

REGULATIONS OF THE NOMINATION AND REMUNERATION COMMITTEE OF IMPACT DEVELOPER & CONTRACTOR SA

1. RECITALS

- 1.1. The Board of Directors ('Board') of **IMPACT DEVELOPER & CONTRACTOR SA** ('the **Company**') adopted this Regulation ('the **Regulation**') on 21.04.2021, in order to regulate the activity of the Nomination and Remuneration Committee ('the **Committee**'). This Regulation was elaborated in accordance with the provisions of the Corporate Governance Code of the Bucharest Stock Exchange ('**BVB**'), the edition of 11 September 2015 and with the provisions of Regulation no. 2/2016 on the application of corporate governance principles by entities authorized, regulated and supervised by the Financial Supervisory Authority ('**Regulation no 2/2016**').
- 1.2. The Committee is a body subordinated to the Board, created to issue competent and independent opinions on nomination and remuneration policies and practices and to exercise the duties mandated by the Board of Directors on this segment of activity.
- 1.3. This Regulation may be amended on the basis of a Council Decision.
- 1.4. This Regulation shall be supplemented by the provisions of the Articles of Incorporation concerning the tasks and functioning of the Committee.
- 1.5. The Committee analyzes and ensures that the general principles and nomination and remuneration policy correspond to the business strategy, objectives, values and long-term interests of the Company.

2. MEMBERS

- 2.1 The members and the chairman of the Committee shall be appointed by the Council.
- 2.2 The committee will be composed of 3 non-executive members, and the majority of them must be independent directors. The composition of the Committee will be reviewed annually.
- 2.3 The chairman of the Nomination and Remuneration Committee must be an independent, non-executive member.

3. DUTIES

- 3.1 The Committee has an advisory role and will assist the Council in increasing the efficiency of the activity of the Council regarding the nomination and remuneration.
- 3.2 The Committee has, in addition as to the provisions of the Articles of Incorporation, the following duties regarding the nomination and remuneration , :
 - a) to contribute to the elaboration/revision of the policies and procedures for the adequacy of the members of the management structure and of the persons designated in key positions
 - b) to advise on proposals for the appointment and removal of members of the Council: to identify, select and recommend to the Council suitable candidates for appointment as members of the Council and its advisory committees or for removal from membership of the Council and advisory committees;
 - c) to select and recommend to the Board proposals of candidates for filling vacancies within the management structures of the Company;
 - d) to draw up and propose to the Council a policy for the selection and evaluation of candidates and assesses the balance of candidates' skills, experience, independence, knowledge and diversity;

- e) to adopt measures for the integration of the members of the management structure;
- f) to prepare and recommend guidelines for the selection of members of the Board of Directors, including criteria for assessing their independence;
- g) to verify at least once a year the independence of the members of the Council;
- h) to propose to the Council procedures for the regular evaluation of the performance of the Council and its members;
- i) to provide assistance to the Board with the annual evaluation process in establishing the overall and individual performance and effectiveness of the Board, its advisory committees, as well as the overall management and talent development process within the Company;
- j) to regularly assess the size and composition of the Council and its advisory committees and, where appropriate, make recommendations to the Council on any changes;
- k) to provide advice on proposals for the appointment and dismissal of the General Manager and executive officers of the Company;
- l) to prepare, revise and submit for approval to the Board the Company's policies regarding remuneration, incentives and compensatory payments;
- m) to make proposals for the attention of the Board regarding the remuneration of each executive officer, including bonuses, incentives and stock options;
- n) to analyze and make proposals for the attention of the Board of Directors regarding the total annual package of the variable Remuneration within the Company;
- o) to make recommendations to the Board on the Company's policies on recruitment, staff retention and termination of employment;
- p) to make recommendations to the Board regarding the remuneration of the general manager and other executive officers, including the main components of remuneration, performance targets and the evaluation methodology;
- q) to analyze and make proposals for the attention of the Board of Directors (and, through the Board of Directors, for the attention of the general meeting of shareholders, as the case may be) regarding the Stock Option Plan;
- r) if necessary, to appoint experts to assist the Committee with specific tasks and inform the Board thereof;
- s) to make proposals for the attention of the Board of Directors regarding any policy related to remuneration;
- t) to review the annual remuneration report;
- u) to periodically review the executive directors' remuneration and other remuneration items, including compensation payments and pension plans;
- v) to make the plan proposal regarding the necessary training and professional development at the level of the members of the Board of Directors and at the level of the executive management;
- w) to propose remedial measures if it finds deficiencies that can be easily remedied in the knowledge, skills and experience of the evaluated persons;
- x) to prepare other reports or materials as required by the Board.
- y) to annually review its own performance and terms of reference to ensure that it operates as

efficiently as possible;

z) to prepare other reports or materials as required by the Board.

4. MEETINGS OF THE COMMITTEE AND MINUTES

- 4.1** The Committee will meet on a quarterly basis, but also whenever necessary, including before discussing the issues within the competence of this Committee, included on the agenda of the meetings of the Board of Directors,
- 4.2** The Committee also meets prior to the approval of the Company's Business Plan and Income and Expense Budget for the current year, to analyze whether the nomination and remuneration policy corresponds to the Company's business strategy, objectives and interests, allowing and promoting an efficient administration of risks without leading to a risk assumption that exceeds the level of risk tolerance of the Company.
- 4.3** The meetings of the Committee can be with the physical presence, by means of electronic mail - e-mail or as a teleconference. The participation of a member in a meeting by video/audio means will be considered valid for the purpose of determining the quorum.
- 4.4** The meetings of the Committee will be convened by the Chairman of the Committee, by specifying the agenda. However, the members of the Committee will be able, in their unanimous presence and if none of them opposes, to hold a meeting and to take any measures/recommendations within the competence of the Committee, without observing the formalities required for the convocation.
- 4.5** The committee shall adopt recommendations by a simple majority of the votes of the members present. In the event of a tie, the casting vote shall be taken by the Chairman of the Committee.
- 4.6** The Committee shall take decisions by mutual consent. If no agreement is reached, decisions shall be taken by a simple majority of the votes of the members present.
- 4.7** A written decision which is signed or approved by letter, e-mail, telegram or fax by all members of the Committee shall be valid and shall have the same effects as a decision taken at a meeting of the Committee.
- 4.8** Requests for information must be established by a decision of the Committee and clearly state the exact type of information requested, the persons responsible for providing the requested information, the format in which the information must be provided and the deadline (from the date the signed decision of the Committee with the request was transmitted to the persons concerned) for the provision of the requested information.
- 4.9** Employees of the Company may also be invited to the meetings of the Committee, who will present documents or information, written or oral, in connection with the aspects requested by the Committee.
- 4.10** The minutes of a meeting shall include the date and place of the meeting, the names of the participants, the agenda and the deliberations, the conclusions of the discussions, the list of actions identified, the measures and recommendations proposed, the decisions taken, the number of votes cast and divergent views, other relevant issues/information. The minutes must be signed by the chairman and by all members attending the meeting.
- 4.11** The minutes of the meetings of the Committee shall be made available to all members of the Board of Directors through the Secretariat.
- 4.12** The works of the Committee will be prepared by the Company Secretariat. The Secretariat has the duty to:
 - (i) keep the documents discussed, presented or otherwise deriving from the meeting of the Council;
 - (ii) record correctly and completely the decisions of the Committee in the special register, and on

Teams, in the folder dedicated to the Committee;

- (iii) communicate to the Board and other relevant persons within the Company the decisions taken by the Committee.

5. REPORTING TO THE COUNCIL

- 5.1 The Committee will report regularly to the Council on its meetings and work. The report must include at least a summary of the issues addressed and the measures taken by the Committee.
- 5.2 The Committee shall draw up a report to be included or annexed to the annual report of the Company, which shall contain at least the following:
 - (i) the names of all members of the Committee and of the chairman of the Committee, the frequency of meetings of the Committee, the presence of its members (in person or *in absentia*);
 - (ii) a description of the roles and responsibilities of the Committee and the actions taken by the Committee to fulfill those responsibilities;
 - (iii) a description of the Company's nomination and remuneration policy and practices, as well as the duties of the Committee and the related activities carried out by it during the year.

6. SELF-EVALUATION AND EVALUATION OF THE REGULATION

- 6.1 The Committee will carry out an annual self-assessment of its performance and report its results to the Council.
- 6.2 The Committee shall periodically review and assess the appropriateness of this Regulation and may recommend to the Council any amendments for its approval.

7. THE ANNUAL REPORT

- 7.1 Represents the report on the remuneration that must present the implementation of the nomination and remuneration policy for the persons identified in the nomination and remuneration policy and during the annual period that is the object of the analysis;
- 7.1. The company will present in the Annual Report the effective remuneration of the members of the Board of Directors and of the executive directors during the year subject to review.
- 7.2. The Annual report will also include:
 - (i) a presentation of the evolution of the total remuneration of the executive officer and an explanation for any exceptional benefits;
 - (ii) a statement regarding the implementation of the nomination and remuneration policy during the annual period that is the object of the analysis;
 - (iii) the total remuneration granted to each executive officer during the year, broken down into the basic remuneration, benefits, bonus, shares or stock options and possible compensatory payments; and
 - (iv) the shares and stock options granted to each executive officer in previous years and the periods for which they were granted, the exercise and expiration dates, the options price, as well as the number of rights exercised.

8. FINAL PROVISIONS

- 8.1.** The Company will ensure that the directors will comply with the obligation to report annually to the Audit Committee their main professional functions and activities, and, in this regard, the Audit Committee will verify and ensure that the Policy has been complied with.
- 8.2.** The company will publish on its website the nomination and remuneration policy and any essential change in the remuneration policy must be published in due time on the website.
- 8.3.** Remuneration may not be paid by means or methods that facilitate circumvention of the provisions of the Remuneration Policy.
- 8.4.** For the purpose of effective corporate governance, the Board reviews at least once a year the nomination and remuneration policy for directors and members of the executive management.