



**IMPACT DEVELOPER & CONTRACTOR SA**

**Registered office:** Voluntari, 4C Pipera-Tunari Road, Construdava Business Center, floors 6,7, Ilfov County.

**Working point:** 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. J 23/1927/2006,

Sole Registration Code RO 1553483

Personal Data Operator, registered with the Personal Data Processing Evidence Registry under no. 3406

**TO BUCHAREST STOCK EXCHANGE  
FINANCIAL SUPERVISORY AUTHORITY**

**Current Report pursuant to provisions under art. 113 , letter A in Regulation no. 1/2006,  
regarding the issuers and operations with securities relating to information provided under  
art. 226 par. (1) in Law no. 297/2004**

Report date:23.03.2017

Issuer entity name: IMPACT DEVELOPER & CONTRACTOR SA

Registered office: Voluntari City, 4C Pipera- Tunari Road, Construdava Business Center, floors 6,7,  
Ilfov County

Phone/fax number: 230.75.70/71/72, fax :230.75.81/82/83

Sole registration code with the Trade Registry Office J23/1927/2006

Subscribed and paid up share capital: 277.866.574 RON

The regulated market the issued securities are traded on: Bucharest Stock Exchange

**IMPORTANT REPORTING EVENTS:**

**NOTICE TO ATTEND OF  
A ORDINARY GENERAL MEETING OF SHAREHOLDERS  
IMPACT DEVELOPER & CONTRACTOR S.A.**

The Board of Directors of IMPACT DEVELOPER & CONTRACTOR S.A. (the “**Company**”), a joint stock company registered and operating under the laws of Romania, headquartered in Romania, Ilfov County, Voluntari City, 4C Pipera-Tunari Street, Construdava Business Center, 6<sup>th</sup> and 7<sup>th</sup> floor, Postal Code 077190, registered with Ilfov Trade Registry under no. J23/1927/2006, sole registration code 1553483, composed of Mrs. Urda Iuliana Mihaela, as the Chairman of the Board, Mr. Vasile Gabriel, Mr. Tassoulas Constantinos, Mr. Stan Liviu and Mr. Rachita Minculescu Victor Corneliu, as members of the Board of Directors, pursuant to art. 117 par. (1) of Law no. 31/1990 on companies, as subsequently amended and supplemented, gathered on 22.03.2017

**CALLS  
THE ORDINARY GENERAL MEETING OF SHAREHOLDERS  
(„the Assembly”),**

to the date of **27 April 2017, at 10 a.m.**, at Maple Hall, located in Bucharest, 172-176 Bucuresti-Ploiesti Street, 1<sup>st</sup> floor, Building A from Willbrook Platinum Business & Convention Center, postal code 015016. Should, on 27 April 2017 all the legal and statutory conditions for holding the OGMS be not met, the OGMS shall take place on 28 April 2017, at the same address, at the same hour and with the same agenda.

Only the persons registered as shareholders at the reference date 17 April 2017 ("Reference Date") in the register of shareholders of the Company held by Central Depository S.A. have the right to attend and to vote with OGMS.

**ORDINARY GENERAL MEETING OF SHAREHOLDERS will have the following agenda:**

1. Approval of the Report of the Board of Directors for the fiscal year 2016.
2. Approval of the annual financial statements on the basis of IFRS and consolidated IFRS for 2016.
3. The coverage of losses related to the previous years, respectively the amount of 15,415,410lei, from the share premiums accumulated by the company during the previous years.
4. The distribution approval of the net profit achieved in 2016, in accordance with the Board of Directors proposals, as follows:
  - a) the net profit to be distributed: 29,610,138lei
  - b) Legal reserves: 1,480,506.90lei
  - c) Granting of dividends: 11,225,809.59lei; the gross dividend per share in value of 0.0404lei;
  - d) Motivation of the members of the Board of Directors: 703,240.78lei gross value, i.e. 140,648.16lei gross for each member, in accordance with the constitutive act, respectively 2.50% from the company's profit;
  - e) Motivation of the employees: 703,240.78lei gross value, in accordance with the Articles of Incorporation, respectively 2.50 % from the company's profit;
  - f) Retained earnings: 15,497,340 Lei
  - g) The approval of the date of 16.10.2017 as the dividends payment date. The distribution of the dividends to the shareholders shall be carried out in accordance with the legal provisions, and the costs incurred in the payment shall be borne by the shareholders from the dividend net value.
  - h) The approval of the date of 30.06.2017 as the date of payment of the amounts to the employees and the members of the Board of Directors. The distribution of the amounts to the employees and members of the Board of Directors shall be carried out in accordance with the legal provisions, and the costs incurred in the payment will be borne by them.
5. Election of a 4 members of the Board of Directors of the Company for 4 years (April 27, 2017 – April 27, 2021).
6. Election of a Chairman of the Board of Directors from a members of the Board of Directors of the Company for years (April 27, 2017 – April 27, 2021).

The list of information about the name, address and professional qualifications of persons who have applied for, is available to shareholders could be consulted and completed by them at Willbrook Platinum Business & Convention Center, Sos. Bucuresti – Ploiesti, Nr. 172-176, Cladirea A, Et. 1, Bucuresti, Sector 1 as of 23.03.2017.

Applications shall be sent by fax: +40-21 / 230.75.81, from Monday to Friday between 9.00 and 16.00 (Attn. to Shareholders Department), or via e-mail at: [intrebarifrecvente@impactsa.ro](mailto:intrebarifrecvente@impactsa.ro), as of 23.03.2017 and until 21.04.2017.

7. Updating of the Articles of Incorporation of the new members of the Board and empower Mrs. Mihaela Iuliana Urda sign the updated Articles of Incorporation.
8. Approval of the management discharge of the administrators and directors for the fiscal year 2016.
9. Election of the external financial auditor, for year 2017, following the expiry of the present financial auditor's mandate.
10. Approval of the remuneration of the members of the Board of Directors: 2,500 euro gross/month and 3,800 euro gross/month of the Chairperson of the Board of Directors.
11. Empowerment of the Chairperson of the Board of Directors to sign the administration contracts with board members and of the General Manager to sign the administration contract with the Chairperson.
12. Approval of the activity program and approval of the income and expense budget for the year 2017.
13. Approval of the date of 03.10.2017 as a registration date that serves for the identification of the Company shareholders upon which the effects of the decisions passed within the Meeting convened by means of the present Call are reflected (the "Registration Date")
14. Approval of the date of 02.10.2017 as *Ex - Date*.
15. Empowerment, with the possibility of substitution, of Mrs. Iuliana Mihaela Urdă to sign in the name of the shareholders the Meeting resolution, as well as any other documents in relation hereto and to fulfill any and all the formalities stipulated by the law in order to obtain the registration and to ensure the opposability of the Assembly resolution towards thirds.

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## **GENERAL INFORMATION ORDINARY GENERAL MEETING OF SHAREHOLDERS**

At the Ordinary General Meeting are entitled to attend and exercise voting rights only the persons registered as shareholders at the reference date 17 April 2017 ("Reference Date") in the register of shareholders of the Company held by Central Depository S.A. (based on special *power of attorney* under power of attorney form provided by the Company or from the attorney general, under the law). Shareholders are entitled to vote by mail, using special forms provided by the Company in this regard.

Access of shareholders entitled to attend the General Meeting of Shareholders is allowed by simply proving their identity, made by:

a) in the case of individuals:

- *identity card* (identity certificate or identity card for Romanian citizens or, as applicable, passport for foreigners);

- power of attorney and the identity document of the representative (if the shareholder is represented by another person).

b) In the case of legal entities:

- an official document attesting the quality of legal representative together with the identity document (e.g.: articles of incorporation, extract/certificate issued by the Trade Registry or other evidence issued by a competent authority);
- besides the above-mentioned document (certifying the quality of legal representative of the person signing the power of attorney), the representative will submit the power of attorney signed by the legal representative of the legal entity in case the person representing the shareholder-legal entity is not the legal representative him/herself. Natural persons designated as representative of a shareholder-legal entity shall be identified on the basis of the identity card.

Shareholders may participate in OGMS in person or by representative, as provided by art. 243 par. 3 of Law no. 297/2004 on the capital market ("**Law 297/2004**").

According to art. 243 par. 6 of Law no. 297/2004, representation of shareholders in the general meeting of shareholders of the companies whose shares are admitted on trading can be made by other persons than shareholders, based on special or general power of attorney, applying and complying with the points 6<sup>1</sup>, 6<sup>2</sup>, 6<sup>3</sup>, 6<sup>4</sup> and 6<sup>5</sup> of art. 243 of Law no. 297/2004;

**Powers of attorneys** will be used as provided by the NSC Regulation no. 6/2009 and their form shall be obtained from the Company's website [www.impactsa.ro](http://www.impactsa.ro) or from the Company's headquarters.

The power of attorney will be drafted in three original counterparts (one for the shareholder, one for the representative and one for the issuer). After signing, the copy for the issuer, with the copy of the identity document of the represented entity, will be sent to the Company at Willbrook Platinum Business & Convention Center, Sos. Bucuresti – Ploiesti, Nr. 172-176, Cladirea A, Et. 1, Bucuresti, Sector 1 as of 23.03.2017, for registration purposes at the latest on 26.04.2017, 10 a.m., within 24 hours before the date of OGMS, it can be also sent by fax (fax no.: 0212307581/82/83) or via e-mail at: [intrebarifrecvente@impactsa.ro](mailto:intrebarifrecvente@impactsa.ro), the representative of the shareholder being obliged to provide the power of attorney in original at the date of OGMS. Certified copies of powers of attorneys shall be held by the Company, this being mentioned in the minutes of the general meeting.

The shareholders registered on the Reference Date may vote by correspondence prior to the general meeting by using the correspondence ballots made available on the website of the Company at [www.impactsa.ro](http://www.impactsa.ro).

In case of voting by correspondence, the voting form, completed and signed, and a copy of valid identification document of the shareholder (ID certificate/ID card for individuals, or certificate of registration for legal entity) may be submitted as follows:

- sent to the Company, at Willbrook Platinum Business & Convention Center, Sos. Bucuresti – Ploiesti, Nr. 172-176, Cladirea A, Et. 1, Bucuresti, Sector 1 in any courier form with acknowledgement of receipt, **so it is registered as received at the registry office of the Company at the latest on 26.04.2017, 10 a.m., having enclosed the mention "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS of April 27/28, 2017"**.

- via e-mail with enclosed extended electronic signature according to Law no. 455/2001 on electronic signature, **at the latest on 26.04.2017, 10 a.m.**, at e-mail address [intrebarifrecvente@impactsa.ro](mailto:intrebarifrecvente@impactsa.ro), inserting the subject "**FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS of April 27/28, 2017**".

**Both the ballots and the power of attorneys may be sent either in Romanian and English.**

According to art. 11<sup>1</sup> of NSC Regulation no. 6/2009 on the exercise of certain rights of shareholders in general meetings of companies, in case of shareholders that are legal entity or entities without legal personality, the capacity of legal representative is ascertained based on the list of shareholders on the Reference Date, received from the Central Depository. Documents attesting the capacity of legal representative drafted in a foreign language other than English will be provided together with a translation into Romanian or English performed by a certified translator.

The provision of art. 11<sup>1</sup> of NSC Regulation no. 6/2009 on the exercise of certain rights of shareholders in general meetings of companies shall be applied accordingly to demonstrate the capacity of legal representative of the shareholder proposing the introduction of new items on the agenda of the general meeting of shareholders or asking questions to the issuer on some points on the agenda of the general meeting of shareholders.

According to art. 14 para. 4) of the NSC Regulation no. 6/2009 on the exercise of certain rights of shareholders in general meetings of companies, a shareholder may appoint one person to represent it/him/her at a general meeting. However, if a shareholder holds shares of a company in several securities accounts, this restriction will not prevent it/him/her to appoint a separate representative for the shares held in each security account in respect of a general meeting. This provision is without prejudice to the provisions of par. (5) art. 14 of NSC Regulation no. 6/2009 on the exercise of certain rights of shareholders in general meetings of companies.

According to art. 14 para. 4<sup>1</sup> of NSC Regulation no. 6/2009 on the exercise of certain rights of shareholders in general meetings of companies, a shareholder may appoint by power of attorney one or more alternate representatives to assure representation in the general meeting if the representative appointed under par. (4) is objectively unable to fulfil its mandate. If one power of attorney provides several alternate representatives, the order in which they exercise the mandate shall be also stipulated.

According to art. 243 para. (9<sup>1</sup>) of Law no.297/2004, if a shareholder who has voted by correspondence attends the general meeting in person or by representative, the vote by correspondence for that general meeting will be cancelled. In this case, it will be only considered their vote in person or by proxy.

One or more shareholders representing individually or jointly at least 5% of share capital are entitled to introduce items on the agenda (with the condition that each item has enclosed a reasoning or a draft of a resolution proposed for adoption or with the condition of proof of the capacity under the conditions previously mentioned for individuals and/or representatives of legal entities) or to propose drafts of resolution for items included or proposed to be included on the agenda. within 15 days from the publication of the Notice to attend, until 08.04.2017 including, according to art. 7 of NSC Regulation no. 6/2009, (at : Willbrook Platinum Business & Convention Center, Sos. Bucuresti – Ploiesti, Nr. 172-176, Cladirea A, Et. 1, Bucuresti, Sect. 1) or by electronic means of communication (email: [intrebarifrecvente@impactsa.ro](mailto:intrebarifrecvente@impactsa.ro)) or fax at +40-21-230.75.81/82/83 in attention shareholders department.

Each shareholder has the right to ask questions in writing to the Board of Directors, before the general meeting regarding the items on the agenda, according to art. 13 of NSC Regulation 6/2009.

The questions will be sent in writing, either by post or courier (at : Willbrook Platinum Business & Convention Center, Sos. Bucuresti – Ploiesti, Nr. 172-176, Cladirea A, Et. 1, Bucuresti, Sect. 1 ) or by electronic means of communication (email: [intrebarifrecvente@impactsa.ro](mailto:intrebarifrecvente@impactsa.ro)] or fax at +40-21-230.75.81/82/83 ) in attention shareholders department. The answer is deemed provided if the requested information is published on the Company's website.

Any shareholder is guaranteed with the free exercise of his rights under the applicable law and under the Articles of incorporation of the Company.

Starting with 23.03.2017 the powers of attorneys in Romanian and English, the form of voting by correspondence in Romanian and English, the informational documents and materials regarding the items on the agenda of the OGMS, the draft of resolutions and any other additional information related to the OGMS can be obtained at the headquarters of the Company, between 9 a.m. and 4 p.m., phone: +40-21-230.75.70/71/72, fax: +40-21-230.75.81/82/83, which are available on the Company's website: [www.impactsa.ro](http://www.impactsa.ro).

This Notice to attend will be complemented with the applicable legal provisions.

## **Board of Directors**

Chairman of the Board of Directors

Iuliana Mihaela Urda