



**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.**

Considering the request to fulfill the agenda of the Extraordinary General Meeting of Shareholders on September 16th 2013 (first call), and on September 17th 2013 (second call), from Mr. Adrian Andrici with a holding of 13.8% of the share equity, THE BOARD OF DIRECTORS in the meeting from August 29th 2013, according to art.117<sup>1</sup> from Law 31/1990 republished, proceeded to complete the agenda of the Extraordinary General Meeting convened for **September 16th(17th) 2013, 11 o'clock** in the Conference Room from Voluntari, Construdava Business Center, 4C Pipera-Tunari Street, basement,

The agenda of the Assembly, completed, is as follows:

1. Presentation the content of FSA address No. A/6201/13.08.2013, regarding on reduction of shared capital operation.
2. Presentation by the Board of Directors of a detailed report regarding the losses incurred by the company and that can be covered by share capital reduction.
3. Approval the registration into the reserve account of the value of Lei 61,770,508, representing the difference between the amount by which the share capital of the Company decreased respectively Lei 178.079.917 and the losses for the financial years 2010-2012, representing Lei 116,309,409, which were covered according to the Extraordinary General Meeting of Shareholders dated 08.06.2013.
4. Approval the increase of the share capital of the Company from Lei 19,786,657.4 to Lei 39,573,314.8 with the amount of Lei 19,786,657.4, representing a total of 197,866,574 shares at a nominal value of 0.1 lei by cash contribution and issuing new shares. Thus, each existing shareholder on reference date can subscribe one new share for each share held. The subscription price of the shares is 0.1 lei / share, respectively the nominal value of the share. The subscription rights may manifest over a period of one month starting from the date of approval of the offer proportioned prospectus, a subsequent date to publication of the Decision of the Extraordinary General Meeting of Shareholders which approved the capital increase in the Official Gazette of Romania, Part IV .

If the proposed capital increase is not fully subscribed under the preemptive rights of existing shareholders registered in the Shareholders Register of the Company at registration date, the unsubscribed shares will be canceled by the Board of Directors of the Company and the company's share capital will be increased within the limits of the valid subscriptions made, and ascertain by the Board of Directors of the Company. The subscriptions will be made on the basis of the Subscription Declaration. The subscribed shares will be paid in full on the subscription date in the company bank account dedicated for capital increase operation.

5. Approval of bond issue by the Company, unsecured, convertible into shares with a nominal value of 100 million lei. The bonds will be issued for a period of 5 years.
6. Empowering the Board of Directors to decide on the conditions of the bond issue, the execution of all operations and / or procedures on the issuance of bonds and to perform all necessary operations in order to comply with GMA decision.
7. Empowement the Board of Directors in the execution of all operations and / or procedures on the implementation of decisions adopted by the Assembly, including but not limited to: (a) approval of the Subscription Declaration, procedure for filling, signing, submission and validation of the Subscription Declaration, (b) validation of the subscriptions (c) approval of any documents and take any measures deemed necessary for the completion of the capital increase; (d) the completion of all formalities of publicity and registration decisions and their effects; (e) conclusion of any contracts with service providers for the implementation of decisions ; (f) undertaking any commitment necessary to issue any document necessary to implement decisions and filing any documents to any relevant authority.
8. Approval of the amendment and updating of the Articles of Incorporation of the Company relating to share capital according to the result of the share capital increase.
9. 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 Directors, on October 02, 2013.
10. Mrs. Iuliana Mihaela Urda empowerment to sign on behalf of shareholders the Assembly decisions and to perform any and all formalities stipulated by law in order to obtain the approval of the competent authorities, for registration and ensure opposability against third parties. Mrs. Iuliana Mihaela Urda has the right to delegate to others the mandate mentioned above.

Only the persons registered as shareholders on the reference date of **04.09.2013** 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 Extraordinary 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 Extraordinary General Meeting of Shareholders; (b) to present resolution drafts for the points included or proposed to be included on the agenda of the Extraordinary 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 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS FROM 16/17 SEPTEMBER 2013" on 30 August 2013 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 90 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 03.09.2013.

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 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS FROM 16/17 SEPTEMBER 2013", on 30 August 2013 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 90 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 13 September 2013. 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 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS FROM 16/17 SEPTEMBER 2013". 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 90 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 Extraordinary 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 the Company. The power of attorney form may be obtained from the company's headquarter or it can be downloaded from the Company's website ([www.impactsa.ro](http://www.impactsa.ro)) , beginning with 16.08.2013. 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 13 September 2013 in a sealed envelope, with the mention written clearly and in capitals: «FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS DATED 16/17 SEPTEMBER 2013" 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 90 days from the date of submission, in original and (iii) photocopy of registration certificate of the Company. There will be accepted the power of attorneys either in Romanian, or English.

On the date of the Extraordinary 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 Extraordinary General Meeting of Shareholders. The shareholders may get the voting by correspondence forms free of charge by submitting a request to the Company Registry starting with 16.08.2013. The voting by correspondence form in Romanian or in English shall be submitted by mail to the Company's headquarter from Romania, jud. Ilfov county, Voluntari town, Pipera-Tunari Street, no. 4C, Costrudava Business Centre, 6<sup>th</sup> and 7<sup>th</sup> floor, postal code 077190 in a sealed envelope, with the mention written clearly and in capitals: «FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS DATED 16/17 SEPTEMBER 2013» at the latest 13 September 2013. 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 90 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 Extraordinary General Meeting of Shareholders.

Beginning with 16.08.2013, the documents, informative materials, the projects resolutions in relation with the Extraordinary 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 Extraordinary 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.

## **Board of Directors of S.C. IMPACT DEVELOPER & CONTRACTOR S.A.**

President of the Board of Directors, Iuliana Mihaela Urda,  
Empowering Bogdan Nicolae Geanta