

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 EXTRAORDINARY GENERAL ASSEMBLY OF THE SHAREHOLDERS OF IMPACT DEVELOPER & CONTRACTOR S.A.**

headquarters of Impact Developer & Contractor SA, Bucharest, District 1, 31-41 Padurea Mogosoaia Road, 2<sup>nd</sup> Floor, Zip Code 014043

#### **DECISION No. 2 of 29 April 2024, 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. 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 Extraordinary 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

According to Art. 88 Para. (1) of Law No. 24/2017 regarding the issuers of financial instruments and market operations states in case of increase of share capital by cash contribution lifting of the preferential right of shareholders to subscribe for the new shares must be approved by the Extraordinary General Meeting of Shareholders, attended by shareholders representing at least 85% of the subscribed share capital and voting shareholders representing at least 3/4 of the 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. 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 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 reduction of the Company's share capital was approved, pursuant to Art. 207 Para 1, Letter c) of Company Law No. 31/1990, from RON 591,419,987.75, by RON 184,635.25, by reducing the number of shares, from 2,365,679,951 shares to 2,364,941,410 shares, following the cancellation of a number of 738,541 own shares, acquired by the Company.

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 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 amendment of the Company's Articles of incorporation as a result of the reduction of the share capital was approved. Article 6 of the Articles of incorporation shall read as follows:

***“Art. 6. – Share Capital***

- a. The share capital of IMPACT DEVELOPER & CONTRACTOR is RON 591,235,352.50, being fully subscribed and paid-up.*
- b. The share capital is divided into 2,364,941,410 shares, each share having a nominal value of RON 0.25.*
- c. The structure of the Company's share capital is as follows: RON 591,235,267.4 and USD 5,000, representing cash contributions, and RON 35.1, representing contribution in kind.*
- d. Shareholders' holdings are those included in the register of shareholders maintained by Depozitarul Central S.A.”*

3. 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 voting rights, out of which 2,017,499,063 votes "in favor", representing 99.9203% of the total number of votes held by the shareholders attending the Assembly and 1,609,142 votes “against”, representing 0.0797% of the total number of the voting rights cast, delegating and authorizing the Board of

Directors that, for a period of 1 year starting with the registration date with the Trade Register of the revised articles of incorporation in accordance with Item 5 below, it shall decide and implement the increase of the Company's share capital, by contribution in cash, by one or more issuances of new ordinary shares, with a value not exceeding **250,000,000 newly issued shares**, was approved. The capital increase will be carried out after the completion of the formalities for the reduction of the share capital, in accordance with Item 1 above. There were 88,950,000 "abstentions".

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 voting rights, out of which 2,017,499,063 votes "in favor", representing 95.7041% of the total number of votes held by the shareholders attending the Assembly and 90,559,142 votes "against", representing 4.2959% of the total number of the voting rights cast, the authorization of the Board of Directors that, for each of the increases made up to the level of the authorized capital, it may decide to restrict or remove the preferential right of the existing shareholders to subscribe the new shares, was approved.

5. 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 voting rights, out of which 2,017,499,063 votes "in favor", representing 95.7041% of the total number of votes held by the shareholders attending the Assembly and 90,559,142 votes "against", representing 4.2959% of the total number of the voting rights cast, the amendment of the Company's articles of incorporation was approved, as follows:

Art. 7, Letter b - Increase and decrease of the share capital, shall be amended as follows:

*"The Board of Directors is delegated and authorized that, for a period of one (1) year from the registration date of this revised articles of incorporation with the Trade Register, it shall decide and implement the increase of the share capital, by one or more issuances of ordinary shares, with a nominal value not exceeding RON 62,500,000 (authorized capital). Exclusively in order to increase the share capital under the previously mentioned conditions, the Board of Directors is granted, for each of the capital increases made up to level of the authorized capital, the competence to decide to restrict or remove the preference right of the shareholders existing on the date of the respective increase of the share capital."*

6. 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 voting rights, out of which 2,017,499,063 votes "in favor", representing 99.9203% of the total number of votes held by the shareholders attending the Assembly and 1,609,142 votes "against", representing 0.0797% of the total number of the voting rights cast, authorizing and empowering the Board of Directors, with the authority to sub-delegate this authorization and power-of-attorney, to any person, as deemed necessary and/or opportune, as the case may be, was approved: to issue any

decision and to carry out all legal acts and deeds which are necessary, useful and/or desirable for implementing the resolutions which will be adopted by the Company's EGMS in accordance with Items 3 and 4 above, including, without limitation (a) approval of any documents and the taking of any measures deemed necessary for the fulfillment of the operation(s) to increase the share capital; (b) following up the operations for the registration of the increase of the share capital, until the mentioning of the new shares by the registry company Depozitarul Central S.A.; (c) conclusion of any agreements with service providers related to the implementation of the resolutions, selection of the intermediary for preparing the offer prospectus, approval of the prospectus and the offer announcement of the increase of the share capital; (d) making any necessary commitments, issuing any documents necessary for the implementation of the resolutions and submitting any documents to any relevant authority; (e) establishment and approval of the subscription procedure, the payment modalities, the payment date, the place where the operations are performed, the establishment and validation of the subscriptions made, the cancellation of the unsubscribed shares, the establishment of the exact value by which the share capital is increased, the closing of the subscriptions, the registration and operation of the increase of the share capital; (f) approval of the amendment and updating of the provisions of the Company's articles of incorporation regarding the share capital further to the fulfillment of the operation(s) to increase the share capital. There were 88,950,000 "abstentions".

7. 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 voting rights, out of which 2,017,499,063 votes "in favor", representing 99.9203% of the total number of votes held by the shareholders attending the Assembly and 1,609,142 votes "against", representing 0.0797% of the total number of the voting rights cast, the issuance by the Company of bonds (whether registered or bearer, whether secured or unsecured, whether in materialized or dematerialized form, whether to be listed on any stock exchange or not, and/or whether denominated in RON, EUR, any other currency or any combination of the foregoing), having a maximum total nominal value of EUR 20,000,000 or the equivalent of this amount in any other currency and with a maturity of at least 24 months, maximum up to 60 months years (the "**Bonds**"), in one or more issuances and/or tranches (whether having the same and/or different characteristics, including in terms of form of the Bonds, nominal value, interest rate and/or maturity date) was approved. The Bonds shall be placed pursuant to (i) one or more public offerings addressed to the public and/or to certain qualified and/or professional investors, and/or in reliance on other exemptions for the publication of a prospectus in relation to 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 less than 150 natural or legal persons, other than qualified investors, on a member state, in compliance with the legal provisions. The approval above shall be valid in relation to Bonds having the maximum maturity set forth above, up to the maximum nominal value of EUR 20,000,000 or the equivalent of this amount in any other currency, irrespective of whether the issuance of such Bonds shall be completed over the course of one or more calendar years. There were 88,950,000 "abstentions".

8. 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 voting rights, out of which 2,017,499,063 votes "in favor", representing 99.9203% of the total number of votes held by the shareholders attending the Assembly and 1,609,142 votes "against", representing 0.0797% of the total number of the voting rights cast, the issuance and/or creation by the Company of any type of guarantee and/or any security interests in relation to the Bonds, including, without limitation, whether through suretyship or over any asset of the Company or by any other type of guarantee issued in relation to the foregoing, was approved. There were 88,950,000 "abstentions".

9. 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 voting rights, out of which 2,017,499,063 votes "in favor", representing 99.9203% of the total number of votes held by the shareholders attending the Assembly and 1,609,142 votes "against", representing 0.0797% of the total number of the voting rights cast, authorizing and empowering the Board of Directors of the Company, with the authority to sub-delegate this authorization and power-of-attorney, to any person, as deemed necessary and/or opportune, as the case may be, was approved:

- (i) to issue any decision and to carry out all legal acts and deeds which are necessary, useful and/or desirable for implementing the resolutions which will be adopted by the Company's EGMS in accordance with Items 7-8 above, including, without limitation, negotiating, establishing and approving, in relation to each issue or tranche of Bonds: (a) the value of the issuance or tranche, as the case may be; (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, their maturity, early redemption, interest, taxes and fees, the guarantees and/or security interests issued and/or created in relation to such Bonds, and, where applicable, the prospectus prepared in relation to the issuance of the Bonds; and (d) the intermediaries for the issuance and sale of the Bonds, as applicable;
- (ii) to negotiate, approve and execute, any agreement and/or arrangements in connection with the Bonds and/or on the basis of which the Bonds are issued, sold and/or admitted to trading on a stock exchange, any security agreements, guarantee commitments, offering documents, any subscription agreements, sale, agency, trust, assistance agreements, certificates, affidavits, registers, notices, addenda and any other acts and documents which are necessary, to fulfil any formalities and to authorize and/or to execute any other actions which are necessary in order to give full effect to the issuance of Bonds, their offering and sale, and/or to the associated guarantees (as the case may be) and to negotiate, approve and execute and any other documents and carry out any operations and/or formalities which are necessary or useful in order to implement and give full effect to the foregoing and to the issuance of the Bonds;

- (iii) to decide whether the Bonds or any issue and/or tranche thereof shall be listed on any stock exchange and, if the case may be, to negotiate, approve and execute any document and carry out any operations and/or formalities which are necessary in relation to the admission of the Bonds to such stock exchange (including, if applicable, to negotiate and approve the prospectus prepared in relation to such admission of the Bonds to trading on a stock exchange);
- (iv) to negotiate, approve and execute any agreement and/or arrangements in connection with the operations under Items 7-8 above, as well as to carry out any action and/or formalities necessary in relation to such operations.

There were 88,950,000 “abstentions”.

10. 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 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, authorization and empowerment, with the possibility of sub-delegation of this authorization and power of attorney, of Mrs. Iuliana-Mihaela Urda, 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, was approved.

11. 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 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 EGMS.

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 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