of the Company's organizational chart to be established by the decision of the Board of Directors for the implementation of the "stock option plan" type program, in observance of the non-discrimination principle.<br><br>(d) The "stock option plan" type program shall be open to members of the Board of Directors, subject to the approval of the Ordinary General Meeting of Shareholders.<br><br>(e) The Board of Directors shall be empowered to take all necessary measures and to fulfill all of the formalities required for the approval and implementation of the "stock option plan" type program, such as, but not limited to (i) determining the criteria based on which the option rights shall be granted to the Company's managers and personnel; (ii) determining the positions in the organizational chart for which the "stock option plan" type program shall be applicable; (iii) the period between the date of granting the option right and the date of exercise of the option right, without the period being shorter than 12 months; (iv) the conditions for exercising the option right and, implicitly, for acquiring shares; (v) the term within which the holder of the option right has to exercise his option right; (vi) drafting and publishing information documents | | | |

| EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS | VOTE: | | |
|---|---|---|---|
| | For | Against | Abstention |
| according to law, etc.<br>(f) The implementation shall be made by the Company's Board of Directors, in observance of the Resolution of the Extraordinary General Meeting of Shareholders, the Resolution of the Ordinary General Meeting of Shareholders and with the aid of a specialized consultant.<br>(g) The programs shall be implemented in compliance with the legal obligations of drafting and publishing the information documents according to law, respectively those stipulated in Regulation No. 5/2018 on issuers of financial instruments and market operations. | | | |
| 4.Approval of the buy-back by the Company of its own shares, within the market on which the shares are listed and/or by conducting public purchase bids in accordance with the applicable legal provisions, subject to the following conditions: (i) maximum ten million (10,000,000) shares (representing maximum 3.60% of the subscribed and paid-up share capital on the date of the resolution), partly for allocation to employees and/or administrators and/or managers of the Company, and partly for canceling them and reducing the share capital of the Company accordingly; (ii) at the minimum price of RON 0.6 per share and a maximum price equal to the lowest value of (a) RON 1.5 per share and (b) the highest value between the price of the last independent transaction and the highest current independent purchase bid, in accordance with the provisions of Article 3 Paragraph (2) of Commission Delegated Regulation (EU) No. 2016/1052 of 8 March 2016 supplementing Regulation (EU) 596/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the conditions applicable to buy-back programmes and stabilisation measures. The aggregate amount of the buy-back program is up to RON 15,000,000. The program shall be carried out for maximum eighteen (18) months from the publication date of the EGMS resolution in the Official Gazette of Romania, Part IV. The buy-back transactions may only have as their object shares paid in full and shall be performed only from the Company's distributable profit or reserves, as recorded in the latest approved annual financial statements, except for legal reserves. | | | |
| 5.Authorization and empowerment, with the possibility of sub-delegation of this authorization and power of attorney, of Mrs. Iuliana-Mihaela Urda, in order to sign in the name of the shareholders the EGMS resolution, as well as any other documents related thereto, including, but not limited to, the revised version of the articles of incorporation that shall reflect the amendments approved by the GMS (as well as to conform the translation into English of the articles of incorporation with its Romanian version, as amended by the EGMS, as well as to remedy any clerical error, inappropriate translation or inaccuracy from the English translation), to request the publication of the resolution in Part IV of the Official Gazette of Romania, to file and receive any documents, as well as to fulfill the | | | |

| **EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS** | **VOTE:** | | |
|---|---|---|---|
| | **For** | **Against** | **Abstention** |
| necessary formalities before the Trade Registry Office, as well as before any other authority, public institution, legal entities and natural persons, as well as to carry out any acts for registering and ensuring the opposability of the resolutions to be adopted by the EGMS. | | | |
| 6.Approval of the date of 21.05.2019 as a registration date that serves for the identification of the Company's shareholders upon which the effects of the decisions passed within the EGMS . | | | |
| 7.Approval of the date of 20.05.2019 as *Ex - Date*. | | | |

Hereby, the undersigned give discretionary voting power to the above named representative on issues which have not been identified and included in the agenda until the present.

***Date ……………………***

……………………………………….. ……. ..............................

( ***name , surname of the shareholder , with capital letters )***

…………………………… ............................

***( Signature of shareholder )***