

## ARTICLES OF INCORPORATION

of the company

### “IMPACT DEVELOPER & CONTRACTOR” S.A.

Updated on 15 June 2017

#### Article 1 – Name of the Company

- (1) The name of the company is “IMPACT DEVELOPER & CONTRACTOR” SA, hereinafter referred to as “IMPACT DEVELOPER & CONTRACTOR” or the “Company”.
- (2) All the documents issued by the Company, shall mention the name of the company, followed by the words “Joint Stock Company” or the initials “S.A”, the subscribed and paid share capital and the registration number of the Trade Registry, Tax registration code, and other information provided by the law.

#### Article 2 – Legal form

The company “IMPACT DEVELOPER & CONTRACTOR” SA is a Romanian legal entity, organized as a joint stock company and operates in accordance with the Romanian law and with the present Articles of Incorporation.

#### Article 3 – Headquarters

- (1) The Company’s headquarters are situated in Romania, Romania, Ilfov County, Voluntari, Pipera-Tunari road. 4C, Construdava Business Center, 6<sup>th</sup> and 7<sup>th</sup> floor, postal code 077190.
- (2) The Company’s headquarters may be moved to any other location in Romania, based on the resolution of the Board of Directors.
- (3) The Board of Directors may establish, respectively to dissolve branch offices, subsidiaries, working-points, offices, agencies etc. located in others cities in Romania and abroad, empowering officials of the Company in order to achieve the necessary formalities to open them.

#### Article 4 – Duration

The Company is established for an unlimited period of time.

#### Article 5 – Scope and area of activities

- (1) The main activity of the Company, according to Classification of economic activities (NACE rev 2) is 411 – Development of building projects.
- (2) The Company’s main activity is development of building projects (NACE code 4110)

(3) The Company will perform the following secondary activities:

“Construction of residential and non-residential buildings	(NACE code 4120)
“Construction of other civil engineering projects n.e.c.”	(NACE code 4299)
“Other specialized construction activities n.e.c.”	(NACE code 4399)
“Sawmilling and planning of wood”	(NACE code 1610)
“Manufacture of veneer sheets and wood-based panels”	(NACE code 1621)
“Manufacture of other builders` carpentry and joinery”	(NACE code 1623)
“Manufacture of concrete products for construction purposes”	(NACE code 2361)
“Manufacture of doors and windows of metal”	(NACE code 2512)
“Manufacture of builders` ware of plastic”	(NACE code 2223)
“Distribution of electricity”	(NACE code 3513)
“Trade of electricity”	(NACE code 3514)
“Demolition”	(NACE code 4311)
“Site preparation construction”	(NACE code 4312)
“Test drilling and boring”	(NACE code 4313)
“Electrical installation”	(NACE code 4321)
“Plumbing, heat and air-conditioning installation”	(NACE code 4322)
“Other construction installation”	(NACE code 4329)
“Manufacture of other products of wood; manufacture of articles of cork, straw and plaiting materials”	(NACE code 1629)
“Repair of other equipment”	(NACE code 3319)
“Other education n.e.c”	(NACE code 8559)
“Organization of conventions and trade shows”	(NACE code 8230)
“Other business support service activities n.e.c.”	(NACE code 8299)
“Tour operator activities”	(NACE code 7912)
“Travel agency activities”	(NACE code 7911)
“Advertising agencies”	(NACE code 7311)

“Media representation activities”	(NACE code 7312)
“Sale of cars and light motor vehicles (under 3,5 tons)”	(NACE code 4511)
“Sale of other motor vehicles”	(NACE code 4519)
“Wholesale trade of motor vehicle parts and accessories”	(NACE code 4531)
“Retail trade of motor vehicle parts and accessories”	(NACE code 4532)
“Retail sale of automotive fuel in specialised stores”	(NACE code 4730)
“Renting and operating of own or leased real estate”	(NACE code 6820)
“Maintenance and repair of motor vehicles”	(NACE code 4520)
“Agents involved in the sale of a variety of goods”	(NACE code 4619)
“Repair of furniture and home furnishings”	(NACE code 9524)
“Manufacture of furniture n.e.c.”	(NACE code 3109)
“Manufacture of refractory products”	(NACE code 2320)
“Manufacture of lime and plaster”	(NACE code 2352)
“Urban and suburban passenger land transport”	(NACE code 4931)
“Other passenger land transport n.e.c.”	(NACE code 4939)
“Freight transport by road”	(NACE code 4941)
“Public relations and communication activities”	(NACE code 7021)
“Business and management consultancy activities”	(NACE code 7022)
“Architectural activities”	(NACE code 7111)
“Engineering activities and related technical consultancy”	(NACE code 7112)
“Market research and public opinion polling”	(NACE code 7320)
“Retail sale of books in specialised stores”	(NACE code 4761)
“Retail sale of newspapers and stationery in specialised stores”	(NACE code 4762)
“Handling”	(NACE code 5224)
“Storage”	(NACE code 5210)
“Wholesale of electrical household appliances”	(NACE code 4643)
“Wholesale of wood, construction materials and sanitary equipment”	(NACE code 4673)

“Retail of sale, paints and glass”	(NACE code 5246)
“Service activities incidental to land transportation”	(NACE code 5221)
“Event catering activities”	(NACE code 5621)
“Other food service activities n.e.c.”	(NACE code 5629)
“Manufacture of builders’ ware of plastic”	(NACE code 2223)
“Manufacture of locks and hinges”	(NACE code 2572)
“Repair of fabricated metal products”	(NACE code 3311)
“Manufacture of metal structures and parts of structures”	(NACE code 2511)
“Machining”	(NACE code 2562)
“Water collection, treatment and supply”	(NACE code 3600)
“Roofing activities”	(NACE code 4391)
“Joinery and carpentry installation”	(NACE code 4332)
“Floor and wall covering installation”	(NACE code 4333)
“Painting and glazing installation”	(NACE code 4334)
“Other building completion and finishing”	(NACE code 4339)
“Other accommodation”	(NACE code 5590)
“Management of real estate on a fee or contract basis”	(NACE code 6832)
“Buying and selling of own real estate”	(NACE code 6810)
“Wastewater collection and purge”	(NACE code 3700)

- (4) The secondary objects of activity of the Company can be supplemented with new activities, by means of the resolution of the Board of Directors, which will empower employees of the Company to perform the formalities required by law in this respect.

#### **Article 6 – The share capital**

- (1) The share capital of IMPACT DEVELOPER & CONTRACTOR is of RON 277,866,574 (two hundred seventy seven million eight hundred sixty six thousands five hundred seventy four) and has been fully subscribed and paid.
- (2) The share capital is divided in 277,866,574 shares, each share having the nominal value of RON 1.
- (3) The Company’s share capital structure is as follows: RON 277,866,488.90 and USD 5,000 by

way of cash contributions and RON 35.1 by way of in kind contribution.

- (4) The shareholders holdings are those included in the register of shareholders which is kept by Depozitarul Central S.A.

#### **Article 7 - Increase or decrease of the share capital**

The share capital of the Company may be increased or decreased in accordance with the applicable law.

#### **Article 8 – The shares**

- (1) The shares of the Company are nominative, ordinary, indivisible shares, issued in a dematerialized form, registered within the share registry held by the Depozitarul Central SA, in accordance with relevant legal provisions.
- (2) The issuance, conversion and assignment of the shares of the Company will be performed in accordance with the legal provisions applicable to the activity of the companies admitted to trading on a regulated market.
- (3) When a nominative share becomes the property of more than one person, the transfer of the property right will not be registered unless those persons appoint a sole representative for exercising the rights in connection with that share.
- (4) The Company may buy back its own shares in accordance with the applicable law.

#### **Article 9 – Rights and obligations of the shareholders**

- (1) The acquisition by a person of the ownership right over a share automatically results in that person becoming shareholder of IMPACT DEVELOPER & CONTRACTOR, with all the rights and obligations arising from this capacity, in accordance with the law and the present Articles of Incorporation.
- (2) Except for the cases in which the law provides otherwise, each share having its value fully subscribed and paid confers the owner the following rights:
  - a) to participate in the General Meetings of Shareholders;
  - b) to obtain the information necessary for the exercise of the voting rights and regarding the results of the vote in the General Meeting of Shareholders;
  - c) to cast one vote in the General Meeting of Shareholders;
  - d) to obtain the dividends to which he/she is entitled;
  - e) the preference right regarding the subscription of newly issued shares;
  - f) to transfer the ownership right over the shares, in accordance with the law;
  - g) to be treated equally with the other shareholders which hold shares from the same category of shares; as well as,

- h) any other rights provided by the law and the Articles of Incorporation.
- (3) The shareholders must exercise their rights in good-faith, with the observance of the rights and legitimate interests of the Company and of the other shareholders.
- (4) The shareholder, which has, in a certain operation, either personally, or as a representative of another person, an interest contrary to that of the Company, will have to refrain from participating in the decision making process with respect to that operation.
- (5) The shareholders will provide to the Company, on their own or at the Company's request, all identification data, contact data, as well as any other personal data necessary in order to ensure the conditions for the fulfillment of the Company's obligations, provided by the law or by these Articles of Incorporation.
- (6) In case where the data transmitted in accordance with para. 2 is changed, the provision of the new data will be performed by the shareholders, on their own.

#### **Article 10 – Organization and competences of the General Meeting of Shareholders**

- (1) The General Meetings of Shareholders are ordinary and extraordinary.
- (2) The Ordinary General Meeting of Shareholders is held at least once a year, at the latest within 4 (four) months, calculated from the moment of the conclusion of the financial exercise.
- (3) The Ordinary General Meeting of Shareholders is competent to decide on any issues regarding the activity of the Company, with the exception of those issues which fall, according to the law, under the competence of the Extraordinary General Meeting of Shareholders.
- (4) The competences of the Ordinary General Meeting of Shareholders are mainly the following:
  - a) to approve of the strategic objectives of the Company;
  - b) to discuss, to approve, or, if the case may be, modify the annual financial statements of the Company, on the basis of the reports presented by the Board of Directors and by the financial auditor, and to set the dividend;
  - c) to discuss, approve, or, if the case may be, to request the supplementation or amendment of the management plan, in accordance with the conditions provide by the law;
  - d) to establish the revenues and expenditures budget, for the next financial year;
  - e) to appoint and revoke the members of the Board of Directors and to fix their remuneration;
  - f) to decide upon the management actions taken by the Board of Directors;
  - g) to appoint and revoke the financial auditor and to fix the minimum contractual

period of the financial audit contract;

- h) to approve the pledge, lease or dissolution of one or more units of the Company.
- (5) The resolutions of the General Meetings of Shareholders are taken by opened vote procedure, except for the cases where the law states as mandatory a secret voting procedure. The resolutions of the General Meetings of Shareholders will be filed for publishing, within 15 days at the Trade Registry Office, in order to be mentioned in the trade registry and to be published in the Official Gazette of Romania, Part IV.
- (6) The Extraordinary General Meeting of Shareholders meets whenever necessary to decide upon the following:
- a) changing the legal form of the Company;
  - b) moving the headquarters of the Company;
  - c) changing the object of activity of the Company;
  - d) increasing the share capital of the Company;
  - e) decreasing the share capital of the Company or replenishing it by issuing new shares;
  - f) merger with other companies or spin-off of the Company;
  - g) the anticipated dissolution of the Company;
  - h) the conversion of shares from a category into another category;
  - i) the conversion of a category of bonds into another category of bonds or in shares;
  - j) issuance of bonds;
  - k) conclusion of acquisition deeds, having as object non-current assets, whose value exceeds, individually or cumulatively, during the period of a financial year, 20% of the total fixed assets of the Company, except the receivables;
  - l) conclusion of sale, exchange or guarantees establishment deeds, whose value exceeds, individually or cumulatively, during the time of a financial year, 20% of the total value of all non-current assets of the Company, except the receivables;
  - m) conclusion of lease agreements for a period of the more than 1 (one) year, having as object corporal assets whose value, individually or cumulatively, towards the same contracting party or involved persons or who acts in a concerted manner, exceeds 20% of the total value of the fixed assets of the Company, except receivables, at the time of the conclusion of that agreement, as well as joint ventures concluded for a period of more than one year, exceeding the same threshold as set forth above;
  - n) any other amendment of the Articles of Incorporation or any other resolution for

which is necessary the approval of the Extraordinary Meeting of Shareholders.

- (7) According to the present Articles of Incorporation the Extraordinary General Meeting of Shareholders may delegate to the Board of Directors the exercising of the attributions provided by the para. 6 letters b), c), and f), with the observance of the legal provisions and of these Articles of Incorporation.

#### **Article 11 – Convening of the General Meeting of Shareholders**

- (1) The General Meeting of Shareholders will be convened by the Board of Directors, whenever necessary.
- (2) The convening term for the General Meetings shall not be less than 30 days calculated from the moment the notice of convening of the meeting is published in the Official Gazette of Romania, Part IV.
- (3) The Board of Directors will convene at once the General Meeting of Shareholders, at the request of the shareholders representing, individually or collectively at least 5% of the share capital of the Company. In this case, the General Meeting of Shareholders will be convened in 30 days the latest and shall be held within 60 days, from the moment such request is received.
- (4) The General Meeting of Shareholders is held at the headquarters of the Company or at another place indicated in the convening notice.
- (5) Convening of the General Meeting of Shareholders will be performed in accordance with the conditions, terms and publicity formalities provided by the law.
- (6) The convening notice will indicate the place and date of the meeting, the starting hours, the agenda, together with the explicit indication of all the issues which will be subject to the debate, the reference data, the manner in which the voting right shall be exercised and the precise description of the proceedings that must be observed by the shareholders in order to exercise their voting right, in accordance to the provisions of the CNVM Regulation no. 6/2009 regarding the exercising of certain rights of the shareholders within the general meetings of companies.
- (7) Amendment or, if the case may be, supplementation of the items on the agenda, after convening of the General Meeting of Shareholders, shall be done in accordance with the conditions, terms and formalities provided by the law.
- (8) In case on the agenda there are items regarding the appointment of directors or of members of the Supervising Council, in the convening notice it shall be mentioned that the list containing the information regarding the name, locality of domiciliation, and the professional qualifications of the persons proposed for the position of director is at disposal of the shareholders, and may be consulted and supplemented, and the supplemented list shall be sent no later than 5 days before the date set for the assembly of the General Meeting of Shareholders.
- (9) By means of the cumulative vote, each shareholder is entitled to attribute its cumulative



votes (the votes obtained as a result of the votes withhold by the shareholder, according to the their participation to the share capital of the Company, multiplied with the number of directors that will form the Board of Directors), to one or more persons proposed to be elected within the Board of Directors.

- (10) A shareholder that holds individually, or, if the case may be, shareholders that collectively hold at least 5% of the share capital of the Company or a lower quota, may request, at least once every financial year, in accordance with the law, the convening of a General Meeting of Shareholders having on the agenda the election of the directors, with the application of the cumulative vote.
- (11) The directors in exercise until the date of the General Meeting of Shareholders are automatically registered on the candidates' list for the election of the new Board of Directors.
- (12) The cumulative voting method requires the election of the entire Board of Directors, formed of at least five members, within the same General Meeting of Shareholders.
- (13) The directors in exercise, which are not confirmed through the cumulative vote procedure in the new Board of Directors are considered to be revoked, their mandate consequently ceasing to produce effects.
- (14) In the case the Board of Directors does not convene the General Meeting of Shareholders, in accordance to para. 3, the shareholders which have requested the convening of the General Meeting of Shareholders may request the competent court of law to authorize the convening of the General Meeting of Shareholders, the approval of the agenda and to set the reference date and the place where the meeting shall held, and to appoint from the shareholders, the person which shall preside this meeting.

#### **Article 12 – The General Meeting of Shareholders**

- (1) The General Meetings of Shareholders are presided by the President of the Board of Directors.
- (2) The President of the Board of Directors will appoint, from the Company's employees, at least one technical secretary to verify the fulfilment of the conditions and of the formalities necessary for the holding of General Meetings of Shareholders.
- (3) If the presence conditions for the meetings to be held are met, the General Meeting of Shareholders will elect, from the shareholders present, with the vote of the majority of the shareholders present or represented 1 (one) up to 3 (three) secretaries which shall verify the presence list of the shareholders indicating the part of share capital represented by each shareholder and the meeting's minutes drafted by the secretary/ technical secretaries for ascertaining that all the conditions and formalities provided by the law and by the present Articles of Incorporation, for the meeting to be held, are met.
- (4) The minutes of the meeting, signed by the President of the Board of Administration and the secretary of the meeting, shall state if the convening formalities were met, the date and place of the meeting, present shareholders, personally or represented by a correspondence vote, total number of the shares/ vote rights, summary of debates, resolutions taken and,

correlatively, the number and types of the votes expressed, in connection with each resolution, and, at the shareholders' request, the statements given by them during the meeting.

- (5) The convening proofs, the presence lists of the shareholders and the minute of the meeting drafted by the secretary/ technical secretaries, according to para. 2 herein shall be attached to the minutes of the meeting.
- (6) In the case where the General Meeting of Shareholders could not be held, at the date and time set by the convening notice, a minutes shall be drafted in this respect and such meeting shall indicate the reasons for which such meeting could not be held.
- (7) The minutes of the meeting provided by para. 6 herein shall be signed by the President of the Board of Directors and by, at least, one technical secretary.

### **Article 13 – The protocol of the General Meeting of Shareholders**

- (1) The shareholders can exercise their voting rights within the General Meeting of Shareholders, personally, through a representative or by a correspondence vote.
- (2) The vote within the General Meeting of Shareholders will be, in all cases, expressed in writing, on a voting form.
- (3) Conventional representation of the shareholders within the General Meeting of Shareholders is performed, in accordance with the law, on the basis of a special or general written power of attorney.
- (4) In case the conventional representative is a legal entity, this entity can exercise its mandate received through any person which is a part of its management or governing body, or from its employees.
- (5) If a shareholder who has voted by correspondence attends the general meeting in person or by representative, the vote by correspondence for that general meeting is automatically cancelled, without any further formalities being required for such purpose. In this case, the Company will only consider the respective shareholder's vote in person or by representative.
- (6) The voting forms through which the voting by correspondence is exercised shall be submitted in original, at the Company's registration service from its headquarters, or transmitted to the Company, in electronic format, having incorporated, attached or logically associated the electronic signature, with at least 24 hours before the General Meeting of Shareholders for which the vote by correspondence is exercised, if the law does not provide differently, under the sanction that such vote will not be opposable.
- (7) In case of the vote exercised through an conventional representative, the powers of attorney containing the special or general mandate, will be registered in original with the registry of the Company, or transmitted to the Company, in electronic format, having incorporated, attached or logically associated an electronic signature, with at least 24 hours before de General Meeting of Shareholders is held, in which it shall be used or in which it shall be used for the first time, if the law does not provide differently, under the penalty of losing the right to

exercise such vote, for that meeting.

- (8) In the case where the vote is expressed through a legal representative, the proof of the legal representation will be performed together with the submission/ communication of the vote by correspondence or, if the case may be, upon access at the General Meeting of Shareholders.
- (9) For the validity of the deliberations within the General Meeting of Shareholders, at the first convening, it is necessary the presence of shareholders holding at least one fourth (1/4) of the total voting rights and that the resolutions must be taken with the majority of the votes validly expressed.
- (10) At the second convening, having the same agenda, the General Meeting of Shareholders will be able to decide irrespective of the quorum met with the majority of the validly expressed votes.
- (11) For the validity of deliberations of the Extraordinary General Meeting of Shareholders, at the first convening, it is necessary the presence of the shareholders holding at least one fourth (1/4) of the total voting rights and the resolutions must be taken with the majority of the validly expressed votes.
- (12) At the second convening, having the same Agenda, the Extraordinary General Meeting of Shareholders may take resolutions in the presence of shareholders holding at least one fifth (1/5) of the total voting rights and resolutions may be taken with the majority of the validly expressed votes.
- (13) In the case where, for the validity of a resolution of the General Meeting of Shareholders, there are legal provisions that state, in a mandatory manner, that another quorum or majority of votes, other than those indicated in these Articles of Incorporation, those legal provisions shall apply accordingly.

#### **Article 14 – Resolutions of the General Meeting of Shareholders**

- (1) The resolutions of the General Meeting of Shareholders will be drafted based on the minutes of the meeting and will be signed by the President of the Board of Directors and by the secretary of the meeting.
- (2) In order to be opposable to third parties, the resolutions of the General Meeting of Shareholders shall be submitted, within a 15 days term to the Trade Registry, and for publication in the Official Gazette of Romania, Part IV.
- (3) The resolutions taken by the General Meeting of Shareholders are mandatory even for the shareholders that have not taken part in the meeting or that have voted against.
- (4) The resolutions of the General Meeting of Shareholders contrary to the law or the Articles of Incorporation may be subject to court claims, within a 15 days term from the moment of the publication in the Official Gazette of Romania, Part IV, introduced by any of the shareholders that have not taken part to that meeting or that have voted against and have requested that this aspect be mentioned in the minutes of the meeting.

- (5) The shareholders which have not voted in favor of a resolution taken by the General Meeting of Shareholders are entitled to withdraw from the Company, with the observance of the provisions of the Company Law nr. 31/1990, and only if that particular resolution of the General Meeting of Shareholders has as object:
  - a. changing of the main object of activity of the Company;
  - b. moving the headquarters of the Company abroad;
  - c. changing the legal form of the Company;
  - d. merger or spin-off of the Company.

#### **Article 15 – Organization of the Board of Directors**

- (1) The Company is administrated in accordance with the one tier governance system.
- (2) The Company is administrated by a Board of Directors formed of 5 (five) directors.
- (3) The majority of the members of the Board of Directors must be non-executive directors and at least two members have to be independent. At least one of the directors must have economy studies and experience in the economic field, accountancy, audit or finance of at least 5 (five) years.
- (4) The directors are elected by the Ordinary General Meeting of Shareholders, with the observance of the applicable legal provisions and of these Articles of Incorporation.
- (5) The Board of Directors of the Company, at the date of these Articles of Incorporation, consists of the following directors:
  - (i) Iuliana Mihaela Urda;
  - (ii) Gabriel Vasile;
  - (iii) Beze Laviniu Dumitru;
  - (iv) Pandele Daniel;
  - (v) Scarlat Ruxandra-Alina;

The President of the Board of Directors is Iuliana Mihaela Urda.

- (6) The President of the Board of Directors is elected by the Ordinary General Meeting of Shareholders and its mandate may be revoked at any time by the Ordinary General Meeting of Shareholders.
- (7) A person will not be able to hold at the same time the position of President of the Board of Directors as well as that of manager, within the Company.
- (8) During the period of time in which the President of the Board of Directors is temporarily unable to exercise its duties, the Board of Directors may delegate another director to exer-

cise these duties.

- (9) During the period of time in which the Board of Directors does not have appointed a president and/or a substitute or, although appointed, none of them is able to exercise the mandate as president, during that period, the Board of Directors shall empower another director to exercise the mandate of president.
- (10) When, in these Articles of Incorporation, reference is made to the President of the Board of Directors, any such references will also be considered to be made to his substitute, provided that the latter exercises the mandate as president.
- (11) The Board of Directors will appoint a secretary whom will fulfill the administrative and secretarial works in connection to the activity performed by the Board of Directors and will support such activity.
- (12) The term of the mandate of the directors is of 4 (four) years, or such other shorter duration approved by the General Meeting of Shareholders, and can be renewed for such number of times as approved by the General Meeting of Shareholders, unless otherwise mandatorily provided by the law or by the present Articles of Incorporation.
- (13) The term of the mandate of director and that of the mandate of president starts from the day stated within the resolution of appointment or, should this not be the case, from the next day to that of the resolution of appointment of the person which is appointed as director, or, if the case may be, president.
- (14) The director's mandate ceases to produce effects through the expiry of its term, by revocation of the mandate, resignation, as well as for any other termination causes provided by the law, by the present Articles of Incorporation or the by the management agreement.
- (15) When the director position becomes vacant before the expiry of the term of the mandate, the term of the mandate of the new director will be equal to the duration remaining to be executed from the mandate of his predecessor, unless otherwise approved by the General Meeting of Shareholders.
- (16) When the Ordinary General Meeting of Shareholders decides to supplement the number of members of the Board of Directors, the term of the mandates of the first directors appointed for the supplementary positions will be equal to the remaining term of the mandates of the directors that are in course of execution, at the date of the resolution to supplement the number of members of the Board of Directors.
- (17) In order for the appointment of a director to be valid, the appointed person must accept such mandate, expressly, within a 15 days, from the date of the resolution by which he/she was appointed or from the date he/she acknowledges the said resolution, by written acceptance, transmitted to the Company.
- (18) Resignation from the position of director or of president, will be notified to the Board of Directors with at least thirty days prior to the date the position is to become vacant by resignation, under the sanction to pay for damages.

#### **Article 16 – Rights and obligations of the directors**

- (1) The rights and obligations of the directors, as well as the incompatibility cases, are provided by the management agreements concluded with the Company, by the Articles of Incorporation and by the applicable legal provisions.
- (2) The members of the Board of Directors are entitled to a monthly net compensation fixed by the General Meeting of Shareholders. All Board of Directors members are also entitled to receive certain percentages of the net profit.
- (3) The directors of the Company, at their own initiative or at the Company's request, will transmit to the Company all identification data, contact data and any other personal data necessary to ensure the fulfilment of the obligations of the Company, as provided by the law or by the present Articles of Incorporation.
- (4) In the case of modification of the data which were transmitted to the Company, as indicated in para. 3, transfer of the new data shall be done by the director at his own initiative.
- (5) The directors are not permitted to vote, based on the shares owned, neither personally nor by representative, with respect to the discharge of their management activity or regarding an issue in which their person or management activity is on debate.

#### **Article 17 – Competences of the Board of Directors**

- (1) The Board of Directors will fulfil all the necessary and beneficial operations in order for the object of activity of the Company to be accomplished, except for the cases where such operations are by law subject to the competence of the General Meeting of Shareholders or those that have been delegated to the manager.
- (2) The Board of Directors delegates the management competences of the Company within the conditions and limits provided by law and by these Articles of Incorporation.
- (3) The main competences of the Board of Directors, which may not be delegated to the managers, are the following:
  - a) establishing the main directions of activity and development of the Company;
  - b) approving the management plan of the Company;
  - c) establishing the accounting policy and the policy regarding the financial control system, as well as approving the financial planification of the Company;
  - d) appointing and revoking the managers, including the General Manager, and fixing their remuneration;
  - e) supervising the activity of the managers;
  - f) drafting the annual report of the directors;
  - g) organizing the General Meetings of Shareholders, as well as carrying out its resolu-

tions;

- h) submitting requests with respect to opening the procedures regarding the prevention of insolvency of the Company;
  - i) drafting rules/regulations regarding its own activity, that of the General Meeting of Shareholders, of the consulting committees and that of managers, with the observance of the applicable legal provisions and of the present Articles of Incorporation;
  - j) establishing or closing of secondary offices (branches, agencies, offices, or any other working points);
  - k) changing the headquarters of the Company;
  - l) increasing the share capital of the Company;
  - m) approving the organizational chart of the Company and the regulations regarding its internal organization and functioning;
  - n) adopting a policy by which it ensures that any transaction of the Company with any of the companies with which it has developed close business relationships that has a value equal to or higher than 5% of the net assets of the Company (established according with the last financial report) is approved by the Board of Directors following a mandatory opinion of the audit committee of the Board of Directors, and the said transactions is properly disclosed to the shareholders and to potential investors, provided that these transactions fit in the category of events that are subject to reporting requirements.
  - o) other competences of the Board of Directors that may not be delegated, in accordance with the law.
- (4) The competences of the President of the Board of Directors are the following:
- a) to preside the General Meeting of Shareholders;
  - b) to convene, to set the points of the agenda and to preside over the meetings of the Board of Directors;
  - c) to coordinate the activity of the Board of Directors;
  - d) to supervise the proper functioning of the bodies of the Company;
  - e) to represent the Board of Directors, in relation with the managers of the Company;
  - f) other competences provided by the law and by the present Articles of Incorporation.

#### **Article 18 – Convening of the Board of Directors’ meetings**

- (1) The Board of Directors meets whenever necessary, but, at least, once every two months.

- (2) The meetings of Board of Directors will be convened by the President, upon request by the other members or by the General Manager, further in accordance with the law and these Articles of Incorporation.
- (3) In the case where the convening of the meeting of the Board of Directors is requested by the managers or by the General Manager, the items on the agenda are set by the person(s) making the request, the President being obliged to give effect to such request.
- (4) The meetings of the Board of Directors will be held, as a rule, by the effective meeting of the directors at the headquarter of the Company or at another location set in the convening notice.
- (5) The meetings of the Board of Directors may also be held by means of teleconference or video-conferences, in the conditions set by the resolution of the Board of Directors.
- (6) The convening notice shall contain, as mandatory elements, the location where the meeting will take place, with the indication of the specific address and the date, the starting time, the items on the agenda and the manner in which the voting rights may be expressed.
- (7) As per para. 5, it is also mandatory for the convening notice to indicate the date and hour of the meeting, the starting hour, the points on the agenda and the means in which the voting rights may be expressed.
- (8) The convening notice, together with the documents prepared in connection with the points on the agenda will be communicated to the directors, with at least 24 hours prior to the meeting of the Board of Directors.
- (9) The Board of Directors may adopt, in its meeting, resolutions on matters which are not included within the points on the agenda proposed through the convening notice only in exceptional cases, justified by the urgency of the situation and in the interest of the Company. The Board of Directors will decide if the urgency of the situation and the interest of the Company impose that these resolutions be adopted in that respective meeting.
- (10) The meetings of the Board of Directors will be presided by the President.
- (11) The directors have the obligation to be present and to actively participate at the meetings of the Board of Directors.
- (12) For the validity of the resolutions, it is necessary the presence at the meetings of the Board of Directors of the majority of the members and the resolution must be adopted in accordance with provisions of art. 18 para. 21.
- (13) The vote in the meetings of the Board of Directors will be exercised, personally or through a representative.
- (14) The vote expressed through a representative can not be exercised, unless it is expressed through another director and based on a special power of attorney.
- (15) When taking part to the voting procedure, a director may represent only one absent director.



- (16) The direct vote can be also exercised through correspondence or by electronic means, provided that the conditions set through the Board of Directors resolutions are met.
- (17) Each director has the right to express, directly or through a representative, one vote at the time of adopting resolution in the Board of Directors.
- (18) The director that, in a certain operation has, directly or indirectly a contrary interest to those of the Company must inform of this the other directors and the internal auditor and must not take part in the decision making procedure in that particular matter. The same obligation resides with the director in case, in a certain operation he has knowledge that his/her husband or wife, relatives or related relatives up to the 4<sup>th</sup> grade have such interests.
- (19) Any director must present to the Board of Administration information with respect to any report regarding a shareholder which holds directly or indirectly shares representing a total of 5% of the voting rights. This obligation refers to any such report that can affect the position of that member with respect to the matters decided upon by the Board of Directors.
- (20) The meetings of the Board of Directors will be audio registered, and the registers will be archived by the secretary of the Board of Directors.
- (21) The resolutions will be validly adopted by the Board of Directors through a simple majority, namely that by expressing 3 (three) votes in favor, out of 5 (five) possibly to be expressed. For the validity of the resolutions it is necessary the presence of the President of the Board of Directors or of his proxy. If following the voting procedure there is a tie, the vote of the President shall be decisive.
- (22) In exceptional cases, justified by the urgency of the situation and given the Company's interest, the Board of Directors will be able to take decisions through a written unanimous vote, expressed without any meeting being necessary to be held. The President of the Board of Directors will decide upon the urgency of the situation and if the interest of the Company imposes that a written resolution is necessary to be taken without the meeting being necessary to be held.

#### **Article 19 – The minutes of the meeting and the resolution of the Board of Directors**

- (1) Following each meeting of the Board of Directors will be drafted a minutes of the meeting mentioning the name and surname of the directors present, the directors represented, the order in which the resolutions were taken, the number and type of votes expressed in connection to each resolution taken, the manner in which the vote was expressed, and, if the case may be, the dissenting opinions.
- (2) The minutes of the meeting are registered with the Board of Directors' Meeting Minutes Registry and it is signed by the President of the Board of Directors and by the directors which were present at the meeting.
- (3) Based on the minutes of the meeting the Board of Directors will issue its resolution which will mention all the resolutions taken at each meeting.
- (4) The resolution drafted according to the precedent paragraph, will be signed by the President

of the Board of Directors, as well as by all the members of the Board of Directors present at that meeting.

- (5) For each meeting of the Board of Directors a case file will be prepared mentioning all the data referring to the convocation notice, the documents presented during the meeting in connection to the points on the agenda, the resolution of the Board of Directors, and, if case may be, the mandates given, based on which the voting by correspondence was exercised and the copies (if necessary) certified by the Secretary of the Board of Directors, also considering the letters through which the electronic vote was expressed.
- (6) Except for the cases strictly indicated by the law, the resolutions of the Board of Directors may be brought in front of the court, in the terms and conditions provided by the law.

#### **Article 20 –Advisory committees**

- (1) A nomination and remuneration committee and an audit committee will be organized within the Board of Directors.
- (2) The Board of Directors can also set up other advisory committees.
- (3) The Board of Directors will appoint the members of each advisory committee, one of these members being appointed as president of the committee. The President and the majority of the members of the nomination and remuneration committee and of the audit committees should be independent.
- (4) The term of mandate of a member of an advisory committee shall be terminated by way of revocation, by resignation or as a result of the expiration of its duration.
- (5) If a member of a consulting committee ceases to be a member or the president of such committee, the Board of Directors will appoint a new director for that vacancy position.
- (6) The meetings of each advisory committee will be convened by the President of the committee, by indicating at least, the place and date at which the meeting will take place, the starting hour, as well as the points on the agenda, with at least 24 hours before the date set for the meeting.
- (7) The President of each consulting committee will preside the meetings of that committee and will represent the committee in relation with the Board of Directors.
- (8) Should the President of the committee not be able to exercise its competences, he may empower another person in order to carry out such competences, including the right to vote, based on a special mandate.
- (9) The members of the consulting committees have the obligation to attend their meetings.
- (10) Each member of the committee has the right to cast, personally or by proxy, only one vote in connection with the resolution of the committee. In case of parity of votes, the vote of the president of the committee is decisive.
- (11) In order to be valid, the resolutions of the advisory committees will have to cumulatively

meet the following conditions:

- a) the resolution must be adopted with the presence of the majority of the members of the committee;
  - b) the resolution must be adopted upon by the favourable majority of the validly casted votes.
- (12) Minutes shall be prepared for each meeting of the advisory committees, and will state the name and surname of the members present, the resolutions taken, the number and type of votes casted for each resolution, and, on demand, the dissenting opinions.
- (13) The Board of Directors may regulate, consequently, the advisory committee's activities, subject to the legal applicable provisions or with the Articles of Incorporation.

#### **Article 21 – Managers**

- (1) The Board of Directors shall in full or in part delegate the power to administrate the Company to one or more of its managers, and shall appoint one of them as a General Manager.
- (2) The fields of responsibility of the managers, the working methodology and their duties are decided by resolution of the Board of Directors.
- (3) The manager/ managers are responsible for taking all the measures in respect to the management of the Company, within the limits of the object of activity and with the observance of the exclusive competences of the Board of Directors and of the General Meeting of Shareholders, as provided by the law or by these Articles of Incorporation.
- (4) The manager/ managers shall inform the Board of Directors extensively and on a regular basis on all the operations they have performed, as well as on those to be performed.
- (5) The General Manager will represent the Company in its relationship with third parties including in front of the courts.
- (6) The term of mandate of the managers is of 4 (four) years, or such other shorter term that is approved by the Board of Directors, and can be renewed for such number of times as approved by the Board of Directors.
- (7) The mandate as manager is terminated by way of expiry of its term, by revocation of the mandate, by resignation, as well as in any other cases in which the mandate ceases to produce effects according to the law, these Articles of Incorporation or the mandate agreement.
- (8) In case of dismissal without cause, the manager/ managers is/ are entitled to receive from the Company a compensation for the period of the mandate not executed, irrespective of the date when the dismissal occurs.
- (9) In order for a manager appointment to be valid, the appointed person must expressly accept the mandate, in a 15 (fifteen) days term from the date of the resolution of its appointment or from the date when such person has acknowledged this resolution, through a written statement transmitted to the Company.

- (10) Resignation from the manager mandate shall be notified to the Board of Directors, with at least 30 days prior to the moment when the position becomes vacant by way of resignation, under the penalty to pay damages.
- (11) The vacancy of a manager position will be ascertained by resolution of the Board of Directors.
- (12) Within the meaning of these Articles of Incorporation, “manager” means the natural person to whom were delegated by the Board of Directors the management duties in relation to the Company, according with para. 1 herein. Likewise, within the meaning of these Articles of Incorporation, “manager” will also include the General Manager.

#### **Article 22 – Rights and obligations of the Managers and of the General Manager**

- (1) The rights and obligations of the managers, including those of the General Manager, as well as the incompatibility cases regarding such managers, will be set forth in the mandate agreement, the resolution of the Board of Directors regarding the delegation of management duties with respect to the Company, the provisions of these Articles of Incorporation and the legal applicable provisions regarding the managers of joint stock companies.
- (2) The managers will provide to the Company, on their own or given the Company’s request, all the identification data, contact data, as well as any other personal data necessary in order to ensure the fulfilment of the Company’s obligations, as provided by the law and by these Articles of Incorporation.
- (3) In case where the data transmitted in accordance with para. 2 is changed, the provision of the new data will be performed by the managers, on their own.

#### **Article 23- The personnel**

- (1) The President of the Board of Directors is empowered to hire, to promote and to dismiss the personnel of the Company, as well as to set the rights and obligations of the persons representing the Company’s personnel.
- (2) The Company’s personnel shall have a statute of employee and shall be employed based on an individual labor agreement.
- (3) For the fields of activity that involve a volume and/ or high complexity, as well as in the case of set up and performance of certain activities, through new branches, agencies or representative offices, the Company will also have executive managers.
- (4) The executive managers are employees of the Company.
- (5) The rights and obligations of the Company’s employees will be determined by the labor agreements as concluded with the Company, according with the legal applicable provisions on labor matters and by the internal rules of organization of the Company’s activity.
- (6) Without prejudice to any other powers that may be delegated to the General Manager in accordance with these Articles of Incorporation, the powers under para. (1) above may be delegated to the General Manager.

#### **Article 24- Financial audit and internal audit**

- (1) The financial statements of the Company will be audited by a financial auditor, subject to applicable law.
- (2) The annual financial statements, audited according with the law will be submitted with the territorial tax units of the Ministry of Public Finance, with the observance of the law.
- (3) The Company will contract the services of an auditor according with the provisions of the applicable law.
- (4) The Company will organize the internal audit according with the legal provisions applicable for an internal audit.
- (5) The Company will keep a record of the deliberations and of the assessments performed by the internal auditors.
- (6) The internal auditors report with respect to the activity carried out, directly to the Board of Directors.

#### **Article 25 –Financial year**

- (1) The financial year starts at 1<sup>st</sup> of January and end on 31<sup>st</sup> of December of each calendar year.
- (2) The first financial year starts with the date of the registration of the Company with the Trade Registry.

#### **Article 26 – The Company’s records**

- (1) The Company will keep the accounting records in lei and will draft the financial statements according with the applicable legislation.
- (2) The financial statements must comply with the publicity formalities provided by the law.
- (3) The annual financial statements of the Company, approved by the Board of Directors, together with the directors’ report regarding the relevant financial year, as well as the auditors’ report will be submitted for their approval by the General Meeting of Shareholders.
- (4) The Company will keep a record of the meetings and of the deliberations of the Board of Directors.
- (5) The Company will keep a record of the meetings and of the deliberations of the General Meeting of Shareholders.
- (6) The Company will keep a record of the meetings and of the deliberations performed by the internal auditors.
- (7) The Company undertakes to keep other registers (if the case may be), with the observance of the conditions provided by the specific applicable laws.

### **Article 27- Allocation of the net profit of the Company**

- (1) From the net profit of the Company, determined on the basis of the approved financial annual statements by the General Meeting of Shareholders, according with the legal applicable provisions, the following percentages will be distributed to the management and employees of the Company, in order to motivate them, as follows:
  - 2.5% to the members of the Board of Directors, respectively 0.5% for each member;
  - 1% for the General Manager of the Company,
  - 2.5% to the employees, according with the resolution of the General Manager.
- (2) The rest of the net profit is annually distributed according with the resolution of the General Meeting of Shareholders.
- (3) The allocation of the profit will be approved by the Ordinary General Meeting of the Shareholders for each of the financial year.
- (4) Payment of the dividends that the shareholders are entitled to is performed by the Company with the observance of the law, according to the schedule set through the resolution of the Ordinary General Meeting of shareholders.
- (5) In case there are records of losses, the General Meeting of Shareholders will analyse the causes and will consequently decide upon.
- (6) The losses shall be borne by the shareholders proportionally to their participation in the share capital and within the limits of such subscribed share capital.

### **Article 28- Issuing of bonds**

The Company may issue bonds, with the observance of the law.

### **Article 29- Amortization of fixed assets**

The amortization of the fixed assets owned by the Company will be performed according with the amortization procedure decided upon by the Board of Directors, with the observance of the legal applicable provisions.

### **Article 30 - Associations**

- (1) The Company may establish associations, on its own or together with other public or private legal entities, companies or other legal entities.
- (2) The decision to be part of an association is adopted by the resolution of the Board of Directors.

### **Article 31- Change of the Company's legal form**

- (1) The legal form of the Company can be changed through the resolution of the Extraordinary General Meeting of Shareholders.

- (2) The new company will fulfil all the registration and publicity requirements for its establishment.

### **Article 32 - Merger, spin-off, dissolution and liquidation**

Merger, spin-off, dissolution and liquidation procedures of the Company will be performed in accordance with the legal applicable provisions.

### **Article 33- Litigation**

Company's litigation cases with Romanian natural or legal entities will be subject to the judgement of the Romanian competent courts.

### **Article 34- Applicable legislation**

- (1) An English translation of these Articles of Incorporation shall be prepared for reference purposes only. The Romanian version of the Articles of Incorporation shall prevail over any conflicting provisions of the English translation.
- (2) Should the law no. 31/1990 be modified, so that there will be more restrictive provisions than those comprised within these Articles of Incorporation, those legal provisions will prevail, even without the amendment of the Articles of Incorporation performed by the General Meeting of Shareholders.
- (3) In the case where the Company is listed on a regulated capital market, the Company will apply and comply with the laws which regulate the capital markets and securities, as well as the regulated market provisions.
- (4) The provisions of these Articles of Incorporation will be interpreted and corroborated according with the applicable legal provisions on companies' laws.

This document represents the updated form of the Articles of Incorporation of the Company "IMPACT DEVELOPER & CONTRACTOR" S.A., approved by the Resolution of the Extraordinary General Meeting of Shareholders no. [●] dated 15.06.2017.

**Chairman of the Board of Directors,**

Iuliana Mihaela Urda