

To: Financial Supervisory Authority - Financial Instruments and Investments Sector  
Bucharest Stock Exchange  
Regulated Market

From: *IMPACT DEVELOPER&CONTRACTOR S.A.*

**29 April 2024**

## **CURRENT REPORT**

According to the provisions of Law No. 24/2017 on issuers of financial instruments and market operations and Regulation No. 5/2018 of FSA on Issuers of Financial Instruments and Market Operations

### **Important events to be reported:**

#### **THE ORDINARY 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, 2<sup>nd</sup> Floor, Zip Code 014043

#### **DECISION No. 1 of 29 April 2024, 10.00 a.m.**

#### *I. Convening*

The Ordinary 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. 1569/29.03.2024;
  - o Bursa newspaper of 29.03.2024;
- Notification to the Bucharest Stock Exchange on 27.03.2024 and to FSA on 28.03.2024;
- Display at the Company's headquarters and on Company's website [www.impactsa.ro](http://www.impactsa.ro).

#### *II. The quorum*

At the Ordinary Shareholders' General Assembly of company IMPACT DEVELOPER& CONTRACTOR S.A. (hereinafter referred to as "The Company"), were present the shareholders representing 89.1378% of the total voting rights and 89.1100% of the subscribed and paid up share capital, namely:

- 2,108,058,205 shares of the total number of 2.365.679.951 shares,

- 2,108,058,205 votes of the total number of 2,364,941,410 voting rights

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

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

1. With a total number of 2,108,058,205 valid votes, representing 2,108,058,205 shares and 89.1100% of the share capital of the Company and 89.1378% of the total number of voting rights, out of which 2,108,058,205 votes "in favor", representing 100% of the total number of voting rights held by the shareholders attending the Assembly, the Report of the Board of Directors for the fiscal year 2023 was approved.
2. With a total number of 2,108,058,205 valid votes, representing 2,108,058,205 shares and 89.1100% of the share capital of the Company and 89.1378% of the total number of voting rights, out of which 2,108,058,205 votes "in favor", representing 100% of the total number of votes held by the shareholders attending the Assembly, the individual annual financial statements for 2023 prepared in accordance with Order of the Minister of Public Finance No. 2844/2016 for the approval of the accounting regulations compliant with the International Financial Reporting Standards (IFRS) and audited according to the Report of the financial auditor for the fiscal year 2023 were approved.

	<u>Note</u>	<u>31-Dec-23</u>	<u>31-Dec-22</u>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Tangible assets	<b>8</b>	36,102	21,545
Intangible assets		217	114
Noncurrent receivables	<b>12</b>	62,143	67,197
Right of use assets	<b>8</b>	1,061	1,485
Investment property	<b>9</b>	726,852	678,669
Investments in subsidiaries	<b>11</b>	36,216	36,216
<b>Total non-current assets</b>		<b>862,591</b>	<b>805,226</b>
<b>Current assets</b>			
Inventories	<b>10</b>	499,039	429,405
Trade and other receivables	<b>12</b>	24,579	33,892
Other current assets	<b>12</b>	6,721	14,854
Cash and cash equivalents	<b>13</b>	35,778	46,857
<b>Total current assets</b>		<b>566,117</b>	<b>525,008</b>
<b>Total assets</b>		<b>1,428,708</b>	<b>1,330,234</b>

## SHAREHOLDERS' EQUITY AND

**LIABILITIES**

**Shareholders' equity**

Share capital	<b>14</b>	598,884	598,884
Share premium	<b>14</b>	41,462	40,493
Revaluation reserve		-	3,001
Other reserves	<b>14</b>	39,642	38,318
Own shares	<b>15</b>	(268)	(268)
Retained earnings		203,955	160,755
<b>Total equity</b>		<b>883,675</b>	<b>841,183</b>

**Non-current liabilities**

Loans and borrowings	<b>16</b>	337,546	232,860
Trade and other payables	<b>17</b>	6,203	12,260
Deferred tax liability	<b>23</b>	73,920	81,058
<b>Total non-current liabilities</b>		<b>417,669</b>	<b>326,178</b>

	<b>Note</b>	<b>31-Dec-23</b>	<b>31-Dec-22</b>
<b>Current liabilities</b>			
Loans and borrowings	<b>16</b>	51,528	97,491
Trade and other payables	<b>17</b>	41,300	29,208
Income tax payable	<b>17</b>	(125)	(125)
Contract liabilities	<b>17</b>	34,374	35,946
Provisions for risks and charges	<b>18</b>	287	353
<b>Total current liabilities</b>		<b>127,364</b>	<b>162,873</b>
<b>Total liabilities</b>		<b>545,033</b>	<b>489,051</b>
<b>Total equities and liabilities</b>		<b>1,428,708</b>	<b>1,330,234</b>
		<b>12 months period ended as at</b>	
	<b>Note</b>	<b>31-Dec-2023</b>	<b>31-Dec-2022</b>
Revenue	<b>19</b>	61,535	75,027
Cost of sales	<b>19</b>	(44,901)	(50,566)
<b>Gross profit</b>		<b>16,634</b>	<b>24,461</b>
Net income from other activities	<b>19</b>	-	1,361
General and administrative expenses	<b>20</b>	(22,037)	(25,609)
Marketing expenses		(2,346)	(3,771)
Other operating income/(expenses)	<b>21</b>	7,043	(607)
Depreciation and amortization	<b>8</b>	(1,736)	(1,398)
Fair value gains on investment property	<b>9</b>	49,503	77,660

<b>Operating profit</b>		<b>47,061</b>	<b>72,097</b>
Financial income	22	16,644	13,751
Financial cost	22	(28,144)	(9,951)
<b>Finance costs, net</b>		<b>(11,500)</b>	<b>3,800</b>
<b>Profit before tax</b>		<b>35,561</b>	<b>75,897</b>
Income tax (expense)	23	6,931	(12,568)
<b>Profit of the period</b>		<b>42,492</b>	<b>63,329</b>
	Note	<b>31-Dec-23</b>	<b>31-Dec-22</b>
<b>Profit net</b>		<b>42,492</b>	<b>63,329</b>
<b>Adjustments to reconcile profit for the period to net cash flows:</b>		<b>(40,438)</b>	<b>(67,482)</b>
Valuation gains on investment property	9	(49,503)	(77,660)
(Gain)/ loss on sale PPE		2,023	(626)
Reversal of impairment loss PPE		(1,194)	251
Depreciation	8	1,736	1,398
Share based payments	29	-	1,015
Impairment of inventories	10	(1,341)	(142)
Impairment of receivables	12	(530)	(486)
Financial income	22	(16,644)	(13,751)
Finance cost	22	28,144	9,951
<b>Other adjustments from non-cash transactions</b>		<b>3,803</b>	<b>-</b>
Deferred tax expense	23	(6,931)	12,568
<b>Working capital adjustments</b>		<b>(30,162)</b>	<b>(114,336)</b>
Decrease/(increase) in trade receivables and other receivables	12	9,843	26,822
Decrease in prepayments	12	8,133	(976)
Decrease in inventory	10	(52,536)	(167,795)
(Decrease)/increase in trade, other payables, and contract liabilities	17	4,463	28,548
(Decrease)/increase in provisions	18	(66)	(935)
<b>Net cash flows used in operating activities</b>		<b>(28,108)</b>	<b>(118,489)</b>
<b>Investing activities</b>			
Loans granted to subsidiaries	27	(1,927)	(43,894)
Loan reimbursements collected	27	2,810	30,874

<b>from subsidiaries</b>			
<b>Investments in subsidiaries</b>	<b>27</b>	<b>-</b>	<b>(14,695)</b>
<b>Return of the amounts invested in subsidiaries</b>	<b>27</b>	<b>1,513</b>	<b>31,154</b>
<b>Purchase of property, plant and equipment</b>	<b>8</b>	<b>(530)</b>	<b>(1,864)</b>
<b>Expenditure on investment property under development</b>	<b>9</b>	<b>(17,966)</b>	<b>(32,987)</b>
<b>Expenditure on PPE under development</b>	<b>8</b>	<b>(2,853)</b>	<b>(14,978)</b>
<b>Proceeds from property, plant and equipment</b>	<b>8</b>	<b>213</b>	<b>1,538</b>
<b>Dividends received</b>	<b>27</b>	<b>3,770</b>	<b>1,041</b>
<b>Interest received</b>	<b>27</b>	<b>2,590</b>	<b>3,640</b>
<b>Net cash flows from investing activities</b>		<b>(12,380)</b>	<b>(40,171)</b>
	<b>Note</b>	<b>31-Dec-23</b>	<b>31-Dec-22</b>
<b>Cash flows from financing activities:</b>			
<b>Proceeds from borrowings</b>	<b>16</b>	<b>174,884</b>	<b>291,137</b>
<b>Repayment of principal of borrowings</b>	<b>16</b>	<b>(119,581)</b>	<b>(184,682)</b>
<b>Proceeds from issue of share capital</b>	<b>14</b>	<b>-</b>	<b>77,732</b>
<b>Acquisition of own shares</b>	<b>15</b>	<b>-</b>	<b>(1,459)</b>
<b>Dividends paid</b>	<b>14</b>	<b>-</b>	<b>(11)</b>
<b>Interest paid</b>	<b>16</b>	<b>(25,894)</b>	<b>(13,372)</b>
<b>Net cash from financing activities</b>		<b>29,409</b>	<b>169,345</b>
<b>Net increase / (decrease) of cash and equivalents</b>		<b>(11,079)</b>	<b>10,685</b>
<b>Cash and equivalents on 1st of January</b>	<b>13</b>	<b>46,857</b>	<b>36,171</b>
<b>Cash and equivalents on 31 of December</b>	<b>13</b>	<b>35,778</b>	<b>46,857</b>

3. With a total number of 2,108,058,205 valid votes, representing 2,108,058,205 shares and 89.1100% of the share capital of the Company and 89.1378% of the total number of voting rights, out of which 2,108,058,205 votes "in favor", representing 100% of the total number of votes held by the shareholders attending the Assembly, the consolidated annual financial statements for 2023 prepared in accordance with the International Financial Reporting Standards (IFRS) and audited according to the Report of the financial auditor for the fiscal year 2023 were approved.

	<b>Note</b>	<b>31 December 2023</b>	<b>31 December 2022</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant, and equipment	<b>7</b>	99,365	65,648
Intangible assets		632	534
Goodwill		3,543	3,543
Right of use assets	<b>7</b>	3,300	4,317
Investment property	<b>8</b>	676,297	653,725
<b>Total non-current assets</b>		<b>783,137</b>	<b>727,767</b>
<b>Current assets</b>			
Inventories	<b>9</b>	622,609	617,698
Trade and other receivables	<b>10</b>	14,212	25,561
Prepayments and other current assets	<b>10</b>	7,068	17,228
Cash and cash equivalents	<b>11</b>	51,293	55,108
<b>Total current assets</b>		<b>695,182</b>	<b>715,595</b>
<b>Total assets</b>		<b>1,478,319</b>	<b>1,443,362</b>
<b>SHAREHOLDERS' EQUITY AND LIABILITIES</b>			
Shareholders' equity			
Share capital	<b>12</b>	598,884	598,884
Share premium		41,462	40,493
Revaluation reserves		-	3,001
Other reserves	<b>12</b>	41,590	40,266
Own shares	<b>13</b>	(268)	(268)
Retained earnings		227,204	197,390
<b>Equity attributable to equity holders of the parent</b>		<b>908,872</b>	<b>879,766</b>
Non-controlling Interest		8,718	9,854
<b>Total equity</b>		<b>917,590</b>	<b>889,620</b>
<b>Non-current liabilities</b>			
Loans and borrowings	<b>14</b>	346,658	271,207
Trade and other payables	<b>15</b>	5,995	6,124
Deferred tax liability	<b>21</b>	76,864	81,058
<b>Total non-current liabilities</b>		<b>429,517</b>	<b>358,389</b>

	<b>Note</b>	<b>31 December 2023</b>	<b>31 December 2022</b>
<b>Current liabilities</b>			

Loans and borrowings	<b>14</b>	66,976	119,919
Trade and other payables	<b>15</b>	22,821	33,726
Income Tax Payables		2,234	1,885
Contract liabilities	<b>15</b>	38,894	39,470
Provisions for risk and charges	<b>16</b>	287	353
<b>Total current liabilities</b>		<b>131,212</b>	<b>195,353</b>
<b>Total liabilities</b>		<b>560,729</b>	<b>553,742</b>
<b>Total shareholders' equity and liabilities</b>		<b>1,478,319</b>	<b>1,443,362</b>

		<b>12 months period ended as at</b>	
	<b>Not e</b>	<b>31-Dec-2023</b>	<b>31-Dec-2022</b>
Revenue	<b>17</b>	171,217	219,199
Cost of sales	<b>17</b>	(114,043)	(148,508)
<b>Gross profit</b>		<b>57,174</b>	<b>70,691</b>
Net income from other activities		-	7,306
General and administrative expenses	<b>18</b>	(35,309)	(30,182)
Marketing expenses		(3,702)	(5,515)
Other income/(expenses)	<b>19</b>	(5,076)	(8,567)
Depreciation and amortization	<b>7</b>	(4,005)	(2,323)
Gains from investment property	<b>8</b>	43,137	77,660
<b>Operating profit</b>		<b>52,219</b>	<b>109,070</b>
Finance income	<b>20</b>	10,979	11,626
Finance cost	<b>20</b>	(34,321)	(17,867)
<b>Finance result net (loss)</b>		<b>(23,342)</b>	<b>(6,241)</b>
<b>Profit before income tax</b>		<b>28,877</b>	<b>102,829</b>
Income tax credit/(charge)	<b>21</b>	228	(18,062)
<b>Profit for the period</b>		<b>29,105</b>	<b>84,767</b>
<b>Non-controlling interest (NCI)</b>		<b>2,294</b>	<b>(856)</b>
<b>Equity holders of the parent</b>		<b>26,811</b>	<b>85,623</b>
<b>Earnings per share (EPS)</b>	<b>27</b>	<b>0.0123</b>	<b>0.0364</b>

	Note	12 months period ended as at	
		31-dec-2023	31-dec-2022
<b>Net profit</b>		<b>29,105</b>	<b>84,767</b>
<b>Adjustments to reconcile profit for the period to net cash flows:</b>		<b>(7,357)</b>	<b>(47,231)</b>
Valuation gains on investment property	8	(43,137)	(77,660)
Gain (loss) on disposal of property, plant and equipment	7	2,002	(660)
Reversal of impairment loss of property, plant and equipment	7	(5,037)	7,757
Depreciation and amortization	7	4,005	2,323
Share based payments	13	-	1,015
Inventory value adjustment	19	13,408	(3,582)
Receivables value adjustment	19	(1,711)	(727)
Finance income	20	(10,979)	(11,626)
Finance costs	20	34,321	17,867
Income tax	21	(228)	18,062
<b>Working capital adjustments</b>		<b>8,632</b>	<b>(86,849)</b>
Decrease/(increase) in trade receivables and other receivables	10	13,061	(11,254)
Decrease in prepayments	10	10,160	(220)
Increase in inventory property	9	2,246	(80,690)
(Decrease)/increase in trade, other payables, and contract liabilities	15	(13,151)	13,067
(Decrease)/increase in provisions	16	(66)	(935)
Income tax paid		(3,617)	(6,817)
<b>Net cash flows from operating activities</b>		<b>30,381</b>	<b>(49,313)</b>
<b>Investing activities</b>			
Acquisition of a subsidiary	26	-	(5,130)



Purchase of property, plant and equipment	7	(978)	(40,006)
Proceeds (expenditure) from Investment property	8	65	-
Payments for own shares	13	-	(1,459)
Expenditure on investment property under development	8	-	(9,749)
Expenditure on property, plant and equipment under development	7	(17,842)	(569)
Proceeds (expenditure) from sale of property, plant and equipment	7	(4,874)	816
Interest received		-	366
<b>Net cash flows from investing activities</b>		<b>(23,629)</b>	<b>(55,731)</b>

	<b>Note</b>	<b>31-Dec-2023</b>	<b>31-Dec-2022</b>
<b>Cash flows from financing activities:</b>			
Proceeds from borrowings	14	225,098	483,539
Repayment of principal of borrowings	14	(202,906)	(422,833)
Proceeds from issue of share capital	12	-	77,732
Dividends paid	12	(3,430)	(11)
Interest paid	14	(29,330)	(20,312)
<b>Net cash used in financing activities</b>		<b>(10,567)</b>	<b>118,115</b>
<b>Net increase / (decrease) of cash and equivalents</b>		<b>(3,815)</b>	<b>13,071</b>
<b>Opening balance of Cash and equivalents</b>	<b>11</b>	<b>55,108</b>	<b>42,037</b>
<b>Closing balance of Cash and equivalents</b>	<b>11</b>	<b>51,293</b>	<b>55,108</b>

4. With a total number of 2,108,058,205 valid votes, representing 2,108,058,205 shares and 89.1100% of the share capital of the Company and 89.1378% of the total number of voting rights, out of which 2,019,108,205 votes "in favor", representing 95.7805% of the total number of voting rights held by the shareholders attending the Assembly and 88,950,000 votes "against", representing 4.2195% of the total number of votes cast, the distribution of the net profit achieved in 2023, amounting to RON 42,492,008, in accordance with the proposals of the Board of Directors, was approved as follows:

- RON 1,323,000 legal reserves;
- RON 41,168,992 shall remain undistributed.

5. With a total number of 1,983,914,869 valid votes, representing 1,983,914,869 shares and 83.8624% of the share capital of the Company and 83.8885% of the total number of voting rights, out of which 1,983,914,869 votes "in favor", representing 100% of the total number

of voting rights cast, the release of liability of the administrators for the fiscal year 2023 was approved. There were 124,143,336 “abstentions”.

6. With a total number of 2,108,058,205 valid votes, representing 2,108,058,205 shares and 89.1100% of the share capital of the Company and 89.1378% of the total number of voting rights, out of which 2,106,449,063 votes "in favor", representing 99.9237% of the total number of votes cast and 1,609,142 votes "against", representing 0.0763% of the total number of voting rights cast, the Remuneration Report for the Directors and General Manager of Impact Developer & Contractor SA, for the year 2023, to the consultative vote of the OGM, having regard to the provisions of Article 107, Paragraph (6) of Law No. 24/2017 on issuers of financial instruments and market operations, as republished, was approved.
7. With a total number of 1,533,995,437 valid votes, representing 1,533,995,437 shares and 64.8437% of the share capital of the Company and 64.8640% of the total number of voting rights, out of which 145,895,437 votes "in favor", representing 9.5108% of the total number of votes cast and 1,388,100,000 votes "against", representing 90.4892% of the total number of voting rights cast, the activity program and approval of the income and expense budget for the fiscal year 2024, in accordance with the information materials, was rejected. There were 574,062,768 “abstentions”.

<b>Profit &amp; Loss - EUR</b>	<b>Total 2024</b>	<b>%</b>
<b>Revenue</b>	<b>45,879,617</b>	<b>100%</b>
<b>COGS</b>	<b>(29,975,200)</b>	<b>63%</b>
<b>Gross profit</b>	<b>15,904,417</b>	
<b>Gross margin</b>	<b>34%</b>	
<b>Other operating expenses</b>	<b>(8,397,651)</b>	<b>18%</b>
Variable expenditures	(1,577,841)	3%
General and administrative expenses (Overheads)	(5,113,080)	11%
Depreciation and amortization	(956,730)	2%
Contingent	(750,000)	2%
<b>Operational profit</b>	<b>7,506,766</b>	
<b>% Operating profit / Revenue</b>	<b>16%</b>	
<b>Finance result net (loss)</b>	<b>(6,139,994)</b>	<b>13%</b>
<b>EBT</b>	<b>1,366,772</b>	
	<b>3%</b>	
Income tax credit/(charge)	(218,684)	0%
<b>Profit for the period</b>	<b>1,148,088</b>	

<b>% Net profit / Total Revenue</b>	<b>2%</b>	
<b>EBITDA</b>	<b>8,463,496</b>	
<b>% EBITDA / Revenue</b>	<b>18%</b>	

8. With a total number of 2,108,058,205 valid votes, representing 2,108,058,205 shares and 89.1100% of the share capital of the Company and 89.1378% of the total number of voting rights, out of which 741,658,205 votes "in favor", representing 35.182% of the total number of votes cast and 1,366,400,000 votes "against", representing 64.8179% of the total number of voting rights cast, the proposal for the external financial auditor, for the fiscal year 2024, was rejected.
9. With a total number of 2,108,058,205 valid votes, representing 2,108,058,205 shares and 89.1100% of the share capital of the Company and 89.1378% of the total number of voting rights, out of which 2,108,058,205 "in favor", representing 100% of the total number of votes held by the shareholders attending the Assembly, the remuneration of the members of the Board of Directors and the Chairperson of the Board of Directors: i.e. EUR 3,000 gross/month and EUR 4,600 gross/month of the Chairperson of the Board of Directors, was approved.
10. With a total number of 2,019,108,205 valid votes, representing 2,019,108,205 shares and 85.3500% of the share capital of the Company and 85.3767% of the total number of voting rights, out of which 2,019,108,205 votes "in favor", representing 100% of the total number of votes held by the shareholders attending the Assembly, the revocation of Mrs. Scarlat Alina Ruxandra from the position of director, further to her waiver of the mandate of director, was approved. There were 88,950,000 "abstentions".
11. With a total number of 1,504,342,959 valid votes, representing 1,504,342,959 shares and 63.5903% of the share capital of the Company and 63.6102% of the total number of voting rights, out of which 1,504,342,959 votes "in favor", representing 100% of the total number of votes cast, the election of Mr. Dan Octavian Voiculescu, as Director, for a mandate starting with 29 April 2024 and until 28 April 2025 and empowerment of the Chairperson of the Board of Directors to sign the mandate agreement between the Company and the elected director, was approved. There were 603,715,246 "abstentions".
12. With a total number of 2,108,058,205 valid votes, representing 2,108,058,205 shares and 89.1100% of the share capital of the Company and 89.1378% of the total number of voting rights, out of which 2,106,449,063 "in favor", representing 99.9237% of the total number of votes cast and 1,609,142 votes "against", representing 0.0763% of the total number of voting rights cast, updating the articles of incorporation with the new composition of the

Board of Directors and empowering Mrs. Iuliana Mihaela Urda to sign the updated articles of incorporation was approved.

13. With a total number of 2,108,058,205 valid votes, representing 2,108,058,205 shares and 89.1100% of the share capital of the Company and 89.1378% of the total number of voting rights, out of which 2,108,058,205 votes "in favor", representing 100% of the total number of votes held by the shareholders attending the Assembly, the empowerment, with the possibility of substitution, of Mrs. Iuliana-Mihaela Urda to sign in the name of the shareholders the Meeting resolution, as well as any other documents in relation thereto and to fulfill any and all the formalities stipulated by law in order to obtain the registration and to ensure the opposability of the Meeting resolution towards third parties, was approved.
14. With a total number of 2,108,058,205 valid votes, representing 2,108,058,205 shares and 89.1100% of the share capital of the Company and 89.1378% of the total number of voting rights, out of which 2,108,058,205 votes "in favor", representing 100% of the total number of votes held by the shareholders attending the Assembly, the date of 21 May 2024 was approved as a registration date that serves for the identification of the Company's shareholders upon which the effects of the decisions passed within the Meeting (the "Registration Date").
15. With a total number of 2,108,058,205 valid votes, representing 2,108,058,205 shares and 89.1100% of the share capital of the Company and 89.1378% of the total number of voting rights, out of which 2,108,058,205 votes "in favor", representing 100% of the total number of votes held by the shareholders attending the Assembly, the date of 20 May 2024 was approved as *Ex – Date*.

Chairperson of the Board of Directors  
Iuliana Mihaela Urda