

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 at headquarter of Impact, building A, from Willbrook Platinum Business & Convention Center, Sos. Bucuresti-Ploiesti, no.172-176, Sector 1, Bucharest, postal cod 015016, Ground Floor, on the date of **June 09, 2022 at 10,00 o'clock**, or on the date of **June 10, 2022**, 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 **May 27, 2022**, as follows:

EXTRAORDINARY GENREAL ASSEMBLY OF THE SHAREHOLDERS	VOT:		
	For	Against	Abstention
1. Increase of the Company’s share capital, with RON 165,923,129.50, by the partial incorporation of the result carried forward undistributed in the previous financial years, amounting to RON 165,923,129.50. The capital increase shall be performed by issuing a number of 663,692,518 new shares. The newly issued shares shall not change the holdings of the shareholders and shall be distributed free of charge to all shareholders of the Company registered in the Company’s Register of Shareholders maintained by Depozitarul Central S.A. on the registration date. Each shareholder registered in the Company’s Register of Shareholders on the registration date shall be allocated two (2) free shares for five (5) shares held.			
2. Empowerment of the Board of Directors to compensate the fractions of shares resulting from the application of the algorithm and rounding the results to the lower whole, according to the legal provisions in force and to establish payment date and the price at which the fractions of shares are compensated according to Art. 91 of Law 24/2017.			
3. Approval of the amendment and updating of the provisions of the Company’s articles of incorporation regarding the share capital further to the fulfillment of the operation to increase the share capital: “Art. 6. – Share Capital			

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<p>(1) <i>The share capital of Impact Developer & Contractor is RON 580,730,953.25 RON, being fully subscribed and paid-up.</i></p> <p>(2) <i>The share capital is divided into 2,322,923,813 shares, ordinary, nominative, dematerialized, each share having a nominal value of RON 0.25.</i></p> <p>(3) <i>The structure of the Company's share capital is as follows: RON 580,730,868.15 and USD 5,000, representing cash contributions, and RON 35.1, representing contribution in kind.</i></p> <p>(4) <i>Shareholders' holdings are those included in the register of shareholders maintained by Depozitarul Central S.A."</i></p>			
<p>4.Contracting from Alpha Bank Romania SA (hereinafter referred to as the "Bank") a loan amounting to maximum EUR 20,000,000 (twenty million euros) (hereinafter referred to as the "Alpha Bank Loan"), under the terms and conditions of the Bank. The borrowed funds shall be used by the Company in order to finance its current activity and the investments.</p>			
<p>5.The guarantee, under the terms and conditions of the Bank, of the Alpha Bank Loan mentioned above, of EUR 20,000,000 (twenty million euros), granted by Alpha Bank Romania SA to the Company, according to the loan agreement and all its annexes, as well as of the interest, the increased interest, the costs and the related expenses, with the following guarantees:</p> <p>5.1. Real estate mortgage on immovable assets consisting of:</p> <p>a. a plot of land having a surface area of 32,273 sq m, category of use yards-constructions, identified by Cadastral No. 277158, registered with Land Book No. 277158 of Bucharest Municipality, District 1, Aleea Teișani, No. 21-31;</p> <p>b. a plot of land having a surface area of 67,248 sq m, category of use yards-constructions, identified by Cadastral No. 277159, registered with Land Book No. 277159 of Bucharest Municipality, District 1, Aleea Teișani No. 394-398;</p> <p>c. a plot of land having a surface area of 44,792 sq m, category of use yards-constructions, identified by Cadastral No. 279881, registered with Land Book No. 279881 of Bucharest Municipality, District 1, Aleea Teișani No. 350-378, Drumul Pădurea Mogoșoaia No. 8-48;</p>			

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<p>d. a plot of land having a surface area of 11,370 sq m (11,369 sq m according to cadastral measurements), category of use yards-constructions, identified by Cadastral No. 234746, registered with Land Book No. 234746 of Bucharest Municipality, District 1, Aleea Teișani No. 298;</p> <p>e. a plot of land having a surface area of 24,146 sq m, category of use yards-constructions, identified by Cadastral No. 279489, registered with Land Book No. 279489 of Bucharest Municipality, District 1, Aleea Teișani No. 350-378, Drumul Pădurea Mogoșoaia No. 8-48;</p> <p>f. a plot of land having a surface area of 1,126 sq m, category of use yards-constructions, identified by Cadastral No. 279485, registered with Land Book No. 279485 of Bucharest Municipality, District 1, Aleea Teișani No. 350-378, Drumul Pădurea Mogoșoaia No. 8-48;</p> <p>g. a plot of land having a surface area of 1,051 sq m, category of use yards-constructions, identified by Cadastral No. 279486, registered with Land Book No. 279486 of Bucharest Municipality, District 1, Aleea Teișani No. 350-378, Drumul Pădurea Mogoșoaia No. 8-48;</p> <p>h. a plot of land having a surface area of 642 sq m, category of use yards-constructions, identified by Cadastral No. 279484, registered with Land Book No. 279484 of Bucharest Municipality, District 1, Aleea Teișani No. 350-378, Drumul Pădurea Mogoșoaia No. 8-48, owned by the Company, as well as on all constructions, improvements, accessories, additions, and extensions to the mortgaged immovable assets.</p> <p>5.2. the movable mortgage on the receivables deriving from the insurance policies concluded or which shall be concluded for the mortgaged goods/assets in favor of the Bank;</p> <p>5.3. the movable mortgage on all current accounts (and related sub-accounts) opened/to be opened by the Company in the Bank's records;</p> <p>5.4. the movable mortgage on available funds in the debt service reserve account (DSRA), representing the debt service for a period of 3 months (principal plus interest).</p>			
6. In order to fulfill the provisions of this GMS Resolution, in the name and on behalf of the Company, and to sign the documentation necessary to			

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<p>obtain/carry out the Alpha Bank Loan mentioned above, the loan agreement and its annexes, the related movable mortgage agreements, the real estate mortgage agreements, additional acts to all such agreements, including their annexes, Promissory Notes [blank] (including those that replace the existing ones, in case of the Bank's request regarding the exchange/reissue of blank promissory notes – e.g. in case of expiry of the legal term), as well as the documents necessary for the use of the loan and/or of any other necessary documents or in connection with the documents mentioned above, the following are empowered:</p> <p>Mr. SEBEȘANU CONSTANTIN, as General Manager, and Me. APOSTOL SORIN, as Administrator-Attorney-in-Fact,</p> <p>(who shall be able to bind the Company by their joint signature or with the possibility of substitution).</p> <p>Also, these persons are empowered to negotiate and decide on the terms and conditions of the loan mentioned above (including on the structure of guarantees) and also to sign any additional acts:</p> <p>i) to the loan agreement and its annexes (having as its object, including, but not limited to, the modification of the repayment method and the repayment dates of the loan, any extension of the duration/term of the loan, conversion of the loan into any other currency, modification of the structure of the loan guarantees, the establishment of the costs related to the loan, the modification of the object of the loan, any other contractual modifications regarding the specific terms and conditions of the loan, the related undertakings, etc.) and/or</p> <p>ii) to the guarantee agreements,</p> <p>their decision and signatures being binding upon the Company.</p>			
<p>7. In order to carry out this resolution/decision, the following are empowered, with the possibility of substitution, Mr. SEBEȘANU CONSTANTIN, as General Manager, and Me. APOSTOL SORIN, as Administrator-Attorney-in-Fact, to represent us, to negotiate and sign on behalf of Impact Developer & Contractor SA before the Bank, and of any third party, public authority and/or notary, to submit any applications for registration validly and in accordance with the law of all signed documents.</p>			

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8.Contracting from OTP Bank Romania SA (hereinafter referred to as “OTP Bank”) a loan amounting to EUR 34,341,930. The borrowed funds shall be used by the Company in order to finance the development of Phases 1, 2 and 3 of Teilor Ensemble in the Greenfield Baneasa district.			
9.Contracting from OTP Bank Romania SA (hereinafter referred to as “OTP Bank”) a loan amounting to EUR 6,000,000 in RON equivalent, in order to finance the VAT related to the development works of Phases 1, 2 and 3 of Teilor Ensemble in the Greenfield Baneasa district.			
10.Establishment of the following guarantees in favor of OTP Bank Romania SA: 10.1. movable mortgage on the receivables that Impact Developer & Contractor SA collects from downpayments/rents/sale of mortgaged residential units in favor of OTP Bank; 10.2. first rank real estate mortgage on the plot of land located within the built-up area, in Bucharest, Drumul Pădurea Mogoșoaia No. 31-41, District 1, category of use yards-constructions, having a surface area of 77,199 sq m , holding Cadastral No. 279737 , registered with Land Book No. 279737 of Bucharest Municipality, District 1, owned by the Company, as well as on all constructions, improvements, accessories, additions and extensions to the mortgaged immovable assets; 10.3. movable mortgage on all accounts opened by Impact Developer & Contractor SA with OTP Bank, including, but not limited to, Collector Account, Debt Service Reserve Account, based on the movable mortgage on the accounts agreement; 10.4. Impact Developer & Contractor SA undertakes to insure the mortgaged and pledged goods with an insurance company approved by OTP BANK ROMANIA S.A., until the full payment of the loan, and to transfer the insurance policies, guarantees and letters of guarantee issued by the Entrepreneurs in favor the BANK, which shall also become their beneficiary.			
11.Empowerment, with the possibility of sub-delegation of this power of attorney, of Mr. SEBEȘANU CONSTANTIN, as General Manager, and Me. APOSTOL SORIN, as Administrator-Attorney-in-Fact, to negotiate the clauses and to sign in the name and on behalf of the Company the Loan Agreements, the Movable/Real Estate Mortgage Agreements, any additional			

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act/annex to the Loan Agreement(s), to the Movable/Real Estate Mortgage Agreements with OTP BANK ROMANIA S.A.			
12. 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 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.			
13. Approval of the date of 21 July 2022 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			
14. Approval of the date of 20 July 2022 as Ex - Date.			
15. Approval of the date of 22 July 2022 as payment 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

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

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 (*Signature of shareholder*)