



### ***SPECIAL POWER-OF-ATTORNEY***

Name/Denomination of shareholder....., identified in the Ledger of Shareholders with IC/IB/CUI..... having his/her/its residence/registered office in..... holder of ..... shares issued by the Trade Company **IMPACT DEVELOPER & CONTRACTOR S.A** , **that in accordance with art. 14 para. 1 of the Article of Incorporation of the company**, grants me the right to ..... votes in the General Meeting of Shareholders, I hereby appoint

..... from ....., Street....., bl....., ap.... holder of ID series ....., no ..... as a representative of mine in the Extraordinary General Meeting of Shareholders of S.C. **IMPACT DEVELOPER & CONTRACTOR** that will take place in the Santal Room, building A, from Willbrook Platinum Business & Convention Center, Sos. Bucuresti-Ploiesti, no.172-176, Sector 1, Bucharest, postal cod 015016, floor 1 on the date of November **07, 2015, at 10 o'clock**, or in the date of November **08, 2015**, at the same time and in the same place, in case the first one could not be held,

to exercise my voting right related to my holdings registered with the Ledger of Shareholders from SC Depozitarul Central SA, at the end of the day of **October 27, 2015**, as follows:

<b>EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS</b>	<b>VOTE:</b>		
	<b>For</b>	<b>Against</b>	<b>Abstention</b>
1. Amendment and approval of the destination of the funding obtained by the means of the issuance of unsecured corporate bonds, approved by the Extraordinary General Meeting dated on 02 Jun. 2015, with the financing of the following: <ul style="list-style-type: none"> <li>a) investments related to operational activity</li> <li>b) development of existing projects, and any other real estate projects according with Company Article of Incorporation</li> <li>c) Partial/total reimbursement of company's bank loans.</li> </ul>			
2. Amendment and approval of the main characteristics of the issuance of corporate bonds as follows: <ul style="list-style-type: none"> <li>a) the issue size - <b>a maximum of 135 million RON or EURO equivalent, with the possibility of the issue being in RON, EURO, or a combination of the two (as the case may be)</b></li> <li>b) Maturity –<b>maximum 7 years.</b></li> <li>c) Nature of bonds: corporate, unsecured, non-convertible into shares, admitted to transaction on a regulated market.</li> </ul>			

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS	VOTE:		
	For	Against	Abstention
<p>3. Empowering the Board of Directors to establish the specific terms and conditions for the bond issue and for the offer in order to carry out all operations and / or procedures for the implementation of points no. 1 and 2 above mentioned, including but not limited to:</p> <p>a) Decide the:</p> <p>a1) number of bonds and their nominal value</p> <p>a2) type of interest (fixed or variable), rate (coupon) or method for calculation of interest for issued bonds</p> <p>a3) exchange rate for the issue/ part of the issue denominated in EURO (if the case), established pursuant to the rules of the regulated market where the bonds issuing will be performed</p> <p>a4) the final maturity of the bonds and their terms of reimbursement</p> <p>a5) period of subscription and type of offer (private placement or public offering) and the type of investors to whom the bonds will be offered, and the regulated markets which will be admitted to trading the bonds, in accordance with applicable law and any other terms and conditions of the bonds.</p> <p>b) Taking any decision, approval of all documents, issuance of any necessary or advisable declaration for the preparation and implementation of the bond issue, of the offer and prospectus, prepared in accordance with current legislation and that will be subject to approval by the competent authorities.</p> <p>c) Approval of any amendments regarding the prospectus, if necessary, and submitting them for approval to the competent authority.</p>			
4. Approval for the acquisition of land plots for development or other possible projects and empowering the Board of Directors to carry out the formalities for the acquisition of land plots or other possible projects.			
5. Approval of the date of 24 Nov. 2015 as registration date which serves to identify the shareholders of the Company that are subject to the resolutions adopted by the Assembly convened herein (“ <b>Registration Date</b> ”).			
6. Approval of the date of 23 Nov. 2015 as ex-date.			
7. Empowerment, with the possibility of substitution, of Mrs. Iuliana Mihaela Urda to sign on behalf of shareholders the Assembly decision, as well as any other documents in this connection and to perform any and all formalities stipulated by law in order to obtain registration and to ensure enforceability of Assembly decision against third parties.			

Art. 14 para. 1 of the Company’s Articles of Incorporation of the company provides that for each package of 10 shares or fraction of package of 10 shares, every shareholder has the right to one vote.



Hereby, the undersigned give discretionary voting power to the above named representative on issues which have not been identified and included in the agenda until the present.

*Date* .....

.....  
( *name , surname of the shareholder , with capital letters* )

.....  
( *Signature of shareholder* )