

**REGULATION ON THE REMUNERATION 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 remuneration committee (“**the Committee**”). The Regulation was elaborated in compliance with the provisions of the Code of Corporate Governance of the Bucharest Stock Exchange (“**BVB**”), the Edition of 11th 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 (“**Regulation no. 2/2016**”).
- 1.2. The Committee is a subordinate body to the Board of Directors, established in order to issue qualified and independent opinions on the remuneration policies and practices and to fulfil the duties assigned by the Board of Directors on this segment of activity.
- 1.3. The Regulation may be amended through resolution of the Board.
- 1.4. The Regulation is completed with the provisions regarding the attributions and operation of the Committee from the Articles of Association.
- 1.5. The Committee analyses and ensures that the general principles and remuneration 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 must be independent administrators. The composition of the Committee shall be revised annually.
- 2.3 The chairman of the remuneration Committee shall be an independent member.

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 remuneration.
- 3.2 In addition to the provisions of the Articles of Association, the Committee has the following attributions in matters of remuneration:
 - (i) elaborates, revises and submits to the approval of the Board the Company’s policies on remuneration, incentives and compensatory payments;
 - (ii) elaborates proposals to the Board regarding the remuneration of each executive manager, including bonuses, incentives and stock options plans;
 - (iii) analyses and elaborates proposals to the Board of Directors regarding the total annual package of the

Variable remuneration within the Company;

- (iv) elaborates recommendations to the Board regarding the Company's policies on recruitment, staff retention and termination of employment;
- (v) elaborates recommendations to the Board regarding the remuneration of the general manager and other executive managers, including the main components of the remuneration, performance objectives and evaluation methods;
- (vi) elaborates recommendations to the Board regarding the non-executive managers' structure of remuneration;
- (vii) analyses and elaborates proposals to the Board of Directors (and, through the Board of Directors, to the shareholders' general meeting, as applicable) regarding stock option plans and stock ownership plans;
- (viii) if necessary, names experts which shall assist the Committee with specific tasks and informs the Board of this situation;
- (ix) elaborates proposals to the Board of Directors regarding any policy related to remuneration;
- (x) revises the annual report regarding remuneration;
- (xi) periodically revises the remuneration of executive managers and other remuneration elements, including compensatory payments and pension plans;
- (xii) elaborates other reports or materials as 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 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.
- 4.4 The chairman shall be an independent non-executive director.
- 4.5 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.
- 4.6 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.
- 4.7 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.

- 4.8 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).
- 4.9 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 members participating in the meeting.
- 4.10 The report of the Committee meeting shall be made available to all the members of the Board of Directors through the Secretariat.
- 4.11 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 remuneration policy and practices, as well as the attributions of the Committee and corresponding activities performed throughout the year.

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 remuneration detailing the implementation of the remuneration policy for the persons indicated in the remuneration policy throughout the annual period subject to analysis;

7.1. The Company shall present in the Annual Report the effective remuneration of the members of the Board of Directors and of the executive managers throughout the year of analysis.

7.2. The Annual Report shall also include:

- (i) a presentation of the evolution of the total remuneration of the executive managers and explanations for any exceptional benefits;
- (ii) a statement regarding the implementation of the remuneration policy throughout the annual period subject to analysis;
- (iii) the total remuneration offered to each executive manager throughout the year, highlighting the basic remuneration, benefits, bonus, stock ownership or stock options and any compensatory payments; and
- (iv) stock ownership and stock options offered to each executive manager in previous years, indicating the periods for which they had been offered, the maturity and expiration dates, the price for exercising the option, as well as the number of rights exercised.

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 remuneration policy on its webpage and any essential amendments made to the remuneration 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 remuneration policy for directors and members of the executive management at least once a year.