

**REGULATIONS OF THE AUDIT COMMITTEE
OF IMPACT DEVELOPER & CONTRACTOR S.A.**

1. RECITALS

The Board of Directors ('**Board**') of IMPACT DEVELOPER & CONTRACTOR S.A. (**The Company**) adopted this Regulation ('**the Regulation**') on 23.04.2021 to regulate the work of the audit committee ('**Committee**'). This Regulation may be amended on the basis of a decision of the Council.

2. MEMBERS

The members and the chairman of the Committee shall be appointed by the Council. They must have experience appropriate to their responsibilities within it.

3. DUTIES

3.1. The Committee has an advisory role being set up in order to provide assistance to the Board mainly in fulfilling its duties related to **financial reporting, external audit and internal control**.

3.2. The Committee has, inter alia, the following responsibilities:

- a) to endorse the audit plan and the resources required for this activity;
- b) to ensure compliance with the provisions of the legal framework, the articles of association and the rules approved by the board of directors
- c) to examine and review the correctness of the individual and consolidated financial statements, quarterly and annual, as well as interim, of the Company, as well as of all financial reports, before being submitted to the Board for approval;
- d) to analyze and make recommendations to the Board regarding the appointment, reappointment and dismissal of external auditors, which must be approved by the shareholders;
- e) to monitor the relationship with external auditors from the perspective of their remuneration, as well as the conditions of the professional relationship;
- f) to meet regularly with the external auditor and review the conclusions of the audit with the external auditor;
- g) to develop and implement a policy regarding the provision of services other than audit by the external auditor, referring to the relevant ethical recommendations;
- h) to approve the regulation of organization and functioning of the internal audit department or the tasks of the internal auditor in case of outsourcing of the service;
- i) to analyze and approve the area of competence of the internal audit department, ensuring the necessary resources to carry out the activity efficiently and professionally;
- j) to establish the internal control procedures and verify the observance of the established control procedures;

- k) to supervise and review the activity of the internal audit department/of the outsourced internal auditor, from the perspective of independence from the executive management, impartiality, competence and professional diligence;
- l) before the meetings, to receive from the internal auditor a report aiming at the last conclusions and recommendations, as well as their implementation stage;
- m) to make recommendations to the Board regarding the appointment or dismissal of the internal auditor;
- n) to approve key performance indicators for the head of the internal audit department, evaluate and discuss its performance with the General Manager, as appropriate;
- o) to review the budget of the internal audit department;
- p) to monitor the changes that occur at the level of the internal audit department staff (hiring, transfers, resignations, dismissals);
- r) to monitor and review the efficiency and adequacy of the internal control systems and analyze the relevant reports provided by the executive management;
- s) to ensure the existence, observance and compliance of policies and practices with legal provisions, local and international regulations, recommendations of regulators and best practices;
- t) to make best efforts in order for the Company to adopt a code of conduct, and after its adoption to ensure its implementation and efficiency;
- u) to analyze the implementation of the policy on conflicts of interest;
- v) to receive and evaluate the periodic reports presented by the risk management officer regarding the risk profile of the Company, the stage of implementation and the efficiency of the risk management system;
- w) to inform the Board on the main risks assumed by the Company, monitor these risks and ensure that they are managed efficiently;
- x) to adopt a systematic approach to monitoring all major categories of major risks;
- y) to approve and review the budget and the number of employees allocated to risk management;
- z) to annually review its own performance and terms of reference, to ensure that it carries out its activity with maximum efficiency. Consequently, this revision proposes to the Council for approval the necessary amendments;
- aa) to prepare at the end of the calendar year the activity plan for the following year, submitting it for approval to the Council.

4. MEETINGS OF THE COMMITTEE AND MINUTES

- 4.1. The Committee meets periodically, at least quarterly, and whenever necessary;
- 4.2. The Committee shall be convened by the Chairman of the Committee, who shall establish the agenda and the duration of the meetings, ensuring the efficient exercise of the Committee's duties;
- 4.3. The Committee shall meet if two members of the Committee request a meeting.

- 4.4. 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.
- 4.5. The meetings of the Committee will be organized before the meetings of the Council, allowing the timely preparation of the reports for the Council;
- 4.6. The convening notice of the Committee meeting specifying the place, date and time of the meeting, as well as the agenda will be sent to each member of the Committee and any other person whose participation is required, at least 5 (five) working days before the date of the meeting. The necessary informative materials will be provided within the same term. The documents can also be e-mailed.
- 4.7. The Committee may meet by videoconference or teleconference if the Chairman of the Committee so decides. Also, at the request of the Chairman, decisions may be taken by an exchange of e-mails, faxes or letters.
- 4.8. The Committee may invite to meetings any director, officer or any other person who may contribute to the performance of its duties, by presenting documents or information, written or oral, in connection with matters requested by the Committee. The internal auditor participates in the meetings of the Committee, without having the right to vote.
- 4.9. 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.
- 4.10. The minutes of the meetings of the Committee shall be made available to all members of the Board of Directors through the Secretariat.
- 4.11. 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.