



**IMPACT DEVELOPER & CONTRACTOR SA**

**Sediu:** Voluntari, Șos. Pipera-Tunari nr. 4C, Centrul de Afaceri Construdava, et. 6, 7, Jud. Ilfov.

**Punct de lucru:** Willbrook Platinum Business & Convention Center,

Sos. Bucuresti – Ploiesti, Nr. 172-176, Cladirea A, Et. 1, Bucuresti, Sect. 1,

Tel.: 021– 230.75.70/71/72, fax: 021– 230.75.81/82/83, mobil: 0729.100.001

Capital social subscris și integral vărsat: 277.866.574 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



**NOTTICE TO ATTEND**  
**OF**  
**EXTRAORDINARY 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. Iuliana Mihaela Urda, as the Chairman of the Board, Mr. Gabriel Vasile, Mr. Constantin Tassoulas, 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 27.12.2016

**CALLS**

The Extraordinary General Meeting of Shareholders (“**EGMS**”) to the date of 30.01.2017, at 10 a.m., at Santal 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 30.01.2017 all the legal and statutory conditions for holding the EGMS be not met, the EGMS shall take place on 31.01.2017, at the same address, at the same hour and with the same agenda.

Only the persons registered as shareholders at the reference date 19.01.2017 (“**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 EGMS.

**EGMS will have the following agenda:**

1. Approval of an issuance of corporate bonds negotiable on the regulated market managed by the Bucharest Stock Exchange having the following main characteristics:
  - (i) Amount of the issuance – **maximum RON 135 million or the EUR equivalent, with the possibility of the issuance in LEI, in EUR or a combination between the two currencies;**
  - (ii) Maturity – **maximum 7 years.**
2. Empowering the Board of Directors in order to decide on the interest rate, the coupon payment, the payment of the principal, the selection of the advisers for the issuance of the bonds, drafting the issuance prospectus as per the point 1 above, securing or not securing the bonds and, if case, the signing of the necessary documents in order to secure the bonds issued according to point 1 above. All the above shall be decided as a result of the interest and appetite of the investors regarding the issuance.

3. Empowering the Board of Directors to approve, considering the object of activity of the Company, during the entire financial year 2017, the conclusion of acquirement deeds, sale agreements, exchange, lending or setting-up for guarantee purposes of assets from the capital assets of the Company, even though their value exceeds, individually or cumulated, during the financial year, 20% of the aggregate of the capital assets, except for the receivables.
4. Approving the participation of Impact to the setting-up of companies holding minimum 51% and empowering, in this respect, the Board of Directors to adopt a resolution regarding the type of the companies, the headquarters of the companies, the contribution to the share capital, as well as any other relevant aspects.
5. Approving the date of 17.02.2017 as date of registration in order to identify the shareholders of the Company to whom the resolutions adopted within the EGMS called under this Notice to Attend ("**Date of Registration**") have effects upon.
6. Approving the date of 16.02.2017 as ex-date.
7. Empowering, being entitled to substitute, Mrs. Iuliana Mihaela Urdă to sign in the name of the shareholders the EGMS resolution, as well as any other documents related to this resolution and to carry out any and all required formalities provided by law in order to obtain the registration and the ensurance of the ostensibility of the EGMS resolution towards third parties.

Documents required for participation in EGMS of **shareholders who are 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).

Documents required for participation in EGMS of **shareholders which are 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 EGMS 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 for registration purposes at the latest on 29.01.2017, 10 a.m., within 24 hours before the date of EGMS, it can be also sent by fax (fax no.: 0212307581/82/83) or via e-mail at: [intrebarifrecvente.ro](mailto:intrebarifrecvente.ro), the representative of the shareholder being obliged to provide the power of attorney in original at the date of EGMS. 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, 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 29.01.2017, 10 a.m., having enclosed the mention "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS of January 30/31, 2017"**.
- via e-mail with enclosed extended electronic signature according to Law no. 455/2001 on electronic signature, **at the latest on 29.01.2017, 10 a.m.**, at e-mail address [intrebarifrecvente@impactsa.ro](mailto:intrebarifrecvente@impactsa.ro), inserting the subject **"FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS of January 30/31, 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 14.01.2017 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 30.12.2016 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 EGMS, the draft of resolutions and any other additional information related to the EGMS 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