

**REGULATION OF THE NOMINATION COMMITTEE  
OF IMPACT DEVELOPER & CONTRACTOR SA**

**1. Preamble**

- 1.1. The Board of Directors (“**the Board**”) of the Company **IMPACT DEVELOPER & CONTRACTOR SA** (“**the Company**”) has adopted this regulation (“**the Regulation**”) in order to regulate the activity of the nomination committee (“**the Committee**”), in compliance with the provisions of the Code of Corporate Governance of the Bucharest Stock Exchange („**BVB**”), Edition of 11<sup>th</sup> of September 2015, and of Regulation no. 2/2016 regarding the application of corporate governance principles by entities authorized, regulated and supervised by the Financial Supervisory Authority (“**ASF Regulation no. 2/2016**”).
- 1.1. The Committee is a subordinate body to the Board of Directors, established in order to issue qualified and independent opinions on the nomination policies and practices and to fulfil the duties assigned by the Board of Directors on this segment of activity.
- 1.1. The Regulation may be amended through resolution of the Board.
- 1.1. The Regulation is completed with the provisions regarding the attributions and operation of the Committee from the Articles of Association.
- 1.1. The Committee analyses and ensures that the general principles and nomination policy are in compliance with the Company’s long-term business strategy, objectives, values and interests.

**2. Members**

- 2.1 The members and the chairman of the Committee shall be named by the Board.
- 2.2 The Committee shall be composed of 3 non-executive members, the majority of which, including the chairman, must be independent administrators. The composition of the Committee shall be revised annually.
- 2.3 During the exercise of their mandate, the Committee members shall not own positions, qualities or conclude transactions which might be considered incompatible with the mission of the Committee.

**3. Attributions**

- 3.1 The Committee has a consultative role and shall offer assistance to the Board so as to raise the efficiency of the Board’s activity in matters of nomination.
- 3.2 The Committee has the following attributions in matters of nomination:
- (i) identifies, selects and recommends to the Board the appropriate candidates to be appointed as members of the Board and as members of its consultative committees or to be revoked from the position of member of the Board or member of one of its consultative committees;
  - (ii) elaborates proposals to the Board for the positions of key directors and members of the Board’s

consultative committees;

- (iii) elaborates and proposes to the Board the candidate selection and evaluation policy and evaluates the balance of the candidates' abilities, experience, independence, knowledge and diversity;
- (iv) prepares and recommends guidelines for selecting the members of the Board of Directors, including criteria for the evaluation of their independence;
- (v) verifies the independence of the members of the Board of Directors at least once a year;
- (vi) proposes to the Board procedures for regularly evaluating the performance of the Board and its members;
- (vii) assists the Board in the process of its yearly evaluation of the general and individual performance and efficiency of the Board and its consultative committees, as well as in the general process of talent management and development within the Company;
- (viii) regularly evaluates the dimension and competence of the Board and its consultative committees and, if the case may be, recommends any amendments to the Board;
- (ix) advises on proposals for the appointment and revocation of Board members;
- (x) advises on proposals of appointment and dismissal of the Company's general director and executive directors;
- (xi) annually reviews its own performance and the reference terms, so as to ensure that its activity is performed with maximum efficiency;
- (xii) elaborates other reports or materials requested by the Board.

#### **4. Meetings and reports**

- 4.1** The chairman of the Committee, with prior consultation of the members of the Committee, shall establish the schedule and frequency of the meetings, which must be held once each quarter.
- 4.2** Additionally, the Committee gathers whenever necessary, as requested by one of its members or by a Company executive.
- 4.3** The Committee meetings shall be summoned by the chairman, indicating at least the place and date of the meeting, the time of its beginning, as well as the points on the agenda.
- 4.4** Should the chairman not be able to perform its attributions during a meeting, the members present at the respective meeting of the Committee shall name a different member to chair the meeting.
- 4.5** The chairman shall be an independent non-executive director.
- 4.6** The quorum requirement shall be considered fulfilled and the Committee shall be considered legally gathered in the presence of at least two members (including the Chairman of the Committee). A member's

participation in the meeting through audio and video means of communication shall be considered valid for determining the quorum.

- 4.7 The Committee shall adopt its decisions through mutual consent. Should the consent not be reached, the decisions shall be adopted with the simple majority of the members present and voting.
- 4.8 A written resolution signed or approved through letter, e-mail, telegram or fax by all members of the Committee shall be considered valid and shall produce the same effects as a resolution adopted in a meeting of the Committee.
- 4.9 Requests for information shall be established through a resolution of the Committee, clearly indicating 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 for providing the requested information (as from the date at which the signed resolution of the Committee containing the request was communicated to the respective persons).
- 4.10 The report of the meeting shall indicate the meeting place, name of participants, agenda and order of deliberation, adopted resolutions, number of votes cast and dissenting opinions, other relevant information/aspects. The report must be signed by the chairman and all the members participating in the meeting.
- 4.11 The report of the Committee meeting shall be made available to all the members of the Board of Directors through the Secretariat.
- 4.12 The materials necessary for the Committee meetings shall be prepared by the Company's Secretariat. The Secretariat is responsible for:
- (i) keeping the documents discussed, presented or resulted in any other way in connection to the Committee meeting;
  - (ii) correctly and completely recording the resolutions of the Committee in the special register;
  - (iii) communicating the resolutions adopted by the Committee to the Board and other relevant persons within the Company.

## 5. Reporting to the Board

- 5.1 The Committee shall provide the Board on a regular basis with reports regarding its meetings and its activity. The report must include at least a summary of the matters approached and of the measures adopted by the Committee.
- 5.2 The Committee shall elaborate a report which shall be included or annexed to the Company's annual report, containing at least the following:
- (i) the name of all the members and chairman of the Committee, the frequency of the Committee meetings, the attendance of its members (in person or *in absentia*);

- (ii) a description of the roles and responsibilities of the Committee and of the measures taken by the Committee in order to fulfil the respective responsibilities;
- (iii) a description of the Company's appointment policy and practices, as well as the attributions of the Committee and corresponding activities performed throughout the year.

**5.3** The Committee prepares, at the end of each calendar year, an activity plan for the following year, which shall be submitted to the Board's approval.

## **6. Self-evaluation and evaluation of the Regulation**

**6.1** The Committee shall elaborate an annual self-evaluation of its performance and shall communicate its results to the Board.

**6.2** The Committee shall revise and evaluate on a regular basis the adequacy of the Regulation and may submit any amendments to the Board's approval.

## **7. Annual Report**

**7.1** The Annual Report is a report on nomination detailing the implementation of the appointment policy throughout the annual period subject to analysis.

**7.2** The Annual Report shall also include:

- (i) a presentation of the Committee, composed of non-executive members;
- (ii) the manner in which it has conducted the appointment procedure;
- (iii) recommendations for the Board.

## **8. FINAL PROVISIONS**

**8.1** The Company shall ensure that the directors comply with the obligation to report annually to the Audit Committee their main positions and professional activities, in which respect the Audit Committee shall verify and ensure compliance with the Policy.

**8.2** The Company shall publish the appointment policy on its webpage and any essential amendments made to the appointment policy shall be published on the Company's webpage in advance.

**8.3** The remuneration shall not be paid through means or methods facilitating the evasion of the provisions of the Policy.

**8.4** To the purpose of efficient corporate governance, the Board analyses the appointment policy for directors and members of the executive management at least once a year.