

**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 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, at Ordinary General Meeting of Shareholders of IMPACT DEVELOPER & CONTRACTOR that will take place on the date of **April 24, 2019** at 10.30 o'clock, in the Maple Hall, building A, from Willbrook Platinum Business & Convention Center, Sos. Bucuresti-Ploiesti, no.172-176, Sector 1, Bucharest, postal cod 015016, floor 1 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,

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

| ORDINARY GENERAL MEETING OF SHAREHOLDERS                                                                                                                                                                                                                                                                                                                                                                                                                                   | VOTE: |         |            |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|---------|------------|
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | For   | Against | Abstention |
| 1.Approval of the Report of the Board of Directors (individual and consolidated) for the fiscal year 2018.                                                                                                                                                                                                                                                                                                                                                                 |       |         |            |
| 2.Approval of the individual annual financial statements for 2018 prepared in accordance with IFRS standards and audited according to the Report of the financial auditor for the fiscal year 2018.                                                                                                                                                                                                                                                                        |       |         |            |
| 3.Approval of the consolidated annual financial statements for 2018 prepared in accordance with IFRS standards and audited according to the Report of the financial auditor for the fiscal year 2018.                                                                                                                                                                                                                                                                      |       |         |            |
| 4.Approval of distribution of the net profit achieved in 2018, amounting to RON 19,986,942, in accordance with the proposals of the Board of Directors, as follows: <ul style="list-style-type: none"> <li>a. Net profit to be distributed: RON 19,986,942;</li> <li>b. Legal reserve: RON 1,113,775;</li> <li>c. Granting dividends: RON 9,331,080; the gross dividend/share being RON 0.034;</li> <li>d. Undistributed result carried forward: RON 9,542,087.</li> </ul> |       |         |            |
| 5.Approval of the date of 24.10.2019 as the dividend payment date. The dividends shall be distributed to the shareholders in accordance with the legal provisions, and the costs related to the payment shall be borne by                                                                                                                                                                                                                                                  |       |         |            |

| ORDINARY GENERAL MEETING OF SHAREHOLDERS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | VOTE: |         |            |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|---------|------------|
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | For   | Against | Abstention |
| the shareholders out of the net dividend value.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |       |         |            |
| 6.Approval of the release of liability of the administrators for the fiscal year 2018.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |       |         |            |
| 7.Approval of the activity program and approval of the income and expense budget for the year 2019.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |       |         |            |
| 8.Election of a member of the Board of Directors, following the resignation of Mr. Gabriel Vasile, with a mandate until 27.04.2021.SECRET VOTE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |       |         |            |
| 9.Revocation of Mr. Gabriel Vasile from the position of Administrator.SECRET VOTE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |       |         |            |
| 10.Updating the articles of incorporation with the new structure of the Board of Directors and empowerment of Mrs. Iuliana-Mihaela Urda to sign the revised articles of incorporation.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |       |         |            |
| 11.Approval of the remuneration of the members of the Board of Directors and the Chairperson of the Board of Directors: <i>i.e.</i> EUR 3,000 gross/month and EUR 4,600 gross/month of the Chairperson of the Board of Directors.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |       |         |            |
| 12.Empowerment of Mrs. Iuliana-Mihaela Urda to sign the management agreement with the new administrator elected by the Ordinary General Meeting, according to Item 8 above.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |       |         |            |
| 13.Election of the external financial auditor, for the fiscal year 2019, following the expiry of the current financial auditor's mandate.SECRET VOTE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |       |         |            |
| <b>14.Approval of the participation of the members of the Board of Directors in the “stock option plan” type program implemented by the Company</b><br><br>Approval of the participation of the members of the Board of Directors in the “stock option plan” type program under the following conditions: <ul style="list-style-type: none"> <li>(a) The members of the Board of Directors having specific positions within the Board of Directors, according to the regulation on its activity, have the right to participate in the “stock option plan” type program, which represents additional remuneration according to Art. 153<sup>18</sup> (2) of Company Law No. 31/1990, being distributed a total maximum number of seven hundred seventy thousand (770,000) shares for which options shall be granted according to this program.</li> <li>(b) The Board of Directors shall determine the amount of the additional remuneration for each member of the Board of</li> </ul> |       |         |            |

| ORDINARY GENERAL MEETING OF SHAREHOLDERS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | VOTE: |         |            |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|---------|------------|
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | For   | Against | Abstention |
| <p>Directors, based on the remuneration committee's recommendations, according to Art. 153<sup>18</sup> (2) and (4) of Company Law No. 31/1990.</p> <p>(c) For the members of the Board of Directors, the option right may be exercised after a period of 12 months from the date of granting the option right.</p> <p>(d) The option rights shall be granted until 1 September 2019.</p> <p>(e) After the lapse of the 12 month-period from the date of granting the option right, the members of the Board of Directors shall have to exercise this option right within one month.</p> |       |         |            |
| 15. Approval of the date of 03.10.2019 as a registration date that serves for the identification of the Company's shareholders upon which the effects of the decisions passed within the Meeting                                                                                                                                                                                                                                                                                                                                                                                         |       |         |            |
| 16. Approval of the date of 02.10.2019 as <i>Ex - Date</i> .                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |       |         |            |
| 17. Empowerment, with the possibility of substitution, of Mrs. Iuliana-Mihaela Urda to sign in the name of the shareholders the Meeting resolution, as well as any other documents in relation thereto and to fulfill any and all the formalities stipulated by law in order to obtain the registration and to ensure the opposability of the Meeting resolution towards third parties.                                                                                                                                                                                                  |       |         |            |

For each share, every shareholder has the right to one vote.

**Date** .....

.....

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

.....

( *Signature of shareholder* )