



**THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF
S.C. "IMPACT DEVELOPER & CONTRACTOR" S.A.**

Conference Hall in Voluntari, Construdava Building, Pipera-Tunari Road no. 4c, basement

DECISION NO. 3 / June 28th, 2012

I. Call

The Extraordinary General Meeting of the Shareholders (hereinafter referred to as AGEA) was legally called by:

- the publishing of the Call in:
 - o Official Gazette of Romania Part IV / May 21st, 2012;
 - o the newspaper "Bursa" as of May 22nd, 2012;
- acknowledgement of the Bucharest Stock Exchange as at May 18th, 2012 and of the National Securities Commission as at May 18th, 2012;
- posting at the headquarters of the company and on the website of the company www.impactsa.ro.

II. Quorum

At the Extraordinary General Meeting of the Shareholders of SC IMPACT DEVELOPER & CONTRACTOR S.A. (the „Company”), there took part the shareholders representing **XX.XX %** of the total number of votes, respectively:

- XXX,XXX,XXX shares from the total number of 197.866.574 shares,
- XX,XXX,XXX votes from the total number of 19.786.739 votes.

AGEA is statutory according to the dispositions of Section III, art. 13² of the Articles of Association of the Company and legal according to the requirements of Law no. 31 of 1990, republished, modified and completed.

III. Meeting.

At the points on the agenda there were adopted the following **decisions**:

1. There was approved, **by open voting, with XXX votes**, Changing the Article Of Incorporation of SC IMPACT DEVELOPER & CONTRACTOR SA, by completing and rewriting art. 10 and 11 of Article Of Incorporation of SC IMPACT DEVELOPER & CONTRACTOR SA, and these will have the following contents:

Constanta
Str. Brest nr. 2
0241 – 615.743/615.722
0729.100.008

Oradea
Faciei nr.60/B
0359 – 401.749
0788.561.070

Ploiesti
Stefan Greceanu, bl L1, ap 1
0244 – 529.327
0244 – 529.328

“Art. 10 – Functioning of Board of Directors

The Board of Directors gathers at least once every two months. The Board of Directors is called by the President, by the other members, or by the General Director, under the conditions of law. The call of the Board of Directors is made at least 24 hours before the meeting occurrence, in writing or by any other means of communication (fax, telephone). The decisions are made with 3 (three) votes “for” of 5 (five) possible. For the decisions’ validity it is necessary the presence of the President of the Board of Directors or of his representative other than a member of the Board of Directors. If following the vote there is a tie-vote, the vote of President shall be deemed to 1.10. For each meeting there is concluded a minute, signed by the President and by all members of the Board of Directors. The Board of Directors represents the company in relations with third parties and in justice, by its President, or by any other member of the Board with a mandate to do so.

The President of the Board of Directors may empower, by special authentic power-of-attorney, natural persons or legal entities, in order to represent the company in relations with thirds.

Art.11 – Delegation of the Company Management

The company management shall be delegated by the Board of Directors to many directors, natural persons. The President of the Board of Directors can not be the General Director of the Company. The Board of Directors elects the General Director among its members or from outside the Board of Directors. The Board of Directors establishes how to work, the attributions, the performance criteria of the General Director and also his remuneration, according to the income and expenses budget approved by the Ordinary General Meeting of Shareholders. The domains where directors are appointed, their way of work and their attributions are established by the decision of the Board of Directors.”

2. There was approved, **by open voting, with XXX votes**, Empowerment of the President of the Board of Directors or another person to sign the updated article of incorporation;
3. There was approved, **by open voting, with XXX votes**, Approval of the empowerment of the President of the Board of Directors, for the enforcement of the adopted decisions, and also in order to delegate to another person the empowerment for the performance of the registration and/or opposability formalities with the Trade Register or other competent authorities.
4. There was approved, **by open voting, with XXX votes**, Approval of the registration date proposed by the Board of Directors, respectively 18.07.2012.

CHAIRMAN