

THE EXTRAORDINARY GENERAL ASSEMBLY OF THE SHAREHOLDERS OF

IMPACT DEVELOPER & CONTRACTOR S.A.

headquarters of Impact Developer & Contractor SA, Bucharest, District 1, 31-41 Padurea Mogosoia Road,
2nd Floor, Zip Code 014043

DECISION No. 2 of 29 April 2026, 10.30 a.m.

I. Convening

The Extraordinary Shareholders' General Assembly of the Company (hereinafter referred to as "EGMS") has been duly convened by:

- Convening notice published in:
 - o Romanian Official Gazette Part IV no. 1871/27.03.2026;
 - o Jurnalul newspaper of 27.03.2026;
- Notification to the Bucharest Stock Exchange on 25.03.2026 and to FSA on 26.03.2026;
- Completion of the agenda on 08 April 2026 and notification of the Bucharest Stock Exchange on 09.04.2026, and the ASF on 09.04.2026;
- republication of the Convening notice in:
 - o Romanian Official Gazette Part IV no. _____;
 - o Jurnalul newspaper of 10.04.2026;
- Display at the Company's headquarters and on Company's website www.impactsa.ro.

II. The quorum

At the Extraordinary Shareholders' General Assembly of company IMPACT DEVELOPER& CONTRACTOR S.A. (hereinafter referred to as "The Company"), were present the shareholders representing _____% of the total voting rights and _____% of the subscribed and paid up share capital, namely:

- _____ shares of the total number of 118,247,071 shares,
- _____ votes of the total number of 118,147,303 voting rights

The Extraordinary Shareholders' General Assembly of the Company is statutory in accordance with the provisions of art. 13 of the Articles of Incorporation of the company and legal in accordance with the provisions of the Law no. 31 of 1990, republished, as amended.

III. THE MEETING

- 1.** Approval of the repurchase by the Company of its own shares, on the market on which the shares are listed and/or through public tender offers, in accordance with the applicable legal provisions, under the following conditions: (i) maximum **10%** of the subscribed and paid-up share capital on the date of the resolution, partially for allocation to employees and/or directors and/or managers of the Company and/or affiliated legal entities and partially for the purpose of their cancellation and the corresponding reduction of the

Company's share capital; (ii) at a minimum price equal to the market price on the BVB at the time of the acquisition and a maximum price of RON 6.

The program will be performed for a maximum period of eighteen (18) months from the publication date of the resolution of the EGMS in the Official Gazette of Romania, Part IV. The repurchase transactions may only relate to fully paid shares and will be carried out only from the distributable profits or available reserves of the Company, as recorded in the latest approved annual financial statements, except for the legal reserves. The implementation of this repurchase program will be subject to the availability of the necessary sources of funding.

2. Approval of the implementation of the "Stock Option Plan 2026-2027" program

Approval of the implementation of a "Stock Option Plan" type program that aims at granting option rights for the acquisition of shares free of charge by the employees, members of the Company's management and/or the affiliated legal entities, namely the members of the Board of Directors and the managers of the Company, in order to maintain and motivate them, as well as for rewarding them for the activity carried out within the Company. The program shall be carried out under the following conditions:

Under the "Stock Option Plan 2026-2027" program, option rights shall be granted for a maximum number of **200,000** shares, distributed as follows: to the employees – a maximum number of **65,000** shares, to the representative managers – a maximum number of **32,500** shares, to the employees of the affiliated legal entities – a maximum number of **47,500** shares, and to the members of the Board of Directors – a maximum number of **55,000** shares.

- (a) In the case of the option rights granted to employees and managers of the Company, the option right may be exercised after a period established by the decision of the Board of Directors for the implementation of the "Stock Option Plan 2026-2027" program, without the period being shorter than 12 months.
- (b) The "Stock Option Plan 2026-2027" program shall be open to the Company's employees and managers and/or the affiliated legal entities, in observance of the non-discrimination principle.
- (c) The "Stock Option Plan 2026-2027" program shall be open to members of the Board of Directors, subject to the approval of the Ordinary General Meeting of Shareholders.
- (d) The Board of Directors shall be empowered to take all necessary measures and to fulfill all of the formalities required for the approval and implementation of the "Stock Option Plan 2026-2027" program, such as, but not limited to (i) determining the criteria based on which the option rights shall be granted to the Company's managers and personnel and/or the affiliated legal entities; (ii) determining the positions in the organizational chart for which the "stock option plan" type program shall be applicable; (iii) the period between the date of granting the option right and the date of exercise of the option right, without the period being shorter than 12 months; (iv) the conditions for exercising the option right and, implicitly, for acquiring shares; (v) the term within which the holder of the option right has to

- exercise his option right; (vi) drafting and publishing information documents according to law, etc.
- (e) The implementation shall be made by the Company's Board of Directors, in observance of the Resolution of the Extraordinary General Meeting of Shareholders, the Resolution of the Ordinary General Meeting of Shareholders and/or with the aid of a specialized consultant.
 - (f) The programs shall be implemented in compliance with the legal obligations of drafting and publishing the information documents according to law and according to FSA's applicable regulations.
3. Approval of the issuance of bonds by the Company (regardless of whether they are registered or bearer bonds, secured or unsecured, in physical or dematerialized form, whether they will be listed on any stock exchange or not and/or denominated in RON, EUR, any other currency or any combination of the above), having a maximum total nominal value of 50,000,000 (fifty million) EUR or the equivalent of this amount in any other currency and with a maturity of minimum 48 months, up to maximum 60 months (the "**Bonds**"), in one or more issues and/or tranches (whether having the same characteristics and/or different characteristics, including regarding the form of the bonds, nominal value, interest rate and/or maturity date). The Bonds will be placed in accordance with: (i) one or more public offers addressed to the public and/or to certain qualified and/or professional investors and/or based on any other exemptions from the publication of a prospectus in connection with the issuance of such Bonds; and/or (ii) one or more private placements to investors through an offer and/or offers addressed to qualified investors and/or to a number of fewer than 150 natural or legal persons, other than qualified investors, per member state, in compliance with the legal provisions. The above approval is valid in connection with the Bonds with the maximum maturity stated above, up to the total maximum nominal value of 50,000,000 (fifty million) EUR or the equivalent of this amount in any other currency, regardless of whether the issuance of these Bonds is completed during one or more calendar years.
4. Approval of the issuance and/or establishment by the Company of any types of guarantees and/or any mortgages in connection with the Bonds, including, but not limited to, either through personal guarantees or over assets of the Company, or through any other type of guarantees issued for the purpose of the above.
5. Authorization and empowerment of the Board of Directors, with the possibility of sub-delegating this authorization and empowerment to any person, as deemed necessary and/or appropriate, as the case may be:
- a) to issue any resolution and to perform all legal acts and deeds necessary, useful, and/or appropriate for the implementation of the resolutions to be adopted by the Company's EGMS in accordance with Items 3-4 above, including, but not limited to, negotiating as well as establishing and approving the following in connection with each issue or tranche of Bonds: (a) the value of the issue or tranche, as applicable; (b) the price of the Bonds; as well as (c) any other terms and conditions of the Bonds, including, without limitation, the form of the bonds, maturity, early redemption, interest, taxes and commissions, guarantees and/or mortgages issued

- and/or established in connection with the issuance of the Bonds and, as applicable, the prospectus prepared in connection with the issuance of the Bonds; and (d) the intermediaries for the issuance and sale of the Bonds, as applicable;
- b) to negotiate, approve, and sign any agreements and/or arrangements regarding the Bonds and/or based on which the Bonds are issued, sold, and/or admitted to trading on a stock exchange, guarantee agreements, guarantee commitments, offering documents, any subscription, sale, agency, trust, or consultancy agreements, certificates, statements, registers, notices, addenda, and any other necessary acts and documents, to perform any formalities and to authorize and/or execute any other actions necessary to give full effect to the issuance of the Bonds and/or the offer related thereto and their sale and/or the related guarantees (as applicable) and to negotiate, approve, and sign any other documents and to perform any other operations and/or formalities that are necessary or useful to implement and give full effect to the aforementioned and to the issuance of Bonds;
 - c) to decide whether the Bonds or any issue and/or tranche thereof shall be listed on any stock exchange and, if applicable, to negotiate, approve, and sign any document and perform any operations and/or formalities necessary in connection with the admission of the Bonds to such a stock exchange (including, if applicable, the negotiation and approval of the prospectus prepared in connection with the admission of these bonds to trading on the stock exchange);
 - d) to negotiate, approve, and sign any agreements and/or arrangements regarding the operations mentioned in Items 3 and 4 above, and to perform any actions and/or formalities necessary in connection with these operations.
6. Authorization and empowerment, with the possibility of sub-delegation of this authorization and power of attorney, of the Chairperson of the Board of Directors, in order to sign in the name of the shareholders the EGMS resolution, as well as any other documents related thereto, including, but not limited to, the revised version of the articles of incorporation that shall reflect the amendments approved by the GMS (as well as to conform the translation into English of the articles of incorporation with its Romanian version, as amended by the EGMS, as well as to remedy any clerical error, inappropriate translation or inaccuracy from the English translation), to request the publication of the resolution in Part IV of the Official Gazette of Romania, to file and receive any documents, as well as to fulfill the necessary formalities before the Trade Registry Office, as well as before any other authority, public institution, legal entities and natural persons, as well as to carry out any acts for registering and ensuring the opposability of the resolutions to be adopted by the EGMS.
7. Approval of the date of 21 May 2026 as a registration date that serves for the identification of the Company's shareholders upon which the effects of the decisions passed within the EGMS.
8. Approval of the date of 20 May 2026 as *Ex - Date*.

IV. Regarding the items on the agenda, the following decisions were adopted:

1. *With a total number of xxxxxxxxxxx valid votes, representing xxxxxxxxxxx shares and xxxxxxxx% of the share capital of the Company, out of which xxxxxxxxxxx votes "in favor", representing xxxxxxxx of the total number of votes held by the shareholders attending the Assembly, it was approved the repurchase by the Company of its own shares, on the market on which the shares are listed and/or through public tender offers, in accordance with the applicable legal provisions, under the following conditions: (i) maximum **10%** of the subscribed and paid-up share capital on the date of the resolution, partially for allocation to employees and/or directors and/or managers of the Company and/or affiliated legal entities and partially for the purpose of their cancellation and the corresponding reduction of the Company's share capital; (ii) at a minimum price equal to the market price on the BVB at the time of the acquisition and a maximum price of RON 6.*

The program will be performed for a maximum period of eighteen (18) months from the publication date of the resolution of the EGMS in the Official Gazette of Romania, Part IV. The repurchase transactions may only relate to fully paid shares and will be carried out only from the distributable profits or available reserves of the Company, as recorded in the latest approved annual financial statements, except for the legal reserves. The implementation of this repurchase program will be subject to the availability of the necessary sources of funding.

2. *With a total number of xxxxxxxxxxx valid votes, representing xxxxxxxxxxx shares and xxxxxxxx% of the share capital of the Company, out of which xxxxxxxxxxx votes "in favor", representing xxxxxxxx of the total number of votes held by the shareholders attending the Assembly, it was approved the implementation of the "Stock Option Plan 2026-2027" program.*

Approval of the implementation of a "Stock Option Plan" type program that aims at granting option rights for the acquisition of shares free of charge by the employees, members of the Company's management and/or the affiliated legal entities, namely the members of the Board of Directors and the managers of the Company, in order to maintain and motivate them, as well as for rewarding them for the activity carried out within the Company. The program shall be carried out under the following conditions:

Under the "Stock Option Plan 2026-2027" program, option rights shall be granted for a maximum number of **200,000** shares, distributed as follows: to the employees – a maximum number of **65,000** shares, to the representative managers – a maximum number of **32,500** shares, to the employees of the affiliated legal entities – a maximum number of **47,500** shares, and to the members of the Board of Directors – a maximum number of **55,000** shares.

- (a) In the case of the option rights granted to employees and managers of the Company, the option right may be exercised after a period established by the decision of the Board of Directors for the implementation of the "Stock Option Plan 2026-2027" program, without the period being shorter than 12 months.
- (b) The "Stock Option Plan 2026-2027" program shall be open to the Company's employees and managers and/or the affiliated legal entities, in observance of the non-discrimination principle.
- (c) The "Stock Option Plan 2026-2027" program shall be open to members of the Board of Directors, subject to the approval of the Ordinary General Meeting of Shareholders.
- (d) The Board of Directors shall be empowered to take all necessary measures and to fulfill all of the formalities required for the approval and implementation of the "Stock Option Plan 2026-2027" program, such as, but not limited to (i) determining the criteria based

on which the option rights shall be granted to the Company's managers and personnel and/or the affiliated legal entities; (ii) determining the positions in the organizational chart for which the "stock option plan" type program shall be applicable; (iii) the period between the date of granting the option right and the date of exercise of the option right, without the period being shorter than 12 months; (iv) the conditions for exercising the option right and, implicitly, for acquiring shares; (v) the term within which the holder of the option right has to exercise his option right; (vi) drafting and publishing information documents according to law, etc.

- (e) The implementation shall be made by the Company's Board of Directors, in observance of the Resolution of the Extraordinary General Meeting of Shareholders, the Resolution of the Ordinary General Meeting of Shareholders and/or with the aid of a specialized consultant.
 - (f) The programs shall be implemented in compliance with the legal obligations of drafting and publishing the information documents according to law and according to FSA's applicable regulations.
3. *With a total number of xxxxxxxxxxx valid votes, representing xxxxxxxxxxx shares and xxxxxxxx% of the share capital of the Company, out of which xxxxxxxxxxx votes "in favor", representing xxxxxxxx of the total number of votes held by the shareholders attending the Assembly, it was approved the issuance of bonds by the Company (regardless of whether they are registered or bearer bonds, secured or unsecured, in physical or dematerialized form, whether they will be listed on any stock exchange or not and/or denominated in RON, EUR, any other currency or any combination of the above), having a maximum total nominal value of 50,000,000 (fifty million) EUR or the equivalent of this amount in any other currency and with a maturity of minimum 48 months, up to maximum 60 months (the "Bonds"), in one or more issues and/or tranches (whether having the same characteristics and/or different characteristics, including regarding the form of the bonds, nominal value, interest rate and/or maturity date). The Bonds will be placed in accordance with: (i) one or more public offers addressed to the public and/or to certain qualified and/or professional investors and/or based on any other exemptions from the publication of a prospectus in connection with the issuance of such Bonds; and/or (ii) one or more private placements to investors through an offer and/or offers addressed to qualified investors and/or to a number of fewer than 150 natural or legal persons, other than qualified investors, per member state, in compliance with the legal provisions. The above approval is valid in connection with the Bonds with the maximum maturity stated above, up to the total maximum nominal value of 50,000,000 (fifty million) EUR or the equivalent of this amount in any other currency, regardless of whether the issuance of these Bonds is completed during one or more calendar years.*
4. *With a total number of xxxxxxxxxxx valid votes, representing xxxxxxxxxxx shares and xxxxxxxx% of the share capital of the Company, out of which xxxxxxxxxxx votes "in favor", representing xxxxxxxx of the total number of votes held by the shareholders attending the Assembly, it was approved the issuance and/or establishment by the Company of any types of guarantees and/or any mortgages in connection with the Bonds, including, but not limited to, either through personal guarantees or over assets of the Company, or through any other type of guarantees issued for the purpose of the above.*
5. *With a total number of xxxxxxxxxxx valid votes, representing xxxxxxxxxxx shares and xxxxxxxx% of the share capital of the Company, out of which xxxxxxxxxxx votes "in favor", representing xxxxxxxx*

of the total number of votes held by the shareholders attending the Assembly, it was approved authorization and empowerment of the Board of Directors, with the possibility of sub-delegating this authorization and empowerment to any person, as deemed necessary and/or appropriate, as the case may be:

- a) to issue any resolution and to perform all legal acts and deeds necessary, useful, and/or appropriate for the implementation of the resolutions to be adopted by the Company's EGMS in accordance with Items 3-4 above, including, but not limited to, negotiating as well as establishing and approving the following in connection with each issue or tranche of Bonds: (a) the value of the issue or tranche, as applicable; (b) the price of the Bonds; as well as (c) any other terms and conditions of the Bonds, including, without limitation, the form of the bonds, maturity, early redemption, interest, taxes and commissions, guarantees and/or mortgages issued and/or established in connection with the issuance of the Bonds and, as applicable, the prospectus prepared in connection with the issuance of the Bonds; and (d) the intermediaries for the issuance and sale of the Bonds, as applicable;
 - b) to negotiate, approve, and sign any agreements and/or arrangements regarding the Bonds and/or based on which the Bonds are issued, sold, and/or admitted to trading on a stock exchange, guarantee agreements, guarantee commitments, offering documents, any subscription, sale, agency, trust, or consultancy agreements, certificates, statements, registers, notices, addenda, and any other necessary acts and documents, to perform any formalities and to authorize and/or execute any other actions necessary to give full effect to the issuance of the Bonds and/or the offer related thereto and their sale and/or the related guarantees (as applicable) and to negotiate, approve, and sign any other documents and to perform any other operations and/or formalities that are necessary or useful to implement and give full effect to the aforementioned and to the issuance of Bonds;
 - c) to decide whether the Bonds or any issue and/or tranche thereof shall be listed on any stock exchange and, if applicable, to negotiate, approve, and sign any document and perform any operations and/or formalities necessary in connection with the admission of the Bonds to such a stock exchange (including, if applicable, the negotiation and approval of the prospectus prepared in connection with the admission of these bonds to trading on the stock exchange);
 - d) to negotiate, approve, and sign any agreements and/or arrangements regarding the operations mentioned in Items 3 and 4 above, and to perform any actions and/or formalities necessary in connection with these operations.
6. *With a total number of xxxxxxxxxxx valid votes, representing xxxxxxxxxxx shares and xxxxxxxx% of the share capital of the Company, out of which xxxxxxxxxxx votes "in favor", representing xxxxxxxx of the total number of votes held by the shareholders attending the Assembly, it was approved Authorization and empowerment, with the possibility of sub-delegation of this authorization and power of attorney, of the Chairperson of the Board of Directors, in order to sign in the name of the shareholders the EGMS resolution, as well as any other documents related thereto, including, but not limited to, the revised version of the articles of incorporation that shall reflect the amendments approved by the GMS (as well as to conform the translation into English of the articles of incorporation with its Romanian version, as amended by the EGMS, as well as to remedy any clerical error, inappropriate translation or inaccuracy from the English translation), to request the*

publication of the resolution in Part IV of the Official Gazette of Romania, to file and receive any documents, as well as to fulfill the necessary formalities before the Trade Registry Office, as well as before any other authority, public institution, legal entities and natural persons, as well as to carry out any acts for registering and ensuring the opposability of the resolutions to be adopted by the EGMS.

7. *With a total number of xxxxxxxxxxx valid votes, representing xxxxxxxxxxx shares and xxxxxxxx% of the share capital of the Company, out of which xxxxxxxxxxx votes "in favor", representing xxxxxxxx of the total number of votes held by the shareholders attending the Assembly, it was approved the date of 21 May 2026 as a registration date that serves for the identification of the Company's shareholders upon which the effects of the decisions passed within the EGMS.*
8. *With a total number of xxxxxxxxxxx valid votes, representing xxxxxxxxxxx shares and xxxxxxxx% of the share capital of the Company, out of which xxxxxxxxxxx votes "in favor", representing xxxxxxxx of the total number of votes held by the shareholders attending the Assembly, it was approved the date of 20 May 2026 as Ex - Date.*

Chairperson of the Board of Directors