

**To: Financial Supervisory Authority - Financial Instruments and Investments Sector
Bucharest Stock Exchange
Regulated Market
From: IMPACT DEVELOPER & CONTRACTOR S.A.**

28.11.2022

CURRENT REPORT

According to the provisions of Law No. 24/2017 on issuers of financial instruments and market operations and Regulation No. 5/2018 of the Financial Supervisory Authority on issuers of financial instruments and market operations, and also the provisions of the Code of the Bucharest Stock Exchange, Title II, Issuers and Financial Instruments

IMPORTANT EVENTS TO BE REPORTED:

Implementation of a “stock option plan” type program

Further to the Extraordinary General Meeting of Shareholders (“EGMS”) of 07.10.2022:

- The buy-back by the Company of its own shares was approved, within the market on which the shares are listed and/or by conducting public purchase bids in accordance with the applicable legal provisions, subject to the following conditions: (i) maximum thirty million (30,000,000) shares (representing maximum 1.268% of the subscribed and paid-up share capital on the date of the resolution), partly for allocation to employees and/or administrators and/or managers of the Company, and partly for canceling them and reducing the share capital of the Company accordingly; (ii) at the minimum price of RON 0.25 per share and a maximum price equal to the lowest value of (a) RON 1 per share and (b) the highest value between the price of the last independent transaction and the highest current independent purchase bid, in accordance with the provisions of Article 3 Paragraph (2) of Commission Delegated Regulation (EU) No. 2016/1052 of 8 March 2016 supplementing Regulation (EU) 596/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the conditions applicable to buy-back programs and stabilization measures.

The aggregate amount of the buy-back program is maximum RON 30,000,000. The program shall be carried out for maximum eighteen (18) months from the publication date of the EGMS resolution in the Official Gazette of Romania, Part IV.

- the supplementation of the “Stock Option Plan 2022-2023” program (the “**Plan**”) was approved, aiming at granting option rights for the acquisition of shares free of charge by the employees and the managers of the Company, in order to maintain and motivate them, as well as to reward them for the activity carried out within the Company;
- the Board of Directors was empowered to adopt all the necessary measures and to fulfill all the formalities required for the approval and implementation of the Plan.

The Board of Directors of IMPACT DEVELOPER & CONTRACTOR S.A. approved the Plan, whereby the Company's employees and managers shall be offered a maximum number of 275,000 IMPACT shares.

The shares forming the object of the Plan are to be bought back by the Company, in accordance with the EGMS resolution of 07.10.2022.

The shares shall be transferred when the conditions of the Plan are fulfilled and the eligible person exercises the option right, after the completion of a period of 12 months from the signing of the accession document to the Plan.

Attached hereto is the "Information Document" prepared according to Regulation (EU) 2017/1129 and to ASF Regulation No. 5/2018.

IMPACT DEVELOPER & CONTRACTOR S.A.

Chairperson of the Board of Directors

Iuliana Mihaela Urdă

**INFORMATION DOCUMENT REGARDING THE OFFERING OR ALLOCATION OF
SHARES TO THE EMPLOYEES AND MANAGERS OF IMPACT DEVELOPER &
CONTRACTOR S.A.**

(Information document according to Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 and ASF Regulation No. 5/2018)

1 Responsible persons

1.1 *Name and position of the natural persons or name and headquarters of the legal persons responsible for the information included in the presentation document.*

IMPACT DEVELOPER & CONTRACTOR S.A., a joint-stock company, with its headquarters in Romania, Bucharest, Drumul Padurea Mogosoia No. 31-41, Zip Code 014043, registered with the Trade Registry Office under No. J40/7228/2018, holding Unique Code No. (CUI) 1553483 (the “**Company**”), represented by Iuliana Mihaela Urdă, as Chairperson of the Board of Directors.

1.2 *Statements of the responsible persons referred to in Point 1.1. from which it can be seen that the information included in the presentation document is, to their knowledge, consistent with reality.*

The Company, represented by Iuliana Mihaela Urdă, as Chairperson of the Board of Directors, declares and confirms that, to the best of its knowledge, the information provided and the content of this document are in accordance with reality and that they do not contain false statements or statements likely to significantly affect the content of the document.

2 Issuer information

2.1 *Name, headquarters, unique registration code and serial number in the Trade Registry Office.*

Name: IMPACT DEVELOPER & CONTRACTOR S.A.

Headquarters: Romania, Bucharest, Drumul Padurea Mogosoia No. 31-41, Zip Code 014043.

Legal status: a joint-stock company with private capital.

Fiscal Code: RO 1553483.

Registration No. with the Trade Registry Office: J40/7228/2018.

2.2 *Registered share capital*

The value of the subscribed and paid-up capital: RON 591,419,987.75.

Number of shares issued: 2,365,679,951 shares.

The nominal value of a share: RON 0.25.

3 Information on the offer or assignment of shares to employees and managers of IMPACT DEVELOPER & CONTRACTOR S.A.

3.1 *The decision-making documents by which it was decided to offer or to assign securities to employees and managers of the Company*

The offering of shares to employees and managers is based on:

3.1.1 Resolution of the Extraordinary General Meeting No. 4 of 7 October 2022, whereby the implementation of a “stock option plan” type program was approved, with the objective of granting option rights for the acquisition of shares free of charge by the employees and the managers of the Company, in order to maintain and motivate them, as well as for rewarding them for the activity carried out within the Company and whereby the Board of Directors was empowered to adopt all the necessary measures and to fulfill all the formalities required for the approval and implementation of the “stock option plan” type plan.

3.1.2 Decision of the Board of Directors of 28 November 2022, whereby the “stock option plan” type program was approved and adopted, establishing the conditions for carrying out the program and participating in it.

The duration of the “stock option plan” type program is 12 months, and the period between the date of granting the option right and the exercise date of the option right is 12 months.

3.2 *Description of the share capital increase* – Not applicable

3.3 *Description of the operation: the reason for the offering of shares, the total number of securities offered, the number of securities offered individually by categories of investors.*

3.3.1 *Reason for offering shares*

In accordance with the informative materials based on which the decisions of the Extraordinary General Meeting of Shareholders on 7 October 2022 were adopted, the reasons for granting shares consist of maintaining and motivating eligible persons, as well as rewarding them for the activity carried out within the Company.

The implementation of a “stock option plan” type program (the “Plan”) presents the advantage of lower operating expenses and fiscal optimization, allowed by the provisions of the Fiscal Code in force.

3.3.2 *The total number of securities offered and the number of securities offered individually by category of investors*

- (a) The total number of shares offered is maximum 275,000 IMPACT shares, allocated to the employees and the Managers.

The shares are offered to the Managers and employees of the Company, the establishment and quantification of the extent of each beneficiary's right being approved by the Board of Directors of the Company.

3.3.3 *Description of the operation*

The Company shall inform the beneficiaries (eligible persons) of the right to receive options through a written notification accompanied by an accession document. Each eligible person who is notified shall decide whether or not to participate in the Plan.

The eligible person who decides to participate in the Plan shall submit the signed accession document to the Company within 3 business days from the receipt date of the notification.

The eligible persons do not have the right to assign, sell, encumber or dispose in any other way of the option granted according to the Plan.

The eligible persons who have signed an accession document are entitled to exercise their option and acquire the corresponding number of shares, if the following conditions are cumulatively met:

- a) a period of minimum 12 months passed since the date of signing the accession document to the Plan;
- b) the signatory of the accession document to the Plan has not terminated his professional relations or other relations with the Company until the moment of exercising the option right;
- c) the performance indicators (KPI) established regarding the signatory of the accession document to the Plan were met.

The Company shall notify the eligible persons regarding the fulfillment of the conditions to exercise the options. If the performance indicators for an eligible person were partially met, the Company shall also notify the respective eligible person of the number of shares that shall be granted in case of exercise of the option. The option may be exercised within one month from the receipt date of the Company's notification, through a written notification sent to the Company. Otherwise, the accession document shall cease without the need for further formalities.

The ownership of the shares shall be transferred according to the legal norms applicable to listed companies in Romania.

After acquiring the shares, the eligible persons shall acquire the capacity as shareholders of the Company, having all the rights and obligations related to this capacity, provided by the law, the articles of association and the other documents agreed between the shareholders of the Company.

3.4 *Description of the type and class of securities that are offered or attributed.*

The shares offered are of the same class, registered, in dematerialized form, of equal values, respectively RON 0.25/share.

3.5 *Subscription period*

The beneficiaries of the program may exercise their right to acquire the offered shares upon the expiry of a period of 12 months from the conclusion of the accession document with the Company, subject to the fulfillment of the conditions provided in the Plan.

The beneficiaries may exercise the right to acquire the shares within 1 month from the receipt date of the notification from the Company, on penalty of extinguishing the right to exercise the option.

3.6 *Subscription price*

According to Resolution of the Extraordinary General Meeting of Shareholders No. 4 of 7 October 2022, the beneficiaries shall be granted the option right to acquire shares free of charge.

As a result of exercising the option right in accordance with the Plan and the accession document signed with the Company, the beneficiaries shall receive the allocated shares at a price of RON zero/share.

The market price of the IMPACT share is RON 0.382 being the closing price from the day before the approval of the Plan by the Company's Board of Directors.

3.7 *The intermediary who helped the issuer to prepare the presentation document and through which subscriptions will be performed* – Not applicable.

3.8 *Any other information deemed important by the issuer or by A.S.F.*

The Fiscal Code provides in Article 7 Point 39 the possibility for companies to implement "stock option plan" type programs whereby employees, directors and/or managers are granted the right to purchase at a preferential price or to receive free of charge a number determined by shares issued by the company.

The Company wishes to implement a "stock option plan" type program in order to reward, maintain and motivate the Company's employees and managers.

Through the Plan, the beneficiaries are granted the right (and not the obligation) to acquire a determined number of shares of the Company, depending on the fulfillment of certain performance criteria, after the passage of a minimum period of one year from the granting of such right.

This document was prepared in accordance with the provisions of Regulation (EU) 2017/1129 and of ASF Regulation No. 5/2018, which stipulates that the drafting and publication of a prospectus is not mandatory for the Company, provided that a document with information regarding the number of securities and their nature, as well as the reasons and details about the offer or allotment is made available.

IMPACT DEVELOPER & CONTRACTOR S.A.

Chairperson of the Board of Directors

Iuliana Mihaela Urdă
