

**THE ORDINARY GENERAL ASSEMBLY OF THE SHAREHOLDERS OF**

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

headquarters of Impact Developer & Contractor SA, Bucharest, District 1, 31-41 Padurea  
Mogosoia Road, Zip Code 014043

**PROJECT**

**DECISION No.1 of 27 April 2023, 10.00 a.m.**

*I. Convening*

The Ordinary 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. \_\_\_\_\_;
  - o National newspaper of 27.03.2023;
- Notification to the Bucharest Stock Exchange on 23.03.2023 and to FSA on 23.03.2023;
- Display at the Company's headquarters and on Company's website [www.impactsa.ro](http://www.impactsa.ro).

*II. The quorum*

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

- \_\_\_\_\_ shares of the total number of 2.365.679.951 shares,
- \_\_\_\_\_ votes of the total number of 2,364,941,410 voting rights

the Ordinary Shareholders' General Assembly of the Company is statutory in accordance with the provisions of the 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.

**III. THE MEETING**

- 1.** Approval of the Report of the Board of Directors for the fiscal year 2022.
- 2.** Approval of the individual annual financial statements for 2022 prepared in accordance with Order of the Minister of Public Finance No. 2844/2016 for the approval of the accounting regulations compliant with the International Financial

Reporting Standards (IFRS) and audited according to the Report of the financial auditor for the fiscal year 2022.

3. Approval of the consolidated annual financial statements for 2022 prepared in accordance with the International Financial Reporting Standards (IFRS) and audited according to the Report of the financial auditor for the fiscal year 2022.
4. Approval of distribution of the net profit achieved in 2022, amounting to RON 63.328.830,88, in accordance with the proposals of the Board of Directors, as follows:
  - RON 3.804.965,47 legal reserves;
  - RON 59.523.865,41 shall remain undistributed.
5. Approval of the release of liability of the administrators for the fiscal year 2022.
6. Approval of the activity program and approval of the income and expense budget for the fiscal year 2023, in accordance with the information materials.
7. Approval of the remuneration of the members of the Board of Directors and the Chairperson of the Board of Directors: *i.e.* EUR 3,000 gross/month and EUR 4,600 gross/month of the Chairperson of the Board of Directors.
8. Approval of the Company's Remuneration Policy, in accordance with the information materials.
9. Submission of the Remuneration Report for the Directors and General Manager of Impact Developer & Contractor SA, for the year 2022, to the consultative vote of the OGM, having regard to the provisions of Article 107, Paragraph (6) of Law No. 24/2017 on issuers of financial instruments and market operations, as republished.
10. Election of the external financial auditor, for the fiscal year 2023, following the expiry of the current financial auditor's mandate.
11. Approval of the participation of the members of the Board of Directors in the "Stock Option Plan 2023-2024" type program implemented by the Company under the following conditions:
  - (a) The members of the Board of Directors having specific positions within the Board of Directors, according to the regulation on its activity, have the right to participate in the "Stock Option Plan 2023-2024" type program, which represents additional remuneration according to Art. 153<sup>18</sup> (2) of Company Law No. 31/1990, being distributed a total maximum number of 900,000 shares.
  - (b) The Board of Directors shall determine the amount of the additional remuneration for each member of the Board of Directors, based on the

Remuneration Committee's recommendations, according to Art. 153<sup>^</sup>18 (2) and (4) of Company Law No. 31/1990.

- (c) For the members of the Board of Directors, the option right may be exercised after a period of 12 months from the date of granting the option right.
  - (d) The option rights shall be granted until 15.09.2023.
  - (e) After the lapse of the 12 month-period from the date of granting the option right, the members of the Board of Directors shall have to exercise this option right within one month.
- 12.** Empowerment, with the possibility of substitution, of Mrs. Iuliana-Mihaela Urda to sign in the name of the shareholders the Meeting resolution, as well as any other documents in relation thereto and to fulfill any and all the formalities stipulated by law in order to obtain the registration and to ensure the opposability of the Meeting resolution towards third parties.
- 13.** Approval of the date of 17 May 2023 as a registration date that serves for the identification of the Company's shareholders upon which the effects of the decisions passed within the Meeting convened by means of this Calling Notice are reflected (the "**Registration Date**").
- 14.** Approval of the date of 16 May 2023 as *Ex - Date*.

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

- 1.** *With a total number of xxxxxxxxxxx valid votes, representing xxxxxxxxxxx shares and xxxxxxxxxxx% of the share capital of the Company, out of which xxxxxxxxxxx votes "in favor", representing xxxxxxxxxxx of the total number of votes held by the shareholders attending the Assembly, it was approved* the Report of the Board of Directors for the fiscal year 2022.
- 2.** *With a total number of xxxxxxxxxxx valid votes, representing xxxxxxxxxxx shares and xxxxxxxxxxx% of the share capital of the Company, out of which xxxxxxxxxxx votes "in favor", representing xxxxxxxxxxx of the total number of votes held by the shareholders attending the Assembly, it was approved* the individual annual financial statements for 2022 prepared in accordance with Order of the Minister of Public Finance No. 2844/2016 for the approval of the accounting regulations compliant with the International Financial Reporting Standards (IFRS) and audited according to the Report of the financial auditor for the fiscal year 2022.
- 3.** *With a total number of xxxxxxxxxxx valid votes, representing xxxxxxxxxxx shares and xxxxxxxxxxx% of the share capital of the Company, out of which xxxxxxxxxxx votes "in favor", representing xxxxxxxxxxx of the total number of votes held by the shareholders attending the Assembly, it was approved* the consolidated annual financial statements for 2022 prepared

in accordance with the International Financial Reporting Standards (IFRS) and audited according to the Report of the financial auditor for the fiscal year 2022.

4. *With a total number of xxxxxxxxxxx valid votes, representing xxxxxxxxxxx shares and xxxxxxxxxxx% of the share capital of the Company, out of which xxxxxxxxxxx votes "in favor", representing xxxxxxxxxxx of the total number of votes held by the shareholders attending the Assembly, it was approved* distribution of the net profit achieved in 2022, amounting to RON 63.328.830,88, in accordance with the proposals of the Board of Directors, as follows:
  - RON 3.804.965,47 legal reserves;
  - RON 59.523.865,41 shall remain undistributed.
5. *With a total number of xxxxxxxxxxx valid votes, representing xxxxxxxxxxx shares and xxxxxxxxxxx% of the share capital of the Company, out of which xxxxxxxxxxx votes "in favor", representing xxxxxxxxxxx of the total number of votes held by the shareholders attending the Assembly, it was approved* the release of liability of the administrators for the fiscal year 2022.
6. *With a total number of xxxxxxxxxxx valid votes, representing xxxxxxxxxxx shares and xxxxxxxxxxx% of the share capital of the Company, out of which xxxxxxxxxxx votes "in favor", representing xxxxxxxxxxx of the total number of votes held by the shareholders attending the Assembly, it was approved* the activity program and approval of the income and expense budget for the fiscal year 2023, in accordance with the information materials.
7. *With a total number of xxxxxxxxxxx valid votes, representing xxxxxxxxxxx shares and xxxxxxxxxxx% of the share capital of the Company, out of which xxxxxxxxxxx votes "in favor", representing xxxxxxxxxxx of the total number of votes held by the shareholders attending the Assembly, it was approved* the remuneration of the members of the Board of Directors and the Chairperson of the Board of Directors: *i.e.* EUR 3,000 gross/month and EUR 4,600 gross/month of the Chairperson of the Board of Directors.
8. *With a total number of xxxxxxxxxxx valid votes, representing xxxxxxxxxxx shares and xxxxxxxxxxx% of the share capital of the Company, out of which xxxxxxxxxxx votes "in favor", representing xxxxxxxxxxx of the total number of votes held by the shareholders attending the Assembly, it was approved* the Company's Remuneration Policy, in accordance with the information materials.
9. *With a total number of xxxxxxxxxxx valid votes, representing xxxxxxxxxxx shares and xxxxxxxxxxx% of the share capital of the Company, out of which xxxxxxxxxxx votes "in favor", representing xxxxxxxxxxx of the total number of votes held by the shareholders attending the*

Assembly, it was approved the Remuneration Report for the Directors and General Manager of Impact Developer & Contractor SA, for the year 2022 (to the consultative vote of the OGM, having regard to the provisions of Article 107, Paragraph (6) of Law No. 24/2017 on issuers of financial instruments and market operations, as republished).

**10.** With a total number of xxxxxxxxxxx valid votes, representing xxxxxxxxxxx shares and xxxxxxxxxxx% of the share capital of the Company, out of which xxxxxxxxxxx votes "in favor", representing xxxxxxxx of the total number of votes held by the shareholders attending the Assembly, it was approved election of the external financial auditor, for the fiscal year 2023, following the expiry of the current financial auditor's mandate. SECRET VOTE

**11.** With a total number of xxxxxxxxxxx valid votes, representing xxxxxxxxxxx shares and xxxxxxxxxxx% of the share capital of the Company, out of which xxxxxxxxxxx votes "in favor", representing xxxxxxxx of the total number of votes held by the shareholders attending the Assembly, it was approved the participation of the members of the Board of Directors in the "Stock Option Plan 2023-2024" type program implemented by the Company under the following conditions:

- (a) The members of the Board of Directors having specific positions within the Board of Directors, according to the regulation on its activity, have the right to participate in the "Stock Option Plan 2023-2024" type program, which represents additional remuneration according to Art. 153<sup>18</sup> (2) of Company Law No. 31/1990, being distributed a total maximum number of 900,000 shares.
- (b) The Board of Directors shall determine the amount of the additional remuneration for each member of the Board of Directors, based on the Remuneration Committee's recommendations, according to Art. 153<sup>18</sup> (2) and (4) of Company Law No. 31/1990.
- (c) For the members of the Board of Directors, the option right may be exercised after a period of 12 months from the date of granting the option right.
- (d) The option rights shall be granted until 15.09.2023.
- (e) After the lapse of the 12 month-period from the date of granting the option right, the members of the Board of Directors shall have to exercise this option right within one month.

**12.** With a total number of xxxxxxxxxxx valid votes, representing xxxxxxxxxxx shares and xxxxxxxxxxx% of the share capital of the Company, out of which xxxxxxxxxxx votes "in favor", representing xxxxxxxx of the total number of votes held by the shareholders attending the Assembly, it was approved empowerment, with the possibility of substitution, of Mrs. Iuliana-Mihaela Urda to sign in the name of the shareholders the Meeting resolution, as well as any other documents in relation thereto and to fulfill any and all the formalities stipulated

by law in order to obtain the registration and to ensure the opposability of the Meeting resolution towards third parties.

**13.** *With a total number of xxxxxxxxxxx valid votes, representing xxxxxxxxxxx shares and xxxxxxxxx% of the share capital of the Company, out of which xxxxxxxxxxx votes "in favor", representing xxxxxxxx of the total number of votes held by the shareholders attending the Assembly, it was approved of the date of 17 May 2023 as a registration date that serves for the identification of the Company's shareholders upon which the effects of the decisions passed within the OGMS.*

**14.** *With a total number of xxxxxxxxxxx valid votes, representing xxxxxxxxxxx shares and xxxxxxxxx% of the share capital of the Company, out of which xxxxxxxxxxx votes "in favor", representing xxxxxxxx of the total number of votes held by the shareholders attending the Assembly, it was approved of the date of 16 May 2023 as Ex - Date.*

Chairperson of the Board of Directors  
Iuliana Mihaela Urda