



IMPACT DEVELOPER & CONTRACTOR SA

Voluntari, 4C Pipera-Tunari Road,

Construdava Business Center, floors 6,7, Ilfov County

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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

**CONVENING NOTICE OF
EXTRAORDINARY and ORDINARY GENERAL MEETING of SHAREHOLDERS OF
IMPACT DEVELOPER & CONTRACTOR S.A.**

The Board of Directors of IMPACT DEVELOPER & CONTRACTOR SA (The "Company"), a joint stock company established and existing under the laws of Romania, with headquarters in Romania, Ilfov County, Voluntari, Pipera-Tunari road. 4C, Construdava Business Center, 6th and 7th floor, postal code 077190, registered with the Trade Registry of Ilfov Tribunal under no. J23 / 1927/2006, sole registration code 1553483, consisting of Mrs. Mihaela Iuliana Urda, chairman of the board, Mr. Lucian Claudiu Mateescu, Mr. Tasoulas Konstantinos, Mr. Gabriel Vasile and Mr. Liviu Stan, members of the Board of Directors, pursuant to art. 117 para. (1) of Law 31/1990, as amended and supplemented, dated on 05.10.2015

CALLS

- I. Extraordinary General Meeting of Shareholders (the "Meeting" or "Assembly"), for the date of 07 Nov. 2015, at 10.00 o'clock 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. If on 07 Nov. 2015 the eligible legal and statutory quorum for valid decisions of Assembly are not met, the Extraordinary General Meeting will be held on 08 Nov. 2015 at same place, same time and having the same agenda.
- II. The Ordinary General Meeting of Shareholders (the "Meeting" or "Assembly"), for the date of 07 Nov. 2015, at 10.30 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. If on 07 Nov. 2015 the eligible legal and statutory quorum for valid decisions of Assembly are not met, the Ordinary General Meeting will be held on 08 Nov. 2015, at same place, same time and having the same agenda.

Only people who are registered as shareholders on the reference date of 27 Oct. 2015 ("Reference Date") in the Company shareholders' register kept by the Central Depository S.A. are entitled to attend and vote at the Extraordinary and Ordinary General Assembly of Shareholders of Impact Company.

Agenda of the Extraordinary General Meeting of Shareholders is the following:

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:
 - a) investments related to operational activity
 - b) development of existing projects, and any other real estate projects according with Company Article of Incorporation
 - c) Partial/total reimbursement of company's bank loans.

2. Amendment and approval of the main characteristics of the issuance of corporate bonds as follows:
 - a) the issue size - **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) Maturity - **maximum 7 years.**
 - c) Nature of bonds: corporate, unsecured, non-convertible into shares, admitted to transaction on a regulated market.

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:
 - a) Decide the:
 - a1) number of bonds and their nominal value
 - a2) type of interest (fixed or variable), rate (coupon) or method for calculation of interest for issued bonds
 - 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
 - a4) the final maturity of the bonds and their terms of reimbursement
 - 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.
 - 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.
 - c) Approval of any amendments regarding the prospectus, if necessary, and submitting them for approval to the competent authority.

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 ("**Registration Date**").
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.

Agenda of Ordinary General Meeting of Shareholders is the following:

1. Revocation of external financial auditor KPMG ROMANIA SRL, due to the impossibility of signing the contract in terms of the offer from April 2015. Election of external financial auditor and determining the duration of the audit contract.
2. 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 ("**Registration Date**").
3. Approval of the date of 23 Nov. 2015 as ex-date.
4. 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.

GENERAL INFORMATION WITH RESPECT TO THE EGM AND OGM

Documents required for attending the EGM and OGM of **shareholders - individuals** are:

- identity document (identity card or identification card for Romanian citizens or, if applicable, passport for foreign citizens);
- power of attorney and identity document of the representative (if the shareholder is represented by another person).

Documents required for attending the EGM and OGM of **shareholders - legal entities** are:

- the official document attesting this quality of legal representative together with the identity document (ex .: articles of incorporation, extract / certificate issued by the Trade Register or another proof issued by a competent authority);
- besides the aforementioned document (which certifies the quality of legal representative of the person signing the power of attorney) the representative will present also the power of attorney signed by the legal representative of the legal entity in case the legal one who

represents the shareholder legal entity is not its legal representative itself. The individual designated as representative of a shareholder – legal entity will be identified based on its identity document.

The shareholders may attend the EGM and OGM in person or by their representatives, as provided by art. 243 para. 3 of Law no. 297/2004 on the capital market ("Law 297/2004"). According to Article 243 para. (6) of Law 297/2004 the representation of the shareholders in the general meeting of shareholders of the companies whose shares are admitted to trading can be done by persons other than shareholders, based on a general or special power of attorney, applying and in compliance with paragraphs 6¹, 6², 6³, 6⁴ and 6⁵ of Article 243 of the law L297 / 2004;

The proxies will be used as provided by the CNVM [National Securities Commission] Regulation no. 6/2009 and their model can be obtained from the Company's website www.impactsa.ro or at the Company's headquarters.

The power of attorney will be issued in three originals (one for the shareholder, one for the representative and one for the issuer). After signing, the copy for the issuer, accompanied by a copy of the identity document of the represented person, will be sent for registration to the Company no later than 05 Nov.2015, at 10/10,30, 48 hours before the date of the EGM and OGM, it can be sent by fax (Fax no.: 0212307581/82/83) or via email at: intrebarifrecvente@impactsa.ro, the shareholder's representative being obliged to have the original of the power of attorney with him on the date of the EGM and OGM.

If the power of attorney is given to a credit institution which provides custodial services, the power of attorney will have the content mentioned in this convening notice, signed by the shareholder, and must be accompanied by an affidavit, in original (signed and stamped), given by credit institution showing that:

- (i) the credit institution provides custody services for the said shareholder;
- (ii) the power of attorney instructions are identical with the instructions of the SWIFT message received by the credit institution to vote on behalf of that shareholder;
- (iii) the special power of attorney is signed by the shareholder.

Shareholders registered on the Reference Date have the possibility to vote by mail, before the General Assembly, by using the correspondence voting form made available on the website of the Company at the following address: www.impactsa.ro

In case of voting by correspondence, the voting form, completed and signed, and the copy of the valid ID of the shareholder (ID card for individuals, or certificate of registration for legal entities) may be submitted as follows:

- sent to "Company" by any form of courier with acknowledgment of receipt, in order to be recorded as received at the registry of the Company no later than 05 Nov. 2015, at 10/10,30 with the mention "FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS of 07/08 NOVEMBER 2015 " and/or "FOR THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS of 07/08 NOVEMBER 2015 ".

- sent by e-mail with extended electronic signature in compliance with Law no. 455/2001 regarding the electronic signature, no later than 05 Nov. 2015, at 10/10,30 to the e-mail intrebarifrecvente@impactsa.ro inserting the topic "FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS of 07/08 NOVEMBER 2015 " and/or "FOR THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS of 07/08 NOVEMBER 2015 "

Both the voting form and the powers of attorney can be sent either in Romanian or English.

According to art. 11 index 1 of the CNVM [National Securities Commission] Regulation no. 6/2009 on the exercise of certain rights of shareholders in general meetings of companies, in case of shareholders - legal entities or entities without legal personality, the legal representative is established based on the list of shareholders on the date of reference received from the central depository. The documents certifying the legal representative quality drafted in a foreign language other than English must be accompanied by a translation made by a certified translator into Romanian or English.

The provisions of art. 11 index 1 of the CNVM [National Securities Commission] Regulation no. 6/2009 on the exercise of certain rights of shareholders in general meetings of companies is applied properly also to demonstrate the quality 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 regarding subjects on the agenda of the General Meeting of Shareholders.

According to art. 14 para. 4) of the CNVM [National Securities Commission] 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 him at a general meeting. However, if a shareholder holds shares of a company in several securities accounts, this restriction will not prevent him to appoint a separate representative for the shares held in each securities account regarding a certain general meeting. This provision does not affect the provisions of para. (5) of the article no. 14 of the CNVM [National Securities Commission] Regulation no. 6/2009 on the exercise of certain rights of shareholders in general meetings of companies.

According to art. 14 para. 4 ind. 1 of the CNVM [National Securities Commission] 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 its representation in the general meeting where the representative appointed under paragraph. (4) is unable to fulfill its mandate. If by the power of attorney are designated several alternate representatives, one will determine the order in which they shall exercise their mandate.

According to Article 18 para. (4) of the CNVM [National Securities Commission] Regulation no. 6/2009 on the exercise of certain rights of shareholders in general meetings of companies, the vote by correspondence can be expressed by a representative only where it has received from the shareholder they represent, a special or general proxy that will be sent to the issuer pursuant to art. 243. (6³) of Law no. 297/2004, as amended and supplemented.

One or more shareholders representing individually or jointly at least 5% of the share capital have the right to put items on the agenda (provided that each such item is accompanied by a

justification or a draft of resolution to be adopted and under the condition proving the quality in the conditions set forth above for individuals and / or representatives of legal entities) or to propose drafts of resolutions for items included or to be included on the agenda until the date of 22 Oct. 2015 included, according to art. 7 of the CNVM [National Securities Commission] Regulation no. 6/2009.

Each shareholder has the right to ask questions the Board of Directors in writing prior to the date of the general meeting regarding the items on the agenda, according to art. 13 of the CNVM [National Securities Commission] Regulation no. 6/2009. The answer shall be deemed given if the requested information is published on the website of the Company.

Any shareholder has guaranteed the free exercise of his rights under the applicable legal provisions and the Articles of Incorporation of the Company.

Starting with 07. Oct. 2015 the proxies in Romanian and English, the form for the vote by correspondence in Romanian and English, the documents and information materials regarding the items on the agenda of the EGM and OGM, the drafts of resolutions and any other information related to the EGM and OGM may be obtained from Company registered office , between 09-16 phone: 0212307570/71/72 Fax: 0212307581/82/83, which are available on the Company's website: www.impactsa.ro.

This convening notice will be completed with the applicable legal provisions.

Board of Directors

Chairman of the Board

Iuliana Mihaela Urda

