IMPACT DEVELOPER & CONTRACTOR SA
Voluntari, Şos. Pipera-Tunari nr. 4C,
Centrul de Afaceri Construdava, et. 6,7, jud. Ilfov
Tel.: 021– 230.75.70/71/72, fax: 021– 230.75.81/82/83, mobil: 0729.100.001
Capital social subscris şi întegral 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 Evidentă a Prelucrării de Date cu Caracter Personal nr. 3406

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 on the date of ***April 12, 2014, at 10:00 o'clock***, in the Conference Hall of Construdava Building, located in Voluntari, Pipera-Tunari Street 4C, on Ground Floor or on the date of ***April 13, 2014,*** 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 **April 1st, 2014**, as follows:

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS	**VOTE:**		
	For	**Against**	**Abstention**
1. Approval to increase the share capital of the Company by the amount of 80,000,000 lei, within the limit of the validly made subscriptions within the Subscription Term afferent to Stage I and within the Subscription Term afferent to Stage II (as defined below), by contributions in cash, from the amount of 197,866,574 lei to the amount of 277,866,574 lei, through the issue of a number of 80,000,000 new shares (the „**New Shares**") with the nominal value of 1 leu/share, that shall be offered to subscription as follows: **I.** To all the shareholders of the Company registered with the ledger of shareholders on the Registration Date (as defined below), on the grounds of their right of preference, proportionally to the participation share in the share capital held by them on the Registration Date ("**Stage I**."), under the following conditions and terms: The New Shares shall be offered for subscription, for the exercise of the right of preference first to the shareholders of the Company registered with the ledger of Company shareholders on the Registration Date approved by the Meeting, proportionally to the participation share in the share capital held by them on the Registration Date. Thus, for the exercise of the right of			

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS	VOTE:		
	For	Against	Abstention

preference, each shareholder existing on the Registration Date approved by the Meeting may subscribe for each held share 0.404312857814984 New Shares.

The subscription price for shares is of 1 leu/share, respectively the nominal value of the share.

The right of subscription may be exercised for a period of one month from the date established in the notice and the offer proportionate prospect approved by the Financial Surveillance Authority, a date subsequent to the publishing of the Resolution of the Meeting by which the capital increase was approved, in the Official Gazzette of Romania, Part IV. (the "**Subscription Term afferent to Stage I**").

After the check and validation of the subscriptions made within the Subscription Term afferent to Stage I, the Board of Directors prepares a report according to the Regulations of C.N.V.M. no. 1/2006, and to the applicable legislation, with the specification of the result of the subscriptions that were validated in Stage I. and of the number of shares available in order to be subscribed in Stage II by qualified investors and/or by less than 150 natural persons or legal entities, others than qualified investors, according to the first-come, first-served method, that shall be transmitted to BSE and the Financial Surveillance Authority.

II. In case in Stage Etapa I. there were not subscribed all the New Shares offered to subscription to the shareholders on the grounds of the right of preference, within the limit of the Subscription Term afferent to Stage I, the unsubscribed New Shares shall be offered to subscription in Stage II to qualified investors and/or to less than 150 natural persons or legal entities, others than qualified investors, according to the first-come, first-served method ("**Stage II**"), under the following conditions and terms:

The subscription term in Stage II is of 5 working days, calculated from the first working day subsequent to the publishing of the report of the Board of Directors related to Stage I of subscriptions (the "**Subscription Term afferent to Stage II**"). The New Shares shall be offered to subscription in Stage II by the first-come, first-served principle.

The subscription price in Stage II of the New Shares for qualified investors and/or for less than 150 natural persons or legal entities, others than qualified investors, is of 1.01 lei/share.

After the check and validation of the subscriptions made within the Subscription Term afferent to Stage II, the Board of Directors prepares a report according to the Regulations of C.N.V.M. no. 1/2006 and to the applicable legislation, with the specification of the result of the subscriptions that were validated in Stage II, made by the qualified investors and/or by less than 150 natural persons or legal entities, others than qualified investors, that shall be

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS	VOTE:		
	For	Against	Abstention
transmitted to BSE and the Financial Surveillance Authority.			
2 Approval of the date of 29.04.2014 as the registration date that serves for the identification of the Company shareholders upon which have effect the resolutions passed within the Meeting proposed by means of the present Call (“**Registration Date**”).			
3 Approval of the preparation of an offer proportionate prospect or of any other type of prospect or presentation document that shall be necessary, as the case may be, for the implementation of the Company share capital increase and its submission for approval to the Financial Surveillance Authority (if applicable) by the Board of Directors.			
4 Approval of contracting, by the Board of Directors, of an authorized agent for the implementation of the Company share capital increase by the mechanisms and methods of the stock market, according to those above.			
5 Approval for the increase of the Company share capital within the limit of the subscription results performed and validated by the Board of Directors of the Company.			
6 Approval for the modification and update of the provisions of the Company articles of association related to the share capital according to the result of share capital increase operation.			
7 Empowerment of the Board of Directors for the execution of all the operations and/or procedures with regard to the implementation of the resolutions passed within the Meeting, including but without being limited to: (a) preparation and signing of the offer proportionate prospect or of any other type of necessary prospect or presentation document, as the case may be, and its submission to the approval of the Financial Surveillance Authority (if applicable); (b) approval of the Subscription Declaration, Procedure for the completion, signing, submission and validation of the Subscription Declaration, and of the documents that must accompany the subscription; (c) check, ascertainement and validation of the subscriptions made during the Subscription Term afferent to Stage I and respectively during the Subscription Term afferent to Stage II, including of the increase value and of the Company share capital structure resulted following the increase; (d) approval and signing of any documents, forms and/or applications and taking any measures considered as necessary for the finishing of the share capital increase operation, according to the resolution that follows to be passed by the Meeting, as well as the implementation of			

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS	VOTE: For	VOTE: Against	VOTE: Abstention
all the necessary and advisable formalities in relation to the increase of the Company share capital, including the preparation, approval and signing of any documents, submission and receipt of any deeds and information, issue of any declarations and decisions, taking any measures and fulfillment of any necessary formalities, operations and/or procedures for the implementation of the resolution aproved by the Meeting; (e) fulfillment of all the publicity formalities and of the necessary procedures for the registration of the share capital increase before any competent public authority and institution, including but without being limited to the Trade Register Office, Financial Surveillance Authority, Central Repository S.A., Bucharest Stock Exchange; (f) conclusion of any necessary contracts for the implementation of the Meeting resolution, including with authorized agents; (g) undertaking any necessary commitment, issue of any necessary document for the implementation of the resolution and submission of any necessary documents to any relevant authority.			
8 Empowerment of Mrs. Iuliana Mihaela Urdă to sign in the name of the shareholders the Meeting resolution as well as the updated articles of association of the Company following the increase of the Company share capital and to fulfill any and all the formalities stipulated by the law in order to obtain the registration and to ensure the opposability of the Meeting resolution before the competent authorities. Mrs. Iuliana Mihaela Urdă has the right to subdelegate the above mentioned mandate to other persons.			

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)