

To: Financial Supervisory Authority - Financial Instruments and Investments Sector  
Bucharest Stock Exchange  
Regulated Market

*From: IMPACT DEVELOPER&CONTRACTOR S.A.*

**06 May 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 FSA on Issuers of Financial Instruments and Market Operations

**Important events to be reported:** The Board of Directors met on 05.05.2022 decided convening of the Extraordinary General Meeting of Shareholders of IMPACT DEVELOPER & CONTRACTOR SA for 09/10 June 2022.

in accordance with Company Law No. 31/1990, republished, as further amended and supplemented (“Law No. 31/1990”), Law No. 24/2017 regarding issuers of financial instruments and market operations (“Law No. 24/2017”), Regulation No. 5/2018 of FSA on Issuers of Financial Instruments and Market Operations (“Regulation No. 5/2018”) and the articles of incorporation of the Company, IMPACT DEVELOPER & CONTRACTOR SA

## **CALLS**

**The Extraordinary General Meeting of Shareholders of the Company** (the “Extraordinary General Meeting”), on the date of **09.06.2022, 10.00 a.m.**, at the headquarters of Impact Developer & Contractor SA, 172-176 Bucuresti-Ploiesti Street, District 1, Bucharest, Building A of Willbrook Platinum Business & Convention Center, Ground Floor. In case the legal and statutory conditions for holding the Extraordinary General Meeting are not met on the date of **09.06.2022**, the Extraordinary General Meeting shall take place on **10.06.2022**, at the same address, at the same hour, with the same agenda and with the same reference date.

Only the persons registered as shareholders at the reference date of 27.05.2022 (the “Reference Date”) in the register of shareholders of the Company held by Depozitarul Central S.A. have the right to attend, and vote in, the Extraordinary General Meeting of Shareholders.

THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS shall have the following agenda:

1. Increase of the Company's share capital, with RON 165,923,129.50, by the partial incorporation of the result carried forward undistributed in the previous financial years, amounting to RON 165,923,129.50. The capital increase shall be performed by issuing a number of 663,692,518 new shares. The newly issued shares shall not change the holdings of the shareholders and shall be distributed free of charge to all shareholders of the Company registered in the Company's Register of Shareholders maintained by Depozitarul Central S.A. on the registration date. Each shareholder registered in the Company's Register of Shareholders on the registration date shall be allocated two (2) free shares for five (5) shares held.
2. Empowerment of the Board of Directors to compensate the fractions of shares resulting from the application of the algorithm and rounding the results to the lower whole, according to the legal provisions in force and to establish payment date and the price at which the fractions of shares are compensated according to Art. 91 of Law 24/2017.
3. Approval of the amendment and updating of the provisions of the Company's articles of incorporation regarding the share capital further to the fulfillment of the operation to increase the share capital:

*“Art. 6. – Share Capital*

*(1) The share capital of Impact Developer & Contractor is RON 580,730,953.25 RON, being fully subscribed and paid-up.*

*(2) The share capital is divided into 2,322,923,813 shares, ordinary, nominative, dematerialized, each share having a nominal value of RON 0.25.*

*(3) The structure of the Company's share capital is as follows: RON 580,730,868.15 and USD 5,000, representing cash contributions, and RON 35.1, representing contribution in kind.*

*(4) Shareholders' holdings are those included in the register of shareholders maintained by Depozitarul Central S.A.”*

4. Contracting from Alpha Bank Romania SA (hereinafter referred to as the “Bank”) a loan amounting to maximum EUR 20,000,000 (twenty million euros) (hereinafter referred to as the “Alpha Bank Loan”), under the terms and conditions of the Bank. The borrowed funds shall be used by the Company in order to finance its current activity and the investments.
5. The guarantee, under the terms and conditions of the Bank, of the Alpha Bank Loan mentioned above, of EUR 20,000,000 (twenty million euros), granted by Alpha Bank Romania SA to the Company, according to the loan agreement and all its annexes, as well as of the interest, the increased interest, the costs and the related expenses, with the following guarantees:

5.1. Real estate mortgage on immovable assets consisting of:

- a. a plot of land having a surface area of **32,273 sq m**, category of use yards-constructions, identified by Cadastral No. **277158**, registered with Land Book No. **277158** of Bucharest Municipality, District 1, Aleea Teișani, No. 21-31;
- b. a plot of land having a surface area of **67,248 sq m**, category of use yards-constructions, identified by Cadastral No. **277159**, registered with Land Book No. **277159** of Bucharest Municipality, District 1, Aleea Teișani No. 394-398;
- c. a plot of land having a surface area of **44,792 sq m**, category of use yards-constructions, identified by Cadastral No. **279881**, registered with Land Book No. **279881** of Bucharest Municipality, District 1, Aleea Teișani No. 350-378, Drumul Pădurea Mogoșoaia No. 8-48;
- d. a plot of land having a surface area of **11,370 sq m** (11,369 sq m according to cadastral measurements), category of use yards-constructions, identified by Cadastral No. **234746**, registered with Land Book No. **234746** of Bucharest Municipality, District 1, Aleea Teișani No. 298;
- e. a plot of land having a surface area of **24,146 sq m**, category of use yards-constructions, identified by Cadastral No. **279489**, registered with Land Book No. **279489** of Bucharest Municipality, District 1, Aleea Teișani No. 350-378, Drumul Pădurea Mogoșoaia No. 8-48;
- f. a plot of land having a surface area of **1,126 sq m**, category of use yards-constructions, identified by Cadastral No. **279485**, registered with Land Book No. **279485** of Bucharest Municipality, District 1, Aleea Teișani No. 350-378, Drumul Pădurea Mogoșoaia No. 8-48;
- g. a plot of land having a surface area of **1,051 sq m**, category of use yards-constructions, identified by Cadastral No. **279486**, registered with Land Book No. **279486** of Bucharest Municipality, District 1, Aleea Teișani No. 350-378, Drumul Pădurea Mogoșoaia No. 8-48;
- h. a plot of land having a surface area of **642 sq m**, category of use yards-constructions, identified by Cadastral No. **279484**, registered with Land Book No. **279484** of Bucharest Municipality, District 1, Aleea Teișani No. 350-378, Drumul Pădurea Mogoșoaia No. 8-48,

owned by the Company, as well as on all constructions, improvements, accessories, additions, and extensions to the mortgaged immovable assets.

- 5.2. the movable mortgage on the receivables deriving from the insurance policies concluded or which shall be concluded for the mortgaged goods/assets in favor of the Bank;
- 5.3. the movable mortgage on all current accounts (and related sub-accounts) opened/to be opened by the Company in the Bank's records;

- 5.4. the movable mortgage on available funds in the debt service reserve account (DSRA), representing the debt service for a period of 3 months (principal plus interest).
6. In order to fulfill the provisions of this GMS Resolution, in the name and on behalf of the Company, and to sign the documentation necessary to obtain/carry out the Alpha Bank Loan mentioned above, the loan agreement and its annexes, the related movable mortgage agreements, the real estate mortgage agreements, additional acts to all such agreements, including their annexes, Promissory Notes [blank] (including those that replace the existing ones, in case of the Bank's request regarding the exchange/reissue of blank promissory notes – e.g. in case of expiry of the legal term), as well as the documents necessary for the use of the loan and/or of any other necessary documents or in connection with the documents mentioned above, the following are empowered:

Mr. SEBEȘANU CONSTANTIN, as General Manager, and Me. APOSTOL SORIN, as Administrator-Attorney-in-Fact,

(who shall be able to bind the Company by their joint signature or with the possibility of substitution).

Also, these persons are empowered to negotiate and decide on the terms and conditions of the loan mentioned above (including on the structure of guarantees) and also to sign any additional acts:

- i) to the loan agreement and its annexes (having as its object, including, but not limited to, the modification of the repayment method and the repayment dates of the loan, any extension of the duration/term of the loan, conversion of the loan into any other currency, modification of the structure of the loan guarantees, the establishment of the costs related to the loan, the modification of the object of the loan, any other contractual modifications regarding the specific terms and conditions of the loan, the related undertakings, etc.) and/or
- ii) to the guarantee agreements,

their decision and signatures being binding upon the Company.

7. In order to carry out this resolution/decision, the following are empowered, with the possibility of substitution, Mr. SEBEȘANU CONSTANTIN, as General Manager, and Me. APOSTOL SORIN, as Administrator-Attorney-in-Fact, to represent us, to negotiate and sign on behalf of Impact Developer & Contractor SA before the Bank, and of any third party, public authority and/or notary, to submit any applications for registration validly and in accordance with the law of all signed documents.
8. Contracting from OTP Bank Romania SA (hereinafter referred to as “OTP Bank”) a loan amounting to EUR 34,341,930. The borrowed funds shall be used by the Company in order to finance the development of Phases 1, 2 and 3 of Teilor Ensemble in the Greenfield Baneasa district.

9. Contracting from OTP Bank Romania SA (hereinafter referred to as “OTP Bank”) a loan amounting to EUR 6,000,000 in RON equivalent, in order to finance the VAT related to the development works of Phases 1, 2 and 3 of Teilor Ensemble in the Greenfield Baneasa district.
10. Establishment of the following guarantees in favor of OTP Bank Romania SA:
  - 10.1. movable mortgage on the receivables that Impact Developer & Contractor SA collects from downpayments/rents/sale of mortgaged residential units in favor of OTP Bank;
  - 10.2. first rank real estate mortgage on the plot of land located within the built-up area, in Bucharest, Drumul Pădurea Mogoșoaia No. 31-41, District 1, category of use yards-constructions, having a surface area of **77,199 sq m**, holding Cadastral No. **279737**, registered with Land Book No. **279737** of Bucharest Municipality, District 1, owned by the Company, as well as on all constructions, improvements, accessories, additions and extensions to the mortgaged immovable assets;
  - 10.3. movable mortgage on all accounts opened by Impact Developer & Contractor SA with OTP Bank, including, but not limited to, Collector Account, Debt Service Reserve Account, based on the movable mortgage on the accounts agreement;
  - 10.4. Impact Developer & Contractor SA undertakes to insure the mortgaged and pledged goods with an insurance company approved by OTP BANK ROMANIA S.A., until the full payment of the loan, and to transfer the insurance policies, guarantees and letters of guarantee issued by the Entrepreneurs in favor the BANK, which shall also become their beneficiary.
11. Empowerment, with the possibility of sub-delegation of this power of attorney, of Mr. SEBEȘANU CONSTANTIN, as General Manager, and Me. APOSTOL SORIN, as Administrator-Attorney-in-Fact, to negotiate the clauses and to sign in the name and on behalf of the Company the Loan Agreements, the Movable/Real Estate Mortgage Agreements, any additional act/annex to the Loan Agreement(s), to the Movable/Real Estate Mortgage Agreements with OTP BANK ROMANIA S.A.
12. Authorization and empowerment, with the possibility of sub-delegation of this authorization and power of attorney, of Mrs. Iuliana-Mihaela Urda, in order to sign in the name of the shareholders the EGMS resolution, as well as any other documents related thereto, including, but not limited to, the revised version of the articles of incorporation that shall reflect the amendments approved by the GMS (as well as to conform the translation into English of the articles of incorporation with its Romanian version, as amended by the EGMS, as well as to remedy any clerical error, inappropriate translation or inaccuracy from the English translation), to request the publication of the resolution in Part IV of the Official Gazette of Romania, to file and receive any documents, as well as to fulfill the necessary formalities before the Trade Registry Office, as well as before any other authority, public institution, legal entities and

natural persons, as well as to carry out any acts for registering and ensuring the opposability of the resolutions to be adopted by the EGMS.

13. Approval of the date of 21 July 2022 as a registration date that serves for the identification of the Company's shareholders upon which the effects of the decisions passed within the EGMS convened by means of this Calling Notice are reflected.
14. Approval of the date of 20 July 2022 as Ex - Date.
15. Approval of the date of 22 July 2022 as payment date.

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## GENERAL INFORMATION

### IN RESPECT OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

#### Attending GMS:

In the Extraordinary General Meeting of Shareholders only the shareholders registered with the Company's Register of Shareholders at the Reference Date (27.05.2022) are entitled to attend and cast their votes, according to the legal provisions and the provisions of the Company's articles of incorporation, in person, through their legal representatives or by proxy (based on a special power of attorney in the form provided by the Company or on a general power of attorney granted in accordance with the applicable law). The shareholders are entitled to cast their vote by correspondence using the special forms provided by the Company in this respect.

The capacity as shareholder is proved on the basis of the list of shareholders as at the Reference Date provided by the Central Depository.

Access of shareholders entitled to attend the Extraordinary General Meeting of Shareholders is allowed by simply proving their identity, made by:

- a) in the case of natural person:
  - **identity card** (*BI/CI for the Romanian citizens or, as the case may be, Passport or any other national ID recognized by Romanian State for foreign citizens*);
  - **power of attorney and the identity document of the representative** (*if the shareholder is represented by another person*).
- b) in the case of legal entities:
  - the capacity as legal representative is proved on the basis of the list of shareholders as at the Reference Date provided by the Central Depository; however, if the relevant shareholder did not inform in a timely manner the Central Depository to ensure the registration of its legal representative, the capacity as legal representative is proved by a certificate issued by the trade registry or any other document issued by a competent

- authority of the country in which the shareholder is registered, attesting to the capacity as legal representative, presented in original or certified copy;
- natural persons designated as representative of a shareholder-legal entity shall be identified on the basis of the identity card (*BI/CI for the Romanian citizens or, as the case may be, Passport or any other national ID recognized by Romanian State for foreign citizens*);
  - in case the person representing the shareholder-legal entity is not the legal representative him/herself, besides the above-mentioned documents (certifying the quality of legal representative of the person signing the power of attorney), the representative will submit the power of attorney signed by the legal representative of the legal entity.

#### Powers of Attorney:

According to Art. 105 Para 10 of Law No. 24/2017, representation of shareholders in the general meeting of shareholders of the companies whose shares are admitted to trading can be made by persons other than shareholders, based on special or general power of attorney, in accordance with the applicable legal provisions.

**Powers of attorney** will be used as provided by Regulation No. 5/2018 and Law No. 24/2017 and their form may be obtained from the Company's website [www.impactsa.ro](http://www.impactsa.ro) or from the Company's headquarters.

The power of attorney will be drafted in three (3) original counterparts (one for the shareholder, one for the representative and one for the issuer). After signing, the counterpart of the issuer, with the copy of the identity document of the represented person, will be sent to the Company at Willbrook Platinum Business & Convention Center, Building A, 172-176 Bucuresti-Ploiesti Street, Bucharest, District 1, Romania, in order to be registered with the Company at the latest on 08.06.2022, 10.00 a.m., within 24 hours before the date of EGMS; such copy and accompanying documents may also be sent by fax (Fax No.:+40212307581/82/83) or via e-mail at: [intrebarifrecvente@impactsa.ro](mailto:intrebarifrecvente@impactsa.ro). The representative of a shareholder is obliged to provide the power of attorney in original at the date of EGMS. Certified copies of powers of attorney shall be held by the Company, this being mentioned in the minutes of the general meeting.

In case of shareholders that are legal entity or entities without legal personality, the capacity of legal representative is ascertained based on the list of shareholders on the Reference Date, received from the Central Depository. Documents attesting the capacity of legal representative drafted in a foreign language other than English will be provided together with a translation into Romanian or English performed by a certified translator.

Such provisions shall be applied accordingly to demonstrate the capacity of legal representative of the shareholder proposing the introduction of new items on the agenda of the general meeting of shareholders or asking questions to the issuer on some points on the agenda of the general meeting of shareholders.

A shareholder may appoint one person to represent it/him/her at a general meeting. However, if a shareholder holds shares of a company in several securities accounts, this restriction will not prevent it/him/her to appoint a separate representative for the shares held in each security account in respect of a general meeting.

A shareholder may appoint by power of attorney one or more alternate representatives to ensure representation in the general meeting if the representative appointed is objectively unable to fulfill its mandate. If one power of attorney provides several alternate representatives, the order in which they exercise the mandate shall be also stipulated.

Voting by correspondence:

The shareholders registered on the Reference Date may vote by correspondence prior to the general meeting by using the correspondence ballots made available on the website of the Company at [www.impactsa.ro](http://www.impactsa.ro).

In case of voting by correspondence, the voting form, completed and signed, and a copy of valid identification document of the shareholder (BI/CI for the Romanian citizens or, as the case may be, Passport or any other national ID recognized by Romanian State for foreign citizens, and in addition for the legal entities a certificate issued by the trade registry or any other document issued by a competent authority of the country in which the shareholder is registered, attesting the capacity as legal representative, in original or certified copy) may be submitted as follows:

- sent to the Company, at Willbrook Platinum Business & Convention Center, Building A, 172-176 Bucuresti-Ploiesti Street, Bucharest, District 1, Postal Code 077190, Romania, in any courier form with acknowledgement of receipt, so it is registered as received at the registry office of the Company at the latest on 08.06.2022, 10.00 a.m., having enclosed the mention “FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS of 9/10 JUNE 2022”;
- via e-mail with enclosed extended electronic signature according to Law No. 455/2001 on electronic signature, at the latest on 08.06.2022, 10.00 a.m., at the e-mail address [intrebarifrecvente@impactsa.ro](mailto:intrebarifrecvente@impactsa.ro). inserting the subject “FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS of 9/10 JUNE 2022”.

According to Art. 105 Para (20) of Law No. 24/2017, if a shareholder who has voted by correspondence attends the general meeting in person or by representative, the vote by correspondence for that general meeting will be cancelled. In this case, the Company will only consider their vote in person or by representative.

Both the ballots and the powers of attorney may be sent either in Romanian or English.

One or more shareholders representing individually or jointly at least 5% of share capital are entitled to include new items on the agenda (with the condition that each item has enclosed a reasoning or a draft of a resolution proposed for adoption or with the condition of proof of the capacity under the conditions previously mentioned for individuals and/or representatives of legal entities) or to propose drafts of resolution for items included or proposed to be included on the agenda. Within 15 days from the publication of the Calling Notice, until 24.05.2022 including (at: Willbrook Platinum Business &

Convention Center, Building A, 172-176 Bucuresti-Ploiesti Street, Bucharest, District 1, Postal Code 077190, Romania) or by electronic means of communication (email: [intrebarifrecvente@impactsa.ro](mailto:intrebarifrecvente@impactsa.ro)) or fax at +4021-230.75.81/82/83, to the attention of the shareholders relations department.

Each shareholder has the right to ask questions in writing to the Board of Directors, before the general meeting regarding the items on the agenda.

The questions will be sent in writing, either by post or courier (at: Willbrook Platinum Business & Convention Center, Building A, 172-176 Bucuresti-Ploiesti Street, Bucharest, District 1, Postal Code 077190, Romania) or by electronic means of communication (email: [intrebarifrecvente@impactsa.ro](mailto:intrebarifrecvente@impactsa.ro)) or fax at +4021-230.75.81/82/83), to the attention of the shareholders relations department. The Company shall respond to questions submitted by shareholders in the Extraordinary General Meeting. The Company may post answers to the shareholders' questions on its website, [www.impactsa.ro](http://www.impactsa.ro).

Any shareholder is guaranteed with the free exercise of his rights under the applicable law and under the articles of incorporation of the Company.

Starting with the date of the publication of this Calling Notice, the forms of powers of attorney in Romanian and English languages, the forms for votes by correspondence in Romanian and English, the informational documents and materials regarding the items on the agenda of the EGMS, the draft EGMS resolutions and any other additional information related to the EGMS can be obtained at the headquarters of the Company, between 9 a.m. and 4 p.m., phone: +40-21-230.75.70/71/72, fax: +40-21-230.75.81/82/83, and shall be made available on the Company's website: [www.impactsa.ro](http://www.impactsa.ro).

At the date of this Calling Notice, the Company's subscribed and paid-up share capital is of RON 414,807,823.75, divided into 1,659,231,295 ordinary, nominative, dematerialized shares, with a nominal value of RON 0.25.

This Calling Notice will be supplemented with the applicable legal provisions and/or the provisions of the articles of incorporation of the Company.

### **Board of Directors**

Chairperson of the Board of Directors

Iuliana-Mihaela Urda



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