

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

From: IMPACT DEVELOPER & CONTRACTOR S.A.

Date: 15.11.2023

## 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 Decision of the Board of Directors of IMPACT DEVELOPER&CONTRACTOR S.A. of 14.11.2023, on the approval of the terms and conditions of the offer of Bonds to be issued by IMPACT DEVELOPER&CONTRACTOR S.A., is available below.

IMPACT DEVELOPER & CONTRACTOR S.A.

General Manager

Constantin Sebeșanu

**DECISION OF THE BOARD OF DIRECTORS  
OF IMPACT DEVELOPER & CONTRACTOR S.A.  
of 14 November 2023**

The Board of Directors of **IMPACT DEVELOPER & CONTRACTOR S.A.**, a joint-stock company, with its registered headquarters at Drumul Pădurea Mogoșoaia No. 31-41, District 1, Bucharest, Romania, registered with the Trade Register Office attached to the Bucharest Tribunal under No. J40/7228/2018, (EUID): ROONRC. J40/7228/2018, Unique Code No. 1553483 (the “**Company**”), Considering that, by Resolution of the Extraordinary General Meeting of Shareholders of the Company No. 2 of 27.04. 2023 the issuance of Bonds by the Company, their admission to trading on one of the markets operated/administered by the Bucharest Stock Exchange (BVB) and the empowerment of the Board of Directors of the Company to issue any resolution in relation to the aforementioned EGM Resolution, including in relation to the negotiation, establishment and approval of the following in relation to each issue or transaction of Bonds was approved, among others: (a) the value of the issuance or tranche, as the case may be; (b) the price of the Bonds; and (c) any other terms and conditions of the Bonds, including, without limitation, the form of the Bonds, maturity, early redemption, interest, taxes and fees, guarantees and/or mortgages issued and/or established in connection with the issuance of the Bonds and, if applicable, the prospectus prepared in connection with the issuance of the Bonds, and to determine whether the Bonds or any issuance and/or transaction thereof shall be listed on any stock exchange, the conditions for the conduct of the business of the meeting and the adoption of decisions having been fulfilled,

**RESOLVED**

1. The issuance by the Company of Bonds, under a Public Offer for Sale of Bonds, with the following characteristics and under the following conditions:

- a) **Type of bonds:** registered, dematerialized, unconditional, unsecured, and non-convertible bonds
- b) **Type of offer:** Public offer for sale of bonds
- c) **Amount of the offer:** EUR 3,000,000
- d) **Success condition:** EUR 2,000,000
- e) **Number of bonds issued:** 30,000 bonds
- f) **Currency:** EUR
- g) **Nominal value:** EUR 100/bond
- h) **Offer price:** EUR 100/bond
- i) **Final maturity:** 3 years (36 months) from the issuance date
- j) **Manner of repayment of principal:** in full, at Final Maturity of the bonds (Maturity Date)
- k) **Possibility of early redemption:** Yes. The Bonds are redeemable, in full but not in part, on the Issuer’s initiative, starting from the second year of the life of the Bonds, in which case the Issuer will pay the holders for each Bond held at the reference date a “clean” redemption price of 101% after the first year and 100.5% after the second year.

- l) **Coupon Rate:** a fixed nominal rate over the life of the Bonds, payable semi-annually on the Coupon Date. It will be determined based on investor interest and will be in the range of 9% - 10% (steps: 9%, 9.25%, 9.5%, 9.75%, 10%).
- m) **Coupon payment frequency:** semi-annual
- n) **Bond Register:** maintained by the Issuer and/or Depozitarul Central as provided for in the relevant agreement between them
- o) **Possibility of cancellation of the offer:** Yes, on the Company's initiative
- p) **Destination of funds:** as determined by the Client by means of the Prospectus
- q) **Method of allocation:** as determined by the Client by means of the Prospectus

2. Admission to trading of the bonds issued as those mentioned above on the Multilateral Trading System operated by the BVB/Regulated Market administered by the BVB, meaning that all necessary, useful and/or opportune actions and formalities will be undertaken, including, but not limited to: completion of the formalities required for the approval of the Prospectus by the FSA, registration with the FSA of the financial instruments issued, signing of agreements with the BVB and Depozitarul Central, representation before the Trading Admission Committee of the BVB.

3. Fulfilling all the necessary formalities for the purpose of representing the Company, with the possibility of sub-delegation, signing all the necessary documents for the purpose of implementing and carrying out all the operations approved by EGM Resolution No. 2 dated 27.04. 2023, as well as by this Decision of the Board of Directors, in order to successfully carry out the operations detailed above and to represent the Company before public or private authorities, bodies or companies, including FSA, BVB and Depozitarul Central, in connection with the issuance and admission to trading of the bonds whose characteristics are detailed above.

4. The empowerment of Mrs. Iuliana Mihaela Urda, with the right of sub-delegation, for the fulfilment of all the formalities necessary for the fulfilment of all the matters mentioned in Item 3 above.

Adopted today, 14 November 2023

Chairperson of the Board of Directors,  
Iuliana Mihaela Urda

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Directors

Alina Ruxandra Scarlat	Daniel Pandele	INTREPID GEM SRL Vaduva Petru Ion	Sorin Apostol
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