



**IMPACT DEVELOPER & CONTRACTOR SA**

Voluntari, Șos. Pipera-Tunari nr. 4C,

Centrul de Afaceri Construdava, et. 6,7, jud. Ilfov

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Capital social subscris și integral vărsat: 197.866.574 RON

Înmatriculat la O. R. C. de pe lângă T. M. B. sub nr. J 23/1927/2006

C.I.F. RO 1553483

Operator de date cu caracter personal, înscrisă în Registrul de Evidență a Prelucrării de Date cu Caracter Personal nr. 3406

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

The Board of Directors of S.C. IMPACT DEVELOPER & CONTRACTOR S.A. ("**Company**"), public company, established and operating according to the Romanian Law, with headquarter in Romania, Ilfov county, Voluntari town, 4C Pipera-Tunari Street, Construdava Business Center, 6th & 7th floor, postal code 077190, registered in the Trade Registry from Bucharest Court, with no. J23/1927/2006, unique registration code 1553483, according art. 117 paragraph (1) from Law 31/1990 regarding commercial companies, as amended and supplemented,

**SUMMONS**

Extraordinary General Meeting of Shareholders of the company („Meeting”), for the date of December 20th, 2012, at 11:00 am, in the Conference Room from Voluntari, Construdava Business Center, 4C Pipera-Tunari Street, basement, for all the shareholders registered in the Company’s Shareholders Registry at the end of the day of December 11th, 2012, established as reference date.

If on the date of December 20th, 2012, there are not met all the legal and statutory requirements for valid meeting of the Assembly, the Ordinary General Meeting will take place on December 21st, 2012, in the same place, at the same time and having the same agenda.

The agenda of the assembly is as follow:

1. The approval of bonds issued by the Company dematerialized, nominative, unsecured, convertible into shares issued by the Company, having a total nominal value of 30 million lei and characteristics specified in Annex 1 to this notice ("Bonds"). The bonds will be issued for a period of 7 (seven) years and shall not be admitted to trading on a regulated market or an alternative trading system.
2. The approval of the bonds offer for subscription by the shareholders registered in the register of shareholders of the Company at the registration date, in order for them to exercise the right of preference in the circumstances detailed in Appendix 2 of this call. Preferential rights for the subscription of Bonds won't be traded on a regulated market or an alternative trading system. The unsubscribed Bonds after the right of preference shall be canceled by the decision of the Board of Directors of the Company.

3. The approval of the registration date which serves to identify the company's shareholders who are affected by the decisions taken by the Assembly proposed by the Board of Administrators, on January 11th, 2013

4. Empowering the Board of Directors to perform all operations and / or procedures on the implementation of decisions adopted by the Assembly, including but not limited to: (a) the completion of all registration formalities and publicity decisions and their effects, (b) the conclusion of any contracts with third parties for implementation of the decisions, (c) validating the Bonds subscriptions as a result of exercising the right of preference, (d) the cancellation of unsubscribed Bonds after the allocated period for exercising the right of preference, (e) to approve the capital increase as a result of conversion of bonds into shares issued by the Company and the implementation of all advertising and registration formalities of such capital increases, including modifying and updating the corresponding Articles of Association of the Company, (f) taking any commitment necessary to issue any document necessary for the implementation of the decisions and filing any documents to any relevant authority.

5. To empower Mr. Dimitrios Sophocleous to sign the Assembly decisions on behalf of shareholders and to perform any and all formalities stipulated by law to obtain the approval of the competent authorities, for registration and ensuring the opposability against third parties. Mr. Dimitrios Sophocleous has the right to delegate the mandate mentioned above to other persons.

Only the persons registered as shareholders on the reference date of December 11th, 2012, in the Company's shareholders registry held by S.C. Depozitarul Central S.A. ("Reference date") have the right to participate and to vote during the Assembly.

One or more shareholders representing individually or jointly at least 5% of the share equity have the right: (a) to introduce points on the agenda of the Ordinary General Meeting of Shareholders, with the condition that each point should be accompanied by a reasoning or by a resolution draft proposed for the adoption by the Ordinary General Meeting of Shareholders; (b) to present resolution drafts for the points included or proposed to be included on the agenda of the Ordinary General Meeting of Shareholders.

Requests about the introduction of new items on the agenda of the Assembly shall be submitted to the Board of Directors of the Company within 15 days of the publication of the summoning notice of the Assembly, only in writing, in original, in sealed envelope deposited at the Company's headquarter, stating on the envelope clearly and in capital letters "FOR ORDINARY GENERAL MEETING OF SHAREHOLDERS FROM 20/21 December 2012", on December 3, 2012 the latest. Requests about the introduction of new items on the agenda will be accompanied by the following documents: (a) in the case of natural persons, photocopy of identification card signed according with the original, or (b) for legal persons, (i) photocopy of identification card of legal representative signing the original signed application, (ii) a certificate issued by the Trade Register, not older than 30 days from the date of submission, in original and (iii) photocopy of registration certificate of the Company. The completed Agenda with items proposed by the initiators will be republished according to the requirements prescribed by law and the articles of incorporation to convene the general meeting no later than on 8 December 2012.

The projects resolutions for items included or to be included on the agenda of the Assembly shall be submitted to the Board of Directors within 15 days of the publication of the summoning notice of the Assembly, only in writing, in original, in sealed envelope deposited at the Company's headquarter, stating on the envelope clearly and in capital letters "FOR ORDINARY GENERAL MEETING OF SHAREHOLDERS FROM 20/21 December 2012", on December 3, 2012 the latest. The project resolutions will be accompanied by the following documents: (a) in the case of natural persons, photocopy of identification card signed according with the original, or (b) for legal persons, (i ) photocopy of identification card of legal representative signing the original signed application, (ii) a certificate issued by the Trade Register, not older than 30 days from the date of submission, in original and (iii) photocopy of registration certificate of the Company.

Company's shareholders regardless of the ownership interest in the share capital may submit written questions about the items on the agenda until the end of the day of December 18, 2012. Questions shall be submitted to the Board of Directors, only in writing, in original, in sealed envelope deposited at the Company's headquarter, stating on the envelope clearly and in capital letters "FOR ORDINARY GENERAL MEETING OF SHAREHOLDERS FROM 20/21 December 2012". The questions will be accompanied by the following documents: (a) in the case of natural persons, photocopy of identification card signed according with the original, or (b) for legal persons, (i ) photocopy of identification card of legal representative signing the original signed application, (ii) a certificate issued by the Trade Register, not older than 30 days from the date of submission, in original and (iii) photocopy of registration certificate of the Company. The Company may give an overall answer to questions having the same content that will be available on the Company's website in the section allocated to the General Meeting of Shareholders, in question and answer format.

The shareholders may take part in person or may be represented within the Ordinary General Meeting of Shareholders by their legal representatives or by other persons who were granted a special power-of-attorney, on the basis of the power-of-attorney form made available by SC IMPACT DEVELOPER & CONTRACTOR SA, under the conditions of the law. The power-of-attorney form may be obtained from the headquarters of the Company beginning from the date of November 20th, 2012 and from the website of the Company ([www.impactsa.ro](http://www.impactsa.ro)). Special powers-of-attorney, in the original, filled-in and signed shall be submitted at the headquarters of SC IMPACT DEVELOPER & CONTRACTOR SA until the date of December 18th, 2012, until 4pm, in a sealed envelope, with the mention written clearly and in capitals: «FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS DATED 20/21 DECEMBER.2012.» or they will be transmitted by e-mail to the e-mail address [intrebarifrecvente@impactsa.ro](mailto:intrebarifrecvente@impactsa.ro) on the basis of an extended electronic signature. The special powers-of-attorney, accompanied by the following documents: (a) in the case of natural persons, photocopy of identification card signed according with the original, or (b) for legal persons, (i) photocopy of identification card of legal representative for conformity with the original, (ii) a certificate issued by the Trade Register, not older than 30 days from the date of submission, in original and (iii) photocopy of registration certificate of the Company.

On the date of the Ordinary General Meeting of Shareholders, at the entrance in the meeting hall, the designated representatives will present their issue of special power-of-attorney and their identity document. The shareholders of the Company registered on the reference date in the shareholders registry issued by Depozitarul Central S.A. have the possibility to vote by correspondence, before the Ordinary General Meeting of Shareholders. The shareholders will be sent for free the voting forms by mail following a request

submitted to the company registry beginning with the date of November 20th, 2012 and until December 18th, 2012. The voting form will be submitted by mail to the headquarters of SC IMPACT DEVELOPER & CONTRACTOR SA in Voluntari, 4C, Pipera – Tunari Road, Ilfov county, postal code 077190, in sealed envelope, stating on the envelope clearly and in capital letters: „FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS AS OF DECEMBER 20/21, 2012» until the date of December 18th, 2012. The voting form, filled in and signed in original, will be accompanied by the following documents: (a) in the case of natural persons, photocopy of identification card signed according with the original, or (b) for legal persons, (i) photocopy of identification card of legal representative signing the original signed application, (ii) a certificate issued by the Trade Register, not older than 30 days from the date of submission, in original and (iii) photocopy of registration certificate of the Company. The voting forms that are not received at the headquarters of the Company until the above mentioned dates and time will not be taken into calculation for the determination of the quorum and of the majority in the Ordinary General Meeting of Shareholders.

Beginning with November 20th, 2012, the documents, informative materials, the projects resolutions in relation with the Ordinary General Meeting of Shareholders, may be viewed and obtained by shareholders at the headquarters of the Company, during working days between 10:00 – 14:00 and on the website of the Company ([www.impactsa.ro](http://www.impactsa.ro)). Further information may be obtained at the headquarters of SC IMPACT DEVELOPER & CONTRACTOR SA or on the telephone number 021/230-75-70, during working days between 10:00 – 14:00. The contact person is Mrs. Gina Patrinoiu.

All the documents for the Ordinary General Meeting of Shareholders may be submitted at the headquarters of the Company in Voluntari, 4C, Pipera – Tunari Road, Ilfov county, postal code 077190, during working days, between 10:00 – 14:00.

**Dimitrios Sophocleous**

**President of the Board of Directors**