

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

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

**07 October 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 EXTRAORDINARY GENERAL ASSEMBLY OF THE SHAREHOLDERS OF IMPACT DEVELOPER & CONTRACTOR S.A.**

**DECISION No.4 of 07.10.2022, 10.00 a.m.**

### ***I. Convening***

The Extraordinary Shareholders' General Assembly of the Company (hereinafter referred to as "EGMS") has been duly convened by:

- Convening notice published in:
  - o Romanian Official Gazette Part IV no.3760 of 06.09.2022;
  - o JURNALUL (COTIDIAN NATIONAL) newspaper of 06.09.2022
- Notification to the Bucharest Stock Exchange on 02.09.2022 and to FSA on 02.09.2022;
- Display at the Company's headquarters and on Company's website [www.impactsa.ro](http://www.impactsa.ro).

### ***II. The quorum***

At the Extraordinary Shareholders' General Assembly of the company IMPACT DEVELOPER & CONTRACTOR S.A. (hereinafter referred to as "The Company"), were present the shareholders representing 92,313% of the total voting rights and 92.311% of the subscribed and paid up share capital, namely:

- 2,144,321,004 shares of the total number of 2,322,923,813 shares,
- 2,144,321,004 votes of the total number of 2,322,871,146 voting rights,

the Extraordinary Shareholders' General Assembly of the Company is statutory in accordance with the provisions of the Section III, art. 13 of the Articles of Incorporation of the company and legal in accordance with the provisions of the Law no. 31 of 1990, republished, as amended.

According to Art. 88 Para. (1) of Law no. 24/2017 regarding the issuers of financial instruments and market operations states in case of increase of share capital by cash contribution lifting of the preferential right of shareholders to subscribe for the new shares must be approved by the Extraordinary General Meeting of Shareholders, attended by shareholders representing at least 85% of the subscribed share capital and voting shareholders representing at least 3/4 of the voting rights.

**III. Regarding the items on the agenda, the following decisions were adopted:**

1. With a total number of 2,144,321,004 valid votes, representing 2,144,321,004 shares and 92.311% of the share capital of the Company, out of which 2,142,111,862 votes "in favor", representing 99.897% of the total number of votes held by the shareholders attending the Assembly and 2,209,142 votes "against", representing 0,103% of the total number of votes held by the shareholders attending the Assembly, it was approved delegating and authorizing the Board of Directors that, for a period of 1 year starting with the registration date with the Trade Register of the revised articles of incorporation in accordance with Item 3 below, it shall decide and implement the increase of the Company's share capital, by contribution in cash, by one or more issuances of new ordinary shares, with a value not exceeding **250,000,000 newly issued shares**.
2. With a total number of 2,144,321,004 valid votes, representing 2,144,321,004 shares and 92.311% of the share capital of the Company, out of which 2,097,611,862 votes "in favor", representing 97.822% of the total number of votes held by the shareholders attending the Assembly and 46,709,142 votes "against", representing 2.178% of the total number of votes held by the shareholders attending the Assembly, it was approved authorization of the Board of Directors that, for each of the increases made up to the level of the authorized capital, it may decide to restrict or remove the preferential right of the existing shareholders to subscribe the new shares.
3. With a total number of 2,144,321,004 valid votes, representing 2,144,321,004 shares and 92.311% of the share capital of the Company, out of which 2,097,611,862 votes "in favor", representing 97.822% of the total number of votes held by the shareholders attending the Assembly and 46,709,142 votes "against", representing 2.178% of the total number of votes held by the shareholders attending the Assembly, it was approved the amendment of the Company's articles of incorporation, as follows:

Art. 7, Letter b - Increase and decrease of the share capital, shall be amended as follows:

*“The Board of Directors is delegated and authorized that, for a period of one (1) year from the registration date of this revised articles of incorporation with the Trade Register, it shall decide and implement the increase of the share capital, by one or more issuances of ordinary shares, with a nominal value not exceeding RON 62,500,000 (authorized capital). Exclusively in order to increase the share capital under the previously mentioned conditions, the Board of Directors is granted, for each of the capital increases made up to level of the authorized capital, the competence to decide*

*to restrict or remove the preference right of the shareholders existing on the date of the respective increase of the share capital.”*

4. With a total number of 2,144,321,004 valid votes, representing 2,144,321,004 shares and 92.311% of the share capital of the Company, out of which 2,097,611,862 votes "in favor", representing 97.822% of the total number of votes held by the shareholders attending the Assembly and 46,709,142 votes "against", representing 2.178% of the total number of votes held by the shareholders attending the Assembly, it was approved authorizing and empowering the Board of Directors, with the authority to sub-delegate this authorization and power-of-attorney, to any person, as deemed necessary and/or opportune, as the case may be: to issue any decision and to carry out all legal acts and deeds which are necessary, useful and/or desirable for implementing the resolutions which will be adopted by the Company's EGMS in accordance with Items 1 and 2 above, including, without limitation (a) approval of any documents and the taking of any measures deemed necessary for the fulfillment of the operation(s) to increase the share capital; (b) following up the operations for the registration of the increase of the share capital, until the mentioning of the new shares by the registry company Depozitarul Central S.A.; (c) conclusion of any agreements with service providers related to the implementation of the resolutions, selection of the intermediary for preparing the offer prospectus, approval of the prospectus and the offer announcement of the increase of the share capital; (d) making any necessary commitments, issuing any documents necessary for the implementation of the resolutions and submitting any documents to any relevant authority; (e) establishment and approval of the subscription procedure, the payment modalities, the payment date, the place where the operations are performed, the establishment and validation of the subscriptions made, the cancellation of the unsubscribed shares, the establishment of the exact value by which the share capital is increased, the closing of the subscriptions, the registration and operation of the increase of the share capital; (f) 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(s) to increase the share capital.
5. With a total number of 2,144,321,004 valid votes, representing 2,144,321,004 shares and 92.311% of the share capital of the Company, out of which 2,144,321,004 votes "in favor", representing 100% of the total number of votes held by the shareholders attending the Assembly, it was approved of the buy-back by the Company of its own shares, 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 buy-back transactions may only have as their object shares paid in full and shall be performed only from the Company's distributable profit or available reserves, as recorded in the latest approved annual financial statements, except for legal reserves. The implementation of this buy-back program will be subject to the availability of the necessary financing sources.

6. With a total number of 2,144,321,004 valid votes, representing 2,144,321,004 shares and 92.311% of the share capital of the Company, out of which 2,142,111,862 votes "in favor", representing 99.897% of the total number of votes held by the shareholders attending the Assembly and 2,209,142 votes "against", representing 0.103% of the total number of votes held by the shareholders attending the Assembly, it was approved of the supplementation of the "Stock Option Plan 2022-2023" program, aiming at granting option rights for the acquisition of shares free of charge by employees, in order to maintain and motivate them, as well as to reward them for the activity carried out within the Company. The program shall take place under the following conditions:
- (a) Within the "Stock Option Plan 2022-2023" program, option rights shall be granted for a maximum number of 300,000 shares, allocated to employees.
  - (b) In the case of the option rights granted to the Company's employees, the option right may be exercised after a period established by the decision of the Board of Directors for the implementation of the "Stock Option Plan 2022-2023" program, without the period being shorter than 12 months.
  - (c) The Company's employees will be able to participate in the "Stock Option Plan 2022-2023" program, in observance of the non-discrimination principle.
  - (d) The Board of Directors shall be empowered to take all necessary measures and to fulfill all of the formalities required for the approval and implementation of the "Stock Option Plan 2022-2023" program, such as, but not limited to: (i) determining the criteria based on which the option rights shall be granted to the Company's personnel; (ii) determining the positions in the organizational chart for which the "stock option plan" type program shall be applicable; (iii) the period between the date of granting the option right and the date of exercise of the option right, without the period being shorter than 12 months; (iv) the conditions for exercising the option right and, implicitly, for acquiring shares; (v) the term within which the holder of the option right has to exercise his option right; (vi) drafting and publishing information documents according to law, etc.
  - (e) The implementation shall be made by the Company's Board of Directors, in observance of the Resolution of the Extraordinary General Meeting of Shareholders, and/or with the aid of a specialized consultant.
  - (f) The programs shall be implemented in compliance with the legal obligations of drafting and publishing the information documents according to law and according to FSA's applicable regulations.

7. With a total number of 2,144,321,004 valid votes, representing 2,144,321,004 shares and 92.311% of the share capital of the Company, out of which 2,144,321,004 votes "in favor", representing 100% of the total number of votes held by the shareholders attending the Assembly, it was approved the issuance by the Company of bonds (whether registered or bearer, whether secured or unsecured, whether in materialized or de-materialized form, whether to be listed on any stock exchange or not, and/or whether denominated in RON, EUR, any other currency or any combination of the foregoing), having a maximum total nominal value of EUR 150,000,000 or the equivalent of this amount in any other currency, with the interest of maximum 7% and with a maturity of at least 3.5 (three and half) years, maximum up to 7 (seven) years (the **"Bonds"**), in one or more issuances and/or tranches (whether having the same and/or different characteristics, including in terms of form of the Bonds, nominal value, interest rate and/or maturity date). The Bonds shall be placed pursuant to (i) one or more public offerings addressed to the public and/or to certain qualified and/or professional investors, and/or in reliance on other exemptions for the publication of a prospectus in relation to the issuance of such Bonds; and/or (ii) one or more private placements to investors through an offer addressed to qualified investors and/or to a number of less than 150 natural or legal persons, other than qualified investors, on a member state, in compliance with the legal provisions. The approval above shall be valid in relation to Bonds having the maximum maturity set forth above, up to the maximum nominal value of EUR 150,000,000 or the equivalent of this amount in any other currency, irrespective of whether the issuance of such Bonds shall be completed over the course of one or more calendar years.
8. With a total number of 2,144,321,004 valid votes, representing 2,144,321,004 shares and 92.311% of the share capital of the Company, out of which 2,144,321,004 votes "in favor", representing 100% of the total number of votes held by the shareholders attending the Assembly, it was approved the issuance and/or creation by the Company of any type of guarantee and/or any security interests in relation to the Bonds, including, without limitation, whether through suretyship or over any asset of the Company or by any other type of guarantee issued in relation to the foregoing.
9. With a total number of 2,144,321,004 valid votes, representing 2,144,321,004 shares and 92.311% of the share capital of the Company, out of which 2,144,321,004 votes "in favor", representing 100% of the total number of votes held by the shareholders attending the Assembly, it was approved authorizing and empowering the Board of Directors of the Company, with the authority to sub-delegate this authorization and power-of-attorney, to any person, as deemed necessary and/or opportune, as the case may be:
  - i. to issue any decision and to carry out all legal acts and deeds which are necessary, useful and/or desirable for implementing the resolutions which will be adopted by the Company's EGMS in accordance with Item 7 above, including, without limitation, negotiating, establishing and approving, in relation to each issue or tranche of Bonds: (a) the value of the issuance or tranche, as the case may be; (b) the price of the Bonds; as well as (c) any other terms and conditions of the Bonds including, without limitation, the form of the Bonds, their maturity, early redemption, interest, taxes and fees, the guarantees and/or security interests issued and/or

created in relation to such Bonds, and, where applicable, the prospectus prepared in relation to the issuance of the Bonds; and (d) the intermediaries for the issuance and sale of the Bonds, as applicable;

- ii. to negotiate, approve and execute, any agreement and/or arrangements in connection with the Bonds and/or on the basis of which the Bonds are issued, sold and/or admitted to trading on a stock exchange, any security agreements, guarantee commitments, offering documents, any subscription agreements, sale, agency, trust, assistance agreements, certificates, affidavits, registers, notices, addenda and any other acts and documents which are necessary, to fulfil any formalities and to authorize and/or to execute any other actions which are necessary in order to give full effect to the issuance of Bonds, their offering and sale, and/or to the associated guarantees (as the case may be) and to negotiate, approve and execute and any other documents and carry out any operations and/or formalities which are necessary or useful in order to implement and give full effect to the foregoing and to the issuance of the Bonds;
- iii. to decide whether the Bonds or any issue and/or tranche thereof shall be listed on any stock exchange and, if the case may be, to negotiate, approve and execute any document and carry out any operations and/or formalities which are necessary in relation to the admission of the Bonds to such stock exchange (including, if applicable, to negotiate and approve the prospectus prepared in relation to such admission of the Bonds to trading on a stock exchange);
- iv. to negotiate, approve and execute any agreement and/or arrangements in connection with the operations under Item 7 above, as well as to carry out any action and/or formalities necessary in relation to such operations.

10. Having regard to:

- a. Resolution of the Extraordinary General Meeting No. 3 of 9 2022, Items 8-11 whereby it was approved: (i) the contracting by the Company from OTP Bank Romania SA: (A) of a loan amounting to EUR 34,341,930 for financing the development of Phases 1, 2 and 3 of the Teilor Compound from the Greenfield Baneasa neighborhood (the “**Project**”); (B) of a loan amounting to EUR 6,000,000 in RON equivalent, for financing the VAT related to the Project; as well as (ii) the establishment of guarantees on the assets related to the Project in favor of OTP Bank Romania SA in order to guarantee the mentioned loan facilities; and
- b. the Decision of the Board of Directors of the Company dated 31.08.2022 which approved the contracting by the Company of a loan facility in the maximum principal amount of EUR 17,220,233 from OTP Bank Nyrt by the execution by the Company of the syndicated loan agreement in total maximum value of EUR 34,440,465 in which OTP Bank Romania SA acts as Agent, it was approved

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- (i) from OTP Bank Romania SA and OTP Bank Nyrt of a loan facility transposed into a syndicated loan agreement in the total maximum amount of EUR 34,440,465;

- (ii) of a loan granted to the Company by OTP Bank Romania SA amounting to EUR 6,000,000 for financing the VAT related to the Project, as well as
- (iii) establishing the following guarantees in favor of OTP Bank Romania SA and OTP Bank Nyrt in order to guarantee the loan facilities mentioned above:
  - B. first-rank real estate mortgage over the plot of land located within the built-up area in Bucharest, Drumul Padurea Mogosoia No. 31-41, District 1, construction-yards category of use, with a surface area of 77,199 sq m, holding Cadastral No. 279737, registered with Land Book No. 279737, Bucharest, District 1, owned by the Company, as well as on all constructions, improvements, accessories, additions and extensions brought to the mortgaged buildings;
  - C. first-rank movable mortgage on (i) the receivables that the Company collects from downpayments/rents/sale of the residential units mortgaged in favor of OTP Bank Romania SA and OTP Bank Nyrt, respectively any receivables of the Company in connection with the Project; (ii) all accounts opened by the Company with OTP Bank Romania SA; (iii) all insurance policies issued in favor of the Company regarding the Project;
  - D. any other guarantee documents of any rank in favor of one or both creditors mentioned above on the assets related to the Project [or, as the case may be, on the Greenfield Plaza and the land related to this project with a surface area of approximately 21,503 sq m which is part of the plot of land located within the built-up area in Bucharest, Drumul Padurea Mogosoia No. 31-41, District 1, construction-yards category of use, with a surface area of 77,199 sq m, holding Cadastral No. 279737, registered with Land Book No. 279737, Bucharest, District 1, owned by the Company].

It approves, ratifies and confirms in all respects all and any of the agreements signed prior to this decision in connection with the transactions mentioned above and to which the Company is or will be a party.

- 11. With a total number of 2,144,321,004 valid votes, representing 2,144,321,004 shares and 92.311% of the share capital of the Company, out of which 2,144,321,004 votes "in favor", representing 100% of the total number of votes held by the shareholders attending the Assembly, it was approved empowerment, with the possibility of sub-delegation of this power of attorney, of Mr. SEBESANU CONSTANTIN, as General Manager, and Mr. 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 and OTP Bank Nyrt.
- 12. With a total number of 2,144,321,004 valid votes, representing 2,144,321,004 shares and 92.311% of the share capital of the Company, out of which 2,142,111,862 votes "in favor", representing 99.897% of the total number of votes held by the shareholders attending the

Assembly and 2,209,142 votes "against", representing 0.103% of the total number of votes held by the shareholders attending the Assembly, it was approved of the issuance and/or establishment by the Company of any type of guarantees and/or any mortgages in connection with financing obtained by the affiliated companies, including, but not limited to, guaranteeing the execution of the obligations of any affiliated company, either through personal guarantees or on some assets of the Company or through any other type of guarantees issued for the purpose of the above.

13. With a total number of 2,144,321,004 valid votes, representing 2,144,321,004 shares and 92.311% of the share capital of the Company, out of which 2,144,321,004 votes "in favor", representing 100% of the total number of votes held by the shareholders attending the Assembly, it was approved 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.
14. With a total number of 2,144,321,004 valid votes, representing 2,144,321,004 shares and 92.311% of the share capital of the Company, out of which 2,144,321,004 votes "in favor", representing 100% of the total number of votes held by the shareholders attending the Assembly, it was approved of the date of 25 October 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.
15. With a total number of 2,144,321,004 valid votes, representing 2,144,321,004 shares and 92.311% of the share capital of the Company, out of which 2,144,321,004 votes "in favor", representing 100% of the total number of votes held by the shareholders attending the Assembly, it was approved of the date of 24 October 2022 as *Ex - Date*.

Chairperson of the Board of Directors

Iuliana Mihaela Urda



