



**IMPACT DEVELOPER & CONTRACTOR SA**

Voluntari, Șos. Pipera-Tunari nr. 4C,  
Construdava Business Centre et. 6,7, Ilfov County  
Tel.: 021- 230.75.70/71/72, fax: 021- 230.75.81/82/83, mobile phone: 0729.100.001  
Paid-in capital 277.866.574 RON  
Registered to the Trade Register Office pending Bucharest Law Court under the no. J 23/1927/2006  
VAT No. RO 1553483  
Personal data operator registered in the Data Processing Register no. 3406

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**CALL OF  
THE EXTRAORDINARY GENREAL ASSEMBLY OF THE SHAREHOLDERS OF  
IMPACT DEVELOPER & CONTRACTOR S.A.**

The Board of Administration of IMPACT DEVELOPER & CONTRACTOR S.A. („The Company”), a public company created and operating according to the Romanian laws, with the registered office in Romania, Ilfov County, Voluntari Town, Pipera-Tunari Road no. 4C, Construdava Business Center, the 6<sup>th</sup> and 7<sup>th</sup> floors, post code 077190, registered within the Trade Register pending Ilfov Law Court under the no. J23/1927/2006, VAT No. RO1553483, made of Mrs. Iuliana Mihaela Urda, President of the Board of Administration, Mrs. Draguța Mihăila, Mr. Lucian Claudiu Mateescu, Mr. Gabriel Vasile and Mr. Stan Liviu, Managers, members of the Board of Administration, in compliance with the art. 117 item (1) of Law 31/1990 relative to trading companies with the subsequent amendments and addenda, gathered on 08.09.2014

**SUMMONS**

The Extraordinary Shareholders' General Assembly of the Company („the Assembly”) for 11.10.2014 at 9.00 am in the Conference Room in Voluntari City, Ilfov County, Construdava Building, Pipera Tunari Road no. 4C, ground floor. If on 11.10.2014, the legal and statutory quorum conditions for the validity are not met for the Assembly deliberations validation, the Extraordinary General Assembly shall meet on 12.10.2014, in the same place, at the same time and with the same agenda. Only the people registered as shareholders on reference date 01.10.2014 (“The reference date”) in the Shareholders Register held by S.C. Depozitarul Central S.A. , have the right to take part and vote within the Extraordinary General Assembly.

**The agenda of the Extraordinary General Assembly is:**

1. The empower of the Board of Administration to approve, considering the Company business purpose, during the entire financial years 2014 and 2015, to conclude documents of procurement, alienation, exchange or guarantee creations of assets included in the category of fixed assets, even if their value exceeds individually or commonly during a financial year, 20% of the total number of non-current assets, with except for the receivables.
2. The amendment of the articles of incorporation of IMPACT DEVELOPER & CONTRACTOR SA, as follows:

Art. 10 item 3 of the Articles of Incorporation is amended as follows: *"The decisions are taken with 3 (three) votes "pro" out of 5 (five) possible. In order to admit the decisions, the presence of the President of the Board of Administration or of their attorney is mandatory. If after the vote, will be a tie results, the President vote shall be final. At each meeting, a minute is concluded signed by the President and all members of the Board of Administration present to the respective meeting;"*

Art. 13<sup>2</sup> (d) of the Articles of Incorporation is amended as follows: "the creation or dissolution of secondary offices: branches, agencies, rep-offices as well as units with no legal entity";

Art. 13 item 2 is amended as follows: "The Board of Administration can exercise their duties mentioned to art. 13<sup>2</sup> (b), (c) except for the main business purpose, (d) and (f)";

Art. 15 item 1 of the Articles of Incorporation is removed.

3. The empower of Mrs. Mihaela Iuliana Urda to sign the updated articles of incorporation.
4. The approval of the date 27.10.2014 as registration date used to identification of the Company shareholders upon which the effects of the decisions passed within the Assembly summoned through the present Call ("Registration Date");
5. The empower, with the possibility of substitution, of Mrs. Iuliana Mihaela Urdă to sign on behalf of the shareholders, the Assembly resolution, as well as any other relative documents and to perform any and all formalities provided by law in order to obtain the registration and effects ensure of the Assembly resolution opposability for the third parties.



One or many of the shareholders representing individually or commonly at least 5% of the Company registered capital (hereinafter named "Initiators") are entitled to: (a) to introduce items on the Extraordinary General Assembly agenda with the condition that each item should be accompanied by a tenability or a decision project proposed to adoption by the Assembly and (b) to present decision projects for the included projects or for the ones proposed to include in the Extraordinary General Assembly agenda.

The requests relative to the introduction of new items on the agenda, as well as the decision projects for the included projects or for the ones proposed to include in the Extraordinary General Assembly agenda shall be delivered to the Company Board of Administration within 15 days from the Assembly Call to Attend advertising, only in written, original form in a sealed envelope sent to the Company registered office, bearing the clear capital letters mention: "FOR THE EXTRAORDINARY SHAREHOLDERS' GENERAL ASSEMBLY OF 11/12 OCTOBER 2014", on 25.09.2014 at least. The requests relative to the introduction of new items on the agenda, as well as the decision projects for the included projects or for the ones proposed to include in the Extraordinary General Assembly agenda shall be accompanied by the following documents: (a) for natural persons, a copy of the identity card signed "true copy" and (b) in case

of legal entities or entities with no legal personality, the quality of legal representative based upon the shareholders list from the reference date, received from the central storage. The documents proving the quality of legal representative are drafted in a foreign language, other than English language, shall be accompanied by a translation made by a sworn translator of Romanian or English Language.

The agenda filled in with the items proposed by the Initiators shall be republished according to the requirements provided by law and the article of incorporation in order to summon the general assembly until 30.09.2014 the most.

The Company Shareholders, irrespective to the contribution to the share capital may send written questions relative to the items included on the agenda until the end of 09.10.2014. The questions are sent to the Board of Administration only in written original form in a sealed envelope sent to the Company registered office, bearing the clear capital letters mention: "FOR THE EXTRAORDINARY SHAREHOLDERS' GENERAL ASSEMBLY OF 11/12 OCTOBER 2014". The questions shall be accompanied by the following documents: (a) for natural persons, a copy of the identity card signed "true copy" and (b) in case of shareholders legal entities or entities with no legal personality, the quality of legal representative based upon the shareholders list from the reference date, received from the central storage. The documents proving the quality of legal representative drafted in a foreign language, other than English language, shall be accompanied by a translation made by a sworn translator of Romanian or English Language.

The Company may formulate a general answer to the questions with the same subject. The answers to the questions asked by the shareholders shall be available on the Company Internet page in the section dedicated to the Extraordinary General Assembly, in the question-answer format.

The Shareholders may take part personally or through representation within the Extraordinary General Assembly by their legal representatives or by other people special empowered, based upon the Power of Attorney form made available by the Company. The Power of Attorney form may be gotten from the Company registered office and from the Company website ([www.impactsa.ro](http://www.impactsa.ro)) starting from 11.09.2014. The power files shall be available both in Romanian and in English Languages. The Company Shareholders registered in the Shareholders Register have the possibility to vote through correspondence before the Extraordinary General Assembly. The Shareholders shall freely receive the voting files by correspondence in English or Romanian Languages, based upon a request handed to the Company record office or via email to [intrebarifrecvente@impactsa.ro](mailto:intrebarifrecvente@impactsa.ro) based upon an extended electronic signature starting from 11.09.2014. The filled and signed special powers of attorney, as well as the voting file sent by correspondence in English or Romanian Languages shall be handed in original to the Company registered office until 09.10.2014 at 9.00 am in a sealed envelope sent to the Company registered office, bearing the clear capital letters mention: "FOR THE EXTRAORDINARY SHAREHOLDERS' GENERAL ASSEMBLY OF 11/12 OCTOBER 2014" or via email to [intrebarifrecvente@impactsa.ro](mailto:intrebarifrecvente@impactsa.ro) based upon an electronic signature until the same date. The special powers of attorney and the voting file by correspondence in Romanian or English Languages shall be accompanied by the following documents: (a) for natural persons, a copy of the identity card signed "true copy" and (b) in case of shareholders legal entities or entities with

no legal personality, the quality of legal representative based upon the shareholders list from the reference date, received from the central storage. The documents proving the quality of legal representative are drafted in a foreign language, other than English language, shall be accompanied by a translation made by a sworn translator of Romanian or English Language.

The powers of attorney shall be accepted either in Romanian or in English. The powers and / or the voting files which are not received to the Company registered office until the mentioned date shall not be taken in consideration when determining the quorum and the majority within the Extraordinary General Assembly.

To the Extraordinary General Assembly, when entering the meeting room, the designed representatives shall present their copy of special power of attorney and their identity card. Starting from 11.09.2014, the documents, the information materials and the decision projects relative to the Extraordinary General Assembly, may be consulted and obtained by the shareholders at the Company registered office, from 10.00 am to 2 pm and from the Company website ([www.impactsa.ro](http://www.impactsa.ro)). Additional information may be obtained at the Company registered office or at the telephone number 021/230-75-70 during the working days from 10.00 am to 2:00 pm.

All documents for the Extraordinary General Assembly may be handed to the Company registered office in Romania, Ilfov County, Voluntari Town, Pipera-Tunari Road no. 4C, Construdava Business Center, the 6<sup>th</sup> and the 7<sup>th</sup> floors, post code 077190 during the working days from 10.00 am to 2 pm.

**Board of Administration**

President of the Board of Administration  
Iuliana Mihaela Urda

*Translation from Romanian Language.*