



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



THE EXTRAORDINARY GENREAL ASSEMBLY OF THE SHAREHOLDERS OF
“IMPACT DEVELOPER & CONTRACTOR“ S.A.
PROJECT

Maple Room, building A, from Willbrook Platinum Business & Convention Center, Sos. Bucuresti-Ploiesti,
no.172-176, Sector 1, Bucharest,

DECISION No.2/26(27).04.2018, 10,45 o'clock

I. Convening

The Extraordinary Shareholders' General Assembly of the Company (hereinafter referred to as "AGEA") has been duly convened by:

- Convening notice published in:
 - Romanian Official Gazette Part IV...../26.03.2018;
 - „Bursa” newspaper of 26.03.2018
- Notification to the Bucharest Stock Exchange on 22.03.2018, and to ASF on 22.03.2018;
- Display at the Company's headquarters and on Company's website www.impactsa.ro.

II. The quorum

At the Extraordinary Shareholders' General Assembly of the Company IMPACT DEVELOPER& CONTRACTOR S.A. (hereinafter referred to as "The Company"), were present the shareholders representing % of the *share capital*, namely:

- shares of the total number of 277.866.574shares,
- votes of the total number of 277.866.574voting rights.

the Extraordinary Shareholders' General Assembly of the Company is statutory in accordance with the provisions of the Section III, art. 13 of the Articles of Incorporation of the company and legal in accordance with the provisions of the Law no. 31 of 1990, republished, as amended.

THE MEETING

1. Change of the Company’s registered headquarters from Ilfov County, Voluntari City, 4C Pipera-Tunari Street, Construdava Business Center, 6th and 7th Floors, to Bucharest, District

1, 172-176 Bucuresti- Ploiesti Street, Building A, 1st Floor, of Willbrook Platinum Business & Convention Center, Postal Code 015016.

2. Amendment of Art. 27 of the Company's Articles of incorporation regarding the distribution of the Company's net profit, *i.e.* to eliminate Para (1). Consequently, Art. 27 of the Articles of incorporation shall read as follows:

“Art. 27 – Distribution of the Company's net profit

- (1) The net profit shall be distributed according to the resolution of the General Meeting of Shareholders.*
- (2) The distribution of the net profit shall be approved by the Ordinary General Meeting for each fiscal year.*
- (3) The dividends owed to the shareholders shall be paid by the Company under the conditions of the law, according to the schedule established by resolution by the Ordinary General Meeting.*
- (4) In the case of registering losses, the General Meeting of Shareholders shall analyze the causes and shall decide accordingly.*
- (5) The losses shall be borne by the shareholders proportionally to their contribution to the capital and within the limits of the subscribed capital.”*

3. Amendment of Art. 16 Para (2) of the Company's Articles of incorporation regarding the Administrators' rights and obligations, which shall read as follows:

“(2) The members of the Board of Directors shall be entitled to a monthly allowance established by the General Meeting of Shareholders.”

4. Approval of distribution of the Company's shares under a free title as follows: (i) to the members of the Board of Directors –28,500 shares each; (ii) to the General Manager with his mandate related to the fiscal year 2017 – 57,000 shares; (iii) to the employees, according to General Manager's decision, depending on their performances – 150,500 shares. The duties and taxes related to such distributions of shares shall be borne by the Company. The shares offered and which shall be distributed to the administrators, general manager and employees belong to the shares redeemed by the Company, according to the redemption schedule approved by EGMS Resolution No. 3/15.06.2017.

5. Conclusion of specific purpose donation agreements having as their object land surface areas owned by the Company to the competent authorities in order to establish access roads in Greenfield residential district, State school and kindergarten, church, ISU [*Inspectorate of Emergency Situations*] subunit, which shall serve Greenfield Baneasa residential district and the neighboring areas. Such measures are provided in the Company's development strategy and seek the increase of the comfort and safety level of the inhabitants in Greenfield.

6. Authorization and empowerment of the Board of Directors for the fulfillment of the resolution regarding the donations described in Item 5, including, but not limited to:

6.1 Specific purpose donation agreement to Compania Nationala de Administrare a Infrastructurii Rutiere [*National Company for Road Infrastructure Administration*], having as its object: Plot 1, located in Bucharest, 184-192 Bucuresti-Ploiesti Street, District 1, composed of a plot of land located within the built-up area, category forest, having a measured surface area of 1,000 sq m, holding Cadastral No. 270749, registered with Bucharest District 1 Land Book No. 270749, with donee's obligation to broaden the access way from DN 1 to Centura Bucuresti [*Bucharest Belt*];

- 6.2 Specific purpose donation agreement or concession agreement with ISU, having as its object the plot of land having a surface area of 2106 sq m, located in Bucharest, District 1, which shall be divided from the plot of land located in Bucharest, 350-366 Teisani Aleea, District 1, located within the built-up area, having a surface area of 12,421 sq m, registered with Land Book No. 236338 (Formerly Land Book No. 87987), holding Cadastral No. 236338 (Formerly Cadastral No. 18428/1/1), intended for yards and constructions for building an ISU subunit;
- 6.3 Specific purpose donation agreement to Administratia Unitatilor de Invatamant Preuniversitar si al Unitatilor Sanitare Publice/Primaria Sectorului 1 Bucuresti [*Administration of Pre-university Education Establishments and of Public Sanitary Units/Bucharest District 1 City Hall*], having as its object the plot of land having a surface area of 9,282 sq m, which shall be divided from the plot of land identified by Cadastral No. 261670, having a surface area of 37,531 sq m, located in Bucharest, District 1, in order to build a school and kindergarten in Greenfield Baneasa residential district and submit the offer to the authorities with regard to making available the plot of land;
- 6.4 Specific purpose donation agreement to Biserica Ortodoxa Romana [*Romanian Orthodox Church*], having as its object a land surface area of 1,200 sq m, which shall be subsequently individualized by the Board of Directors in order to build a church.
7. Ratification of the Donation Offer authenticated under No. 1529 on 21.09.2017 by notary public Mihai-Florin Aron, amended by the Additional Act authenticated under No. 1696/25.10.2017 by notary public Mihai-Florin Aron, to the Bucharest City Hall through the General Council of Bucharest Municipality, whereby the following immovable assets:
- the immovable asset located in Bucharest, District 1, *at present having the postal address: 54-60 Drumul Padurea Mogosoia, according to Letter No. 1157946/7417/2013 issued by the Bucharest City Hall – Patrimony Directorate – Cadastre Service*, an immovable asset composed of a plot of land located within the built-up area, category of use “yards and constructions”, having a surface area of 1,156 sq m, holding Cadastral No. 271107, registered with Bucharest District 1 Land Book No. 271107;
 - the immovable asset located in Bucharest, 50-52 Drumul Padurea Mogosoia, District 1, composed of a plot of land located within the built-up area, category of use “arable”, having a surface area of 659 sq m, holding Cadastral No. 271110, registered with Bucharest District 1 Land Book No. 271110; and
 - the immovable asset located in Bucharest, District 1, *at present having the postal address: 54-60 Drumul Padurea Mogosoia, according to Letter No. 1157946/7417/2013 issued by the Bucharest City Hall – Patrimony Directorate – Cadastre Service*, an immovable asset composed of a plot of land located within the built-up area, category of use “yards and constructions”, having a surface area of 4,185 sq m, holding Cadastral No. 271964, resulting from the division of the immovable asset composed of a plot of land located within the built-up area, having a surface area of 18,775 sq m, holding Cadastral No. 271106, registered with Bucharest District 1 Land Book No. 271106, according to the Division Deed authenticated under No. 1528/21.09.2017 by notary public Mihai-FlorinAron

shall be donated to the General Council of Bucharest Municipality for granting in compensation to Romsilva S.A. according to the proceedings provided by Law No. 46/2008,

Art. 37 in order to open the public access between Aleea Privighetorilor and Drumul Padurea Pusnicu, according to HCGMB [*Resolution of the General Council of Bucharest Municipality*] No. 281/2017 and No. 608/2017 and HCLS1 [*Resolution of District 1 Local Council*] No. 278/2017 and No. 345/2017. The offer was accepted by Resolution No. 513/2017 of the General Council of Bucharest Municipality.

8. Authorization and empowerment of the Board of Directors, with the authority to sub-delegate this authorization and power of attorney, any person, as it shall deem necessary and/or appropriate, as the case may be, to issue any decision and to fulfill all legal acts and deeds necessary, useful and/or appropriate for the fulfillment of the resolution with regard to the donations described above, including, but not limited to, the execution and submission of the donation offers to the authorities and, subsequently, the negotiation and execution of the donation agreements.
9. Authorization and empowerment, with the authority to sub-delegate this authorization and power of attorney, of Mrs. Iuliana Mihaela Urda to sign in the name of the shareholders the GMS resolution, as well as any other documents in relation to the GMS resolution, including, but not limited to, the updated version of the Articles of incorporation reflecting the amendments approved by the GMS, 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 any 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 which will be adopted by the EGMS.
10. Approval of the date of 17.05.2018 as a registration date that serves for the identification of the Company's shareholders upon which the effects of the decisions passed within the Extraordinary General Meeting of Shareholders convened by means of this Calling Notice are reflected.
11. Approval of the date of 16.05.2018 as *Ex - Date*.

Regarding the items on the agenda, the following decisions were adopted:

1. *With a total number of xxxxxxxxxxxvalid votes, representing xxxxxxxxxxxshares and xxxxxxxx% of the share capital of the Company, out of which xxxxxxxxxxxvotes "in favor", representing xxxxxxxxof the total number of votes held by the shareholders attending the Assembly, was aproved* Change of the Company's registered headquarters from Ilfov County, Voluntari City, 4C Pipera-Tunari Street, Construdava Business Center, 6th and 7th Floors, to Bucharest, District 1, 172-176 Bucuresti- Ploiesti Street, Building A, 1st Floor, of Willbrook Platinum Business & Convention Center, Postal Code 015016.
2. *With a total number of xxxxxxxxxxxvalid votes, representing xxxxxxxxxxxshares and xxxxxx% of the share capital of the Company, out of which xxxxxxxxxxxvotes "in favor", representing xxxxxx% of the total number of votes held by the shareholders attending the Assembly, was aproved* amendment of Art. 27 of the Company's Articles of incorporation regarding the distribution of the Company's net profit, *i.e.* to eliminate Para (1). Consequently, Art. 27 of the Articles of incorporation shall read as follows:

"Art. 27 – Distribution of the Company's net profit

- (6) *The net profit shall be distributed according to the resolution of the General Meeting of Shareholders.*

- (7) *The distribution of the net profit shall be approved by the Ordinary General Meeting for each fiscal year.*
- (8) *The dividends owed to the shareholders shall be paid by the Company under the conditions of the law, according to the schedule established by resolution by the Ordinary General Meeting.*
- (9) *In the case of registering losses, the General Meeting of Shareholders shall analyze the causes and shall decide accordingly.*
- (10) *The losses shall be borne by the shareholders proportionally to their contribution to the capital and within the limits of the subscribed capital.”*

3. *With a total number of xxxxxxxxvalid votes, representing xxxxxxxxshares and xx% of the share capital of the Company, out of which xxxxxvotes "in favor", representing xx% of the total number of votes held by the shareholders attending the Assembly, was aproved amendment of Art. 16 Para (2) of the Company's Articles of incorporation regarding the Administrators' rights and obligations, which shall read as follows:*

“(2) *The members of the Board of Directors shall be entitled to a monthly allowance established by the General Meeting of Shareholders.”*

4. *With a total number of xxxxxxxxvalid votes, representing xxxxxshares and xxx% of the share capital of the Company, out of which xxxxxvotes "in favor", representing xx% of the total number of votes held by the shareholders attending the Assembly, was aproved distribution of the Company's shares under a free title as follows: (i) to the members of the Board of Directors – 28,500 shares each; (ii) to the General Manager with his mandate related to the fiscal year 2017 – 57,000 shares; (iii) to the employees, according to General Manager's decision, depending on their performances – 150,500 shares. The duties and taxes related to such distributions of shares shall be borne by the Company. The shares offered and which shall be distributed to the administrators, general manager and employees belong to the shares redeemed by the Company, according to the redemption schedule approved by EGMS Resolution No. 3/15.06.2017.*

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6. *With a total number of xxxxxxxxvalid votes, representing xxxxxxxxshares and xxx% of the share capital of the Company, out of which xxxxxxxxvotes "in favor", representing xxxxxx% of the total number of votes held by the shareholders attending the Assembly, was aproved Authorization and empowerment of the Board of Directors for the fulfillment of the resolution regarding the donations described in Item 5, including, but not limited to:*

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270749, with donee's obligation to broaden the access way from DN 1 to Centura Bucuresti [Bucharest Belt];

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- 6.4. Specific purpose donation agreement to Biserica Ortodoxa Romana [*Romanian Orthodox Church*], having as its object a land surface area of 1,200 sq m, which shall be subsequently individualized by the Board of Directors in order to build a church.

7. *With a total number of xxxxxxxx valid votes, representing xxxxxxxx shares and xxx% of the share capital of the Company, out of which xxxxxxxx votes "in favor", representing xxxxxx% of the total number of votes held by the shareholders attending the Assembly, was approved* Ratification of the Donation Offer authenticated under No. 1529 on 21.09.2017 by notary public Mihai-Florin Aron, amended by the Additional Act authenticated under No. 1696/25.10.2017 by notary public Mihai-Florin Aron, to the Bucharest City Hall through the General Council of Bucharest Municipality, whereby the following immovable assets:

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District 1 Land Book No. 271106, according to the Division Deed authenticated under No. 1528/21.09.2017 by notary public Mihai-FlorinAron

shall be donated to the General Council of Bucharest Municipality for granting in compensation to Romsilva S.A. according to the proceedings provided by Law No. 46/2008, Art. 37 in order to open the public access between Aleea Privighetorilor and Drumul Padurea Pusnicu, according to HCGMB [*Resolution of the General Council of Bucharest Municipality*] No. 281/2017 and No. 608/2017 and HCLS1 [*Resolution of District 1 Local Council*] No. 278/2017 and No. 345/2017. The offer was accepted by Resolution No. 513/2017 of the General Council of Bucharest Municipality.

8. *With a total number of xxxxxxxxvalid votes, representing xxxxxxxxshares and xxx% of the share capital of the Company, out of which xxxxxxxxvotes "in favor", representing xxxxxx% of the total number of votes held by the shareholders attending the Assembly, was aproved authorization and empowerment of the Board of Directors, with the authority to sub-delegate this authorization and power of attorney, any person, as it shall deem necessary and/or appropriate, as the case may be, to issue any decision and to fulfill all legal acts and deeds necessary, useful and/or appropriate for the fulfillment of the resolution with regard to the donations described above, including, but not limited to, the execution and submission of the donation offers to the authorities and, subsequently, the negotiation and execution of the donation agreements.*
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10. *With a total number of xxxxxxxxvalid votes, representing xxxxxxxxshares and xxx% of the share capital of the Company, out of which xxxxxxxxvotes "in favor", representing xxxxxx% of the total number of votes held by the shareholders attending the Assembly, was aproved of the date of 17.05.2018 as a registration date that serves for the identification of the Company's shareholders upon which the effects of the decisions passed within the Extraordinary General Meeting of Shareholders.*
11. *With a total number of xxxxxxxxvalid votes, representing xxxxxxxxshares and xxx% of the share capital of the Company, out of which xxxxxxxxvotes "in favor", representing xxxxxx% of the total number of votes held by the shareholders attending the Assembly, was aproved the date of 16.05.2018 as Ex - Date.*

PRESIDENT OF THE BOARD OF ADMINISTRATION,

Iuliana Mihaela Urda