Current Report

Report date: 21.01.2016
Issuer entity name: IMPACT DEVELOPER & CONTRACTOR SA
Registered office: Voluntari City, 4C Pipera- Tunari Road, Construdava Business Center, floors 6,7, Ilfov County
Phome/fax number: 230.75.70/71/72, fax: 230.75.81/82/83
Sole registration code with the Trade Registry Ofice: J23/1927/2006
Subscribed and paid up share capital: 277.866.574 RON
The regulated market the issued securities are traded on: Bucharest Stock Exchange

Significant event to be reported:
Status of compliance with the Bucharest Stock Exchange Corporate Governance Code

Starting with the 2016 financial year, IMPACT DEVELOPER&CONTRACTOR SA ("IMPACT") has adhered to the Corporate Governance Code („CGC") issued by the Bucharest Stock Exchange („BSE").
Since then, details about the Company's compliance with the principles and recommendations stipulated under the CGC have been presented in the „Comply or Explain" statements included in the annual reports.
IMPACT DEVELOPER&CONTRACTOR SA ("IMPACT") has continuously developed and updated its corporate governance practices in order to meet requirements as well as to develop opportunities and increase competitiveness.
In September 2015 the BSE issued a new Corporate Governance Code ("the Code"). The provisions of the new Code are being carefully examined and Company's compliance therewith is being thoroughly assessed.
The status of Company's compliance with the new provisions of the Code as of 31December 2015 is presented in Appendix 1.
IMPACT DEVELOPER&CONTRACTOR SA ("IMPACT") currently is and has been in full compliance with most of these requirements during the past few years. The main reason why IMPACT DEVELOPER&CONTRACTOR SA ("IMPACT") is noncompliant with some of the Code's provisions arises from the particularities of the Company and its history. Further consideration will be applied with regards to these provisions and any subsequent progress made by the Company in achieving compliance will be reported to the capital market.
BOARD OF DIRECTORS OF IMPACT DEVELOPER & CONTRACTOR S.A.
Chairman of the Board,
Iuliana Mihaela Urda

Appendix 1

Status of compliance with the provision of the new BSE Corporate Governance Code as of 31 December 2015	**Compliance Yes/No/partially complies**	**The reason of nonconformity and identify measures for compliance**
Section A-Responsabilities		
A.1. All companies should have internal regulation of the Board which includes terms of reference/ responsibilities for Board and key management functions of the company, applying, among others, the General Principles of this Section.	Ongoing compliance	The document is under approval of Board of Administrator and it will be loaded on the company's site in 30 days
A.2. Provisions for the management of conflict of interest should be included in Board regulation.	Ongoing compliance	The document is under approval of Board of Administrator and it will be loaded on the company's site in 30 days
A.3. The Supervisory Board should have at least five members.	Ongoing compliance	After the resignation of one of the administrators, the Board of Administrator will name a temporary administrator
A.4. The majority of the members of the Board should be non-executive. Not less than two non-executive members of the Board of Directors or Supervisory Board should be independent, in the case of Premium Tier Companies. Each member of the Supervisory Board should submit a declaration that he/she is independent at the moment of his/her nomination for election or re-election as well as when any change in his/her status arises, by demonstrating the ground on which he/she is considered independent in character and judgment.	YES	
A.5. A Board member's other relatively permanent professional commitments and engagements, including	YES	

	executive and nonexecutive Board positions in companies and not-for-profit institutions, should be disclosed to shareholders and to potential investors before appointment and during his/her mandate.		
	A.6. Any member of the Board should submit to the Board, information on any relationship with a shareholder who holds directly or indirectly, shares representing more than 5% of all voting rights.	YES	
	A.7. The company should appoint a Board secretary responsible for supporting the work of the Board.	NO	The Board of Administrator manages documents with support from the secretary department and legal department, which provides logistic support to organized the Board meetings.
	A.8. The corporate governance statement should inform on whether an evaluation of the Board has taken place under the leadership of the chairman or the nomination committee and, if it has, summarize key action points and changes resulting from it. The company should have a policy/guidance regarding the evaluation of the Board containing the purpose, criteria and frequency of the evaluation process.	Partially complies	Board members are evaluated annually in accordance with the indicators of performance of internal policies and contracts of their mandate. The board will re-examine the A8 demands in 2016, in essence in terms of Board's evaluation policy.
	A.9. The corporate governance statement should contain information on the number of meetings of the Board and the committees during the past year, attendance by directors (in person and in absentia) and a report of the Board and committees on their activities.	YES	
	A.10 The corporate governance statement should contain information on the precise number of the independent members of the Board of Directors or of the Supervisory Board.	YES	
	A.11. The Board of Premium Tier companies should set up a nomination committee formed of non-executives, which will lead the process for Board appointments and make recommendations to the Board. The majority of the	Ongoing compliance	The document is under approval of Board of Administrator and it will be loaded on the company's site in 30 days

	members of the nomination committee should be independent.		
Section B - Risk management and internal control system			
	B.1 The Board should set up an audit committee, and at least one member should be an independent non-executive. In the case of Premium Tier companies, the audit committee should be composed of at least three members and the majority of the audit committee should be independent.	Ongoing compliance	The document is under approval of Board of Administrator and it will be loaded on the company's site in 30 days
	B.2 The audit committee should be chaired by an independent non-executive member.	DA	
	B.3. Among its responsibilities, the audit committee should undertake an annual assessment of the system of internal control	Ongoing compliance	The document is under approval of Board of Administrator and it will be loaded on the company's site in 30 days
	B.4. The assessment should consider the effectiveness and scope of the internal audit function, the adequacy of risk management and internal control reports to the audit committee of the Board, management's responsiveness and effectiveness in dealing with identified internal control failings or weaknesses and their submission of relevant reports to the Board.	Ongoing compliance	The document is under approval of Board of Administrator and it will be loaded on the company's site in 30 days
	B.5. The audit committee should review conflicts of interests in transactions of the company and its subsidiaries with related parties.	Ongoing compliance	The document is under approval of Board of Administrator and it will be loaded on the company's site in 30 days
	B.6. The audit committee should evaluate the efficiency of the internal control system and risk management system.	Ongoing compliance	The document is under approval of Board of Administrator and it will be loaded on the company's site in 30 days
	B.7. The audit committee should monitor the application of statutory and generally accepted standards of internal auditing. The audit committee should receive and evaluate the reports of the internal audit team.	Ongoing compliance	The document is under approval of Board of Administrator and it will be loaded on the company's site in 30 days

	B.8. Whenever the Code mentions reviews or analysis to be exercised by the Audit Committee, these should be followed by cyclical (at least annual), or ad-hoc reports to be submitted to the Board afterwards.	Ongoing compliance	The document is under approval of Board of Administrator and it will be loaded on the company's site in 30 days
	B.9. No shareholder may be given undue preference over other shareholders with regard to transactions and agreements made by the company with shareholders and their related parties	Ongoing compliance	The document is under approval of Board of Administrator and it will be loaded on the company's site in 30 days
	B.10The Board should adopt a policy ensuring that any transaction of the company with any of the companies with which it has close relations, that is equal to or more than 5% of the net assets of the company (as stated in the latest financial report), should be approved by the Board following an obligatory opinion of the audit committee.	Ongoing compliance	The document is under approval of Board of Administrator and it will be loaded on the company's site in 30 days
	B.11. The internal audits should be carried out by a separate structural division (internal audit department) within the company or by retaining an independent third-party entity.	Ongoing compliance	The document is under approval of Board of Administrator and it will be loaded on the company's site in 30 days
	B.12. To ensure the fulfillment of the core functions of the internal audit department, it should report functionally to the Board via the audit committee. For administrative purposes and in the scope related to the obligations of the management to monitor and mitigate risks, it should report directly to the chief executive officer.	Ongoing compliance	The document is under approval of Board of Administrator and it will be loaded on the company's site in 30 days
Section C - Fair rewards and motivation			
	C.1. The company should publish a remuneration policy on its website and include in its annual report a remuneration statement on the implementation of this policy during the annual period under review.	Ongoing compliance	The document is under approval of Board of Administrator and it will be loaded on the company's site in 30 days

	Any essential change of the remuneration policy should be published on the corporate website in a timely fashion.		
Section D - Building value through investors' relations			
	D.1. The company should have an Investor Relations function - indicated, by person (s) responsible or an organizational unit, to the general public. In addition to information required by legal provisions, the company should include on its corporate website a dedicated Investor Relations section, both in Romanian and English, with all relevant information of interest for investors, including:	YES	
	D.1.1. Principal corporate regulations: the articles of association, general shareholders' meeting procedures.	YES	
	D.1.2. Professional CVs of the members of its governing bodies, a Board member's other professional commitments, including executive and non-executive Board positions in companies and not-for-profit institutions;	YES	
	D.1.3. Current reports and periodic reports (quarterly, semi-annual and annual reports);	YES	
	D.1.4. Information related to general meetings of shareholders;	YES	
	D.1.5. Information on corporate events;	YES	

	D.1.6. The name and contact data of a person who should be able to provide knowledgeable information on request;	Ongoing compliance	This position is given to the recruitment and the society will communicate the name of completion of the recruitment process and the shareholders may ask questions at the following address Intrebarifrecvente@impactsa.ro
	D.1.7. Corporate presentations (e.g. IR presentations, quarterly results presentations, etc.), financial statements (quarterly, semiannual,annual), auditor reports and annual reports.	YES	
	D.2. A company should have an annual cash distribution or dividend policy. The annual cash distribution or dividend policy principles should be published on the corporate website.	Ongoing compliance	The document is under approval of Board of Administrator and it will be loaded on the company's site in 30 days
	D.3. A company should have adopted a policy with respect to forecasts, whether they are distributed or not. The forecast policy should be published on the corporate website.	Ongoing compliance	The document is under approval of Board of Administrator and it will be loaded on the company's site in 30 days
	D.4. The rules of general meetings of shareholders should not restrict the participation of shareholders in general meetings and the exercising of their rights. Amendments of the rules should take effect, at the earliest, as of the next general meeting of shareholders.	YES	
	D.8. The quarterly and semi-annual financial reports should include information in both Romanian and English regarding the key drivers influencing the change in sales, operating profit, net profit and other relevant financial indicators, both on quarter-onquarter and year-on-year terms.	YES	