



**IMPACT DEVELOPER & CONTRACTOR SA**

Voluntari, 4C, Pipera-Tunari Road,

Construdava Business Center, fl. 6,7, Ilfov county

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

Integrally subscribed and paid-up share capital: 200.000.000 RON

Registered with the O. R. C. attached to T. M. B. under no. J 23/1927/2006

C.I.F. RO 1553483

Personal data operator, registered with the Evidence Register for Personal Data Processing under no. 3406

*The Board of Directors of S.C. IMPACT DEVELOPER & CONTRACTOR S.A., J23/1927/2006, CIF RO1553483, with its registered office in Voluntari, Pipera-Tunari Road no. 4C, Construdava Business Center, fl. 6 si 7, Ilfov county,*

**CALLS**

The Extraordinary General Assembly of Shareholders on the date of **04.04.2011, 15 o'clock**  
The assembly will take place in the Conference Hall in Voluntari, Construdava Building, Pipera-Tunari Road no. 4c, basement

In case of the failure to fulfill the validity conditions the Extraordinary General Assembly will take place on the date of **05.04.2011, in the same place and at the same time.**

**AGENDA**

1. Supplementation of the warranties constituted for the guarantee of the Credit Facility granted by Piraeus Bank Romania S.A, by the credit contract no. 301/30.08.2006, with its subsequent modifications and completions with the following:
  - a mortgage of subsequent rank having as the object plots of intravillan land situated in Constanta, being under the property of S.C. IMPACT DEVELOPER & CONTRACTOR S.A.:
    - real estate with a surface of 31,795 sqm (in papers 31,400 sqm), registered with the LB 46060 Constanta (coming out from the conversion of LB 46060), cad. no. 10252, parcel VN 269;
    - real estate with a surface of 13,600 sqm (in papers 13,600 sqm), registered with the LB 49243 Constanta (coming out from the conversion of LB 49243), cad. no. 10253, parcel VN 267/2;
    - real estate with a surface of 9,100 sqm (in papers 9,100 sqm), registered with the LB 100021 Constanta (coming out from the conversion of LB 49244), cad. no. 10253, parcel VN 267/2;
  - a warranty-type deposit (cash collateral), constituted in the account of the company opened with PIRAEUS BANK ROMANIA S.A. on the date of each due date of the credit installments established according to the credit contract, that must cover at any moment in a rate of 100% the due credit installment;
  - Assignment in favour of Piraeus Bank Romania SA of the insurance policies afferent to the real estates brought as a warranty.The other warranties constituted for the guarantee of the above mentioned Credit Facility remain unmodified.

2. Supplementation of the warranties constituted for the guarantee of Credit Facilities (I and II) granted by Piraeus Bank Romania S.A, by the credit contract no. 10/11.01.2007, with the following:

- a mortgage of subsequent rank having as the object plots of intravillan land situated in Constanta, being under the property of S.C. IMPACT DEVELOPER & CONTRACTOR S.A.:
  - real estate with a surface of 31,795 sqm (in papers 31,400 sqm), registered with the LB 46060 Constanta (coming out from the conversion of LB 46060), cad. no. 10252, parcel VN 269;
  - real estate with a surface of 13,600 sqm (in papers 13,600 sqm), registered with the LB 49243 Constanta (coming out from the conversion of LB 49243), cad. no. 10253, parcel VN 267/2;
  - real estate with a surface of 9,100 sqm (in papers 9,100 sqm), registered with the LB 100021 Constanta (coming out from the conversion of LB 49244), cad. no. 10253, parcel VN 267/2;
- Assignment in favour of Piraeus Bank Romania SA of the insurance policies afferent to the real estates brought as a warranty
- The other warranties constituted for the guarantee of the above mentioned Credit Facilities remain unmodified.

3. Ratification of the decision of the Board of Directors dated 27.10.2010 with regard to the

- Supplementation of the warranties constituted for the guarantee of the Credit Facility granted on the basis of the credit contract no. 301/30.08.2006, with a warranty-type deposit (cash collateral) in an amount of 640,362.78 EUR constituted by IMPACT DEVELOPER & CONTRACTOR S.A, in its account opened with PIRAEUS BANK ROMANIA S.A. that must cover in a rate of 100% the credit installment due in October;
- The request for the closure of the Credit Facilities (I and II) granted by Piraeus Bank Romania S.A. on the basis of the credit contract no. 766/31.12.2008, with its subsequent modifications and completions, concluded with Piraeus Bank Romania S.A.;
- Empowerment of S.C. HAVILA TRADING INTERNATIONAL S.R.L., in the quality of the Chairperson of the BoD, by representative Popp Dan-loan for the fulfillment of the above mentioned decision.

4. Ratification of the Decision of the Board of Directors of the Company no. 1711/ 31.01. 2011 with regard to the

- Supplementation of the warranties constituted for the guarantee of the Credit Facility granted on the basis of the credit contract no. 301/30.08.2006, with a warranty-type deposit (cash collateral) in an amount of 640,362.78 EUR constituted by IMPACT DEVELOPER & CONTRACTOR S.A. in its account opened with PIRAEUS BANK ROMANIA S.A. that must cover in a rate of 100% the credit installment due on the date of 21.01.2011
- Empowerment of S.C. HAVILA TRADING INTERNATIONAL S.R.L., in the quality of the Chairperson of the BoD, by representative Popp Dan-loan for the fulfillment of the above mentioned decision.

5. Empowerment of S.C. HAVILA TRADING INTERNATIONAL S.R.L., in the quality of the Chairperson of the BoD, by representative Popp Dan-loan, to negotiate/to undertake and to decide in the name and on behalf of S.C. IMPACT DEVELOPER & CONTRACTOR S.A. any contractual clause (including, but without being limited to, the reimbursement modalities and dates of the credit reimbursement, extension of the credit duration, credit conversion in any other currency, modification of the credit warranties structure, establishment of the costs afferent to the credit, and also the undertaking of any clause that comes into the competence of the associates etc.) and to sign in the name and on

behalf of the company the Credit Contract, the Mortgage Contract, the Real Security Interest Contracts, any addendum to the Credit Contract and to the Real Security Interest Contracts, (ii) any new real security interest contract, and also (iii) the promissory notes issued by the Company – documents concluded by S.C. IMPACT DEVELOPER & CONTRACTOR S.A. with Piraeus Bank Romania SA.

6. Empowerment of S.C. HAVILA TRADING INTERNATIONAL S.R.L., in the quality of the Chairperson of the BoD, by representative Popp Dan-loan, to sign in the name and on behalf of the company, any document in relation to the operations regarding the credit facilities granted to S.C. IMPACT DEVELOPER & CONTRACTOR S.A. by Piraeus Bank Romania SA.

7. Approval of the registration date proposed by the Board of Directors, respectively, 20.04.2011.

### LEGAL ASPECTS REGARDING THE ASSEMBLY

The shareholders that have the right to take part and to vote within the General Assembly are those that are inscribed in the Ledger of Shareholders on the date of 25.03.2011, considered as the reference date.

One or more shareholders representing individually or jointly at least 5% of the share capital have the right:

- a) **to introduce points on the agenda of the Extraordinary General Assembly of Shareholders**, provided that each point should be accompanied by a reasoning or by a resolution draft proposed for the adoption by the Extraordinary General Assembly of Shareholders. The request must be transmitted in writing until the end of the day of **16.03.2011**.  
Proposals regarding the introduction of new points on the agenda of the Extraordinary General Assembly of Shareholders must be submitted at the headquarters of SC IMPACT DEVELOPER & CONTRACTOR SA in Voluntari, Pipera – Tunari Road no. 4C, postal code 077190. Natural persons will transmit their proposals regarding the introduction of new points on the agenda in the original, signed, accompanied by the copy of the identification document of the shareholder, signed for conformity by the latter. In case of proposals transmitted by legal entities, these will be signed in the original by the legal representative, accompanied by the confirmation of company details issued by the Trade Register, in the original, not older than 30 days from the date of submission, the copy of the registration certificate of the company and the copy of the identity document of the legal representative that signs.
- b) **to present resolution drafts for the points included or proposed to be included on the agenda of the Extraordinary General Assembly of Shareholders**, at latest until the end of the day of 16.03.2011.

Every shareholder **has the right to address questions in writing** regarding the points on the agenda of the Extraordinary General Assembly of Shareholders, until the end of the day of 01.04.2011, at the headquarters of SC IMPACT DEVELOPER & CONTRACTOR SA in Voluntari, 4C, Pipera – Tunari Road, Ilfov county, postal code 077190, being mentioned on the envelope clearly and with capital letters: « FOR THE EXTRAORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS DATED 04/05/04.2011».

Natural persons will transmit the questions in writing, signed, accompanied by the copy of the identity document of the shareholder, signed for conformity by the latter. In case of the questions transmitted by legal entities, these will be signed in the original by the legal representative, accompanied by the confirmation of company details issued by the Trade Register, in the original, not older than 30 days from the date of submission, the copy of the registration certificate of the company and the copy of the identity document of the legal representative that signs.

The company may formulate a general answer for the questions with the same content that will be available on the website of the company in section “Frequently Asked Questions”, under the question-answer format.

The shareholders **may take part in person or may be represented within the Extraordinary General Assembly 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 04.03.2011 and from the website of the Company (www.impactsa.ro), until the date of 28.03.2011, **10.00 o'clock**, in a closed envelope, with the mention written clearly and in capitals: « FOR THE EXTRAORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS DATED 04/05.04.2011.»

Natural persons will transmit the special powers-of-attorney, in the original, accompanied by the copy of the identity document of the shareholder, signed for conformity by the latter. In the case of special powers-of-attorney transmitted by legal entities, these will be signed in the original by the legal representative, accompanied by the confirmation of company details issued by the Trade Register, in the original, not older than 30 days from the submission date, copy of the registration certificate of the company and the copy of the identity document of the legal representative that signs .

On the date of the Extraordinary General Assembly 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 SC IMPACT DEVELOPER & CONTRACTOR SA registered on the reference date in the ledger of shareholders issued by Depozitarul Central S.A. **have the possibility to vote by mail**, before the Extraordinary General Assembly of Shareholders. The shareholders will be sent for free the voting forms by mail following a request submitted to the company registrature beginning with the date of **04.03.2011 and until 01.04.2011**. The voting form by mail will be submitted to the headquarters of SC IMPACT DEVELOPER & CONTRACTOR SA in Voluntari, 4C, Pipera – Tunari Road, Ilfov county, postal code 077190, in close envelope, with the mention clearly written and in capital letters: « FOR THE EXTRAORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS AS OF 04/05.04.2011 » until the date of 01.04.2011.

In case of voting by mail of natural persons, the voting form, filled in and signed in the original, will be accompanied by the copy of the identity document of the shareholder, signed for conformity by the latter. In case of voting by mail of legal entities, the voting form, filled in and signed in the original, will be accompanied by the confirmation of the company details issued by the Trade Register, in the original, not older than 30 days from the submission date, the copy of the registration certificate of the company and by the copy of the identity document of the legal representative that signs the voting form by mail.

The voting forms that are not received at the headquarters of SC IMPACT DEVELOPER & CONTRACTOR SA until the above mentioned dates and times will not be taken into calculation for the

determination of the quorum and of the majority in the Extraordinary General Assembly of Shareholders.

Natural persons will transmit the special powers-of-attorney, in the original, accompanied by the copy of the identity document of the shareholder, signed for conformity by the latter in close envelope, with the mention clearly written and in capital letters: « FOR THE EXTRAORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS AS OF 04/05.04.2011.» , or by e-mail at the address [intrebarifrecvente@impactsa.ro](mailto:intrebarifrecvente@impactsa.ro), on the basis of an extended electronic signature.

Also, the powers-of-attorney may be transmitted by legal entities by e-mail at the address [intrebarifrecvente@impactsa.ro](mailto:intrebarifrecvente@impactsa.ro), on the basis of an extended electronic signature.

Beginning with the date of 04.03.2011, the documents, information materials, the voting form by mail and the resolution draft in relation with the Extraordinary General Assembly of Shareholders, under the conditions of the legislation in force, may be referred to and obtained by shareholders at the headquarters of the Company, during working days between 10:00 – 12:00 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 021/230-75-80, during working days between 10:00 – 14:00. The contact person is Mrs. Gina PATRINOIU.

All the documents for the Extraordinary General Assembly 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***  
**CHAIRMAN**  
**DAN IOAN POPP**