

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

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

29 April 2026

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 Mogosoaia
Road, floor 2, Zip Code 014043

DECISION No. 1 of 29 April 2026, 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:
 - a. Romanian Official Gazette Part IV No. 1871/27.03.2026;
 - b. Jurnalul newspaper of 27.03.2026;
- Notification to the Bucharest Stock Exchange on 25.03.2026 and to FSA on 26.03.2026;
- The completion of the agenda on 8 April 2026, and the notification of the Bucharest Stock Exchange on 09.04.2026, and of the FSA on 09.04.2026;
- The republication of the Convening notice in:
 - c. Romanian Official Gazette Part IV No. 2191/14.04.2026;
 - d. 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 Ordinary Shareholders' General Assembly of the company IMPACT DEVELOPER& CONTRACTOR S.A. (hereinafter referred to as "The Company"), were present the shareholders representing 87.4968% of the total voting rights and 87.4230 % of the subscribed and paid up share capital, namely:

- 103,375,149 shares of the total number of 118,247,071 shares,
- 103,375,149 votes of the total number of 118,147,303 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 the Law no. 31 of 1990, republished, as amended.

III. THE MEETING

1. *With a total number of 103,050,586 valid votes, representing 103,050,586 shares and 87.1485% of the share capital of the Company, out of which 103,050,586 votes "in favor", representing 100% out of the total number of votes cast in the Assembly, the Report of the Board of Directors related to the fiscal year 2025 was approved. 324,563 abstentions were recorded.*
2. *With a total number of 103,048,486 valid votes, representing 103,048,486 shares and 87.1468% of the share capital of the Company, out of which 103,048,486 votes "in favor", representing 100% out of the total number of votes cast in the Assembly, the separate annual financial statements of IMPACT DEVELOPER & CONTRACTOR S.A. related to the year 2025, 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) in PDF format, as well as the single electronic format of the individual Annual Financial Statements for the year 2025 prepared in accordance with the requirements of the ESEF Regulation (xHTML format) were approved. 326,663 abstentions were recorded.*

SEPARATE STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2025

	<u>Note</u>	<u>31-Dec-25</u>	<u>31-Dec-24</u>
ASSETS			
Non-current assets			
Tangible assets	7	45,232	47,144
Intangible assets		428	640
Noncurrent receivables	12	67,986	71,150
Investment property	8	608,166	754,571
Investments in subsidiaries	11	234,188	47,474
Pipeline projects	9	40,510	31,293
Total non-current assets		996,510	952,273

Current assets

Inventories	10	301,957	371,159
Trade and other receivables	12	24,643	19,775
Other current assets		3,461	4,755
Cash and cash equivalents	13	24,880	37,644
Total current assets		354,941	433,333
Total assets		1,351,451	1,385,605

SHAREHOLDERS' EQUITY AND LIABILITIES

Shareholders' equity

Share capital	14	598,699	598,699
Share premium	14	45,622	41,379
Other reserves	14	53,952	44,484
Own shares	15	(433)	-
Retained earnings		373,603	287,354
Total equity		1,071,443	971,916

Non-current liabilities

Loans and borrowings	16	106,075	118,435
Trade and other payables	17	6,573	6,857
Deferred tax liability	23	66,165	81,175
Total non-current liabilities		178,813	206,467

	<u>Note</u>	<u>31-Dec-25</u>	<u>31-Dec-24</u>
Current liabilities			
Loans and borrowings	16	65,454	180,749
Trade and other payables	17	7,009	14,377
Income tax payable	23	25,884	1,340
Contract liabilities	17	2,722	10,627
Provisions for risks and charges		126	131
Total current liabilities		101,195	207,223
Total liabilities		280,008	413,690
Total equities and liabilities		1,351,451	1,385,605

SEPARATE STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2025

	<u>Note</u>	<u>12 months period ended as at</u>	
		<u>31-Dec-25</u>	<u>31-Dec-24</u>
Revenue	18	144,212	162,938
Cost of sales	18	(96,250)	(111,337)

Gross profit		<u>47,962</u>	<u>51,601</u>
General and administrative expenses	20	(26,356)	(22,866)
Marketing expenses		(3,451)	(1,988)
Other operating income	21	7,376	26,961
Other operating expenses	21	(7,405)	(8,188)
Gains on investment property	8	<u>61,608</u>	<u>29,545</u>
Operating profit		<u>79,734</u>	<u>75,065</u>
Finance income	22	56,659	56,065
Finance expense	22	(24,251)	(34,296)
Finance costs, net		<u>32,408</u>	<u>21,769</u>
Profit before tax		<u>112,142</u>	<u>96,835</u>
Income tax (expense)	23	(12,025)	(8,595)
Profit of the period		<u>100,117</u>	<u>88,240</u>
Other comprehensive income		-	-
Total comprehensive income for the period		<u>100,117</u>	<u>88,240</u>

SEPARATE CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2025

	Note	31-Dec-25	31-Dec -24
Net profit		<u>100,117</u>	<u>88,240</u>
Adjustments to reconcile profit for the period to net cash flows:		(82,169)	(48,435)
Valuation gains on investment property	8	(61,608)	(29,545)
Gain on sale PPE		-	(187)
Reversal of impairment loss PPE		(1,424)	(2,097)
Reversal of impairment of investments		-	(8,053)
Depreciation and amortization	7	3,300	673
Impairment of inventories	10	(4,273)	-
Impairment of receivables	12	958	2,165
Finance income	22	(55,399)	(54,592)
Finance expense	22	24,251	34,296
Income tax expense	23	12,025	8,719
Working capital adjustments		<u>50,930</u>	<u>37,728</u>
Decrease/increase) in trade receivables and other receivables	12	(1,597)	1,426
Decrease/(increase) in prepayments	12	1,294	1,966
Decrease/(increase) in inventory	10	74,675	88,554
(Decrease)/increase in trade, other payables, and contract liabilities	17	(18,078)	(54,063)
(Decrease)/increase in provisions		-	(156)
Income tax paid	23	(5,363)	

Net cash flows used in operating activities		68,878	77,533
Cash flow from investing activities			
Loans granted to subsidiaries		(541)	(3,726)
Loan reimbursements collected from subsidiaries		5,904	3,420
Amounts invested in subsidiaries	27	19,819	(3,235)
Purchase of property, plant and equipment	7	(1,156)	(1,481)
Proceeds/(expenditure) with investment property		-	1,041
Expenditure on investment property under development		(8,935)	(2,763)
Proceeds from sale of property, plant and equipment	7	1,399	303
Dividends received	22	49,382	49,633
Interest received		1,870	1,280
Net cash flows from investing activities		65,872	44,472
Cash flows from financing activities:			
Proceeds from borrowings	16	78,546	69,145
Repayment of principal of borrowings	16	(213,519)	(159,536)
Interest paid	16	(14,411)	(29,748)
Net cash from financing activities		(149,384)	(120,139)
Net increase / (decrease) of cash and equivalents		(12,764)	1,866
Opening balance of Cash and equivalents	13	37,644	35,778
Closing balance of Cash and equivalents	13	24,880	37,644

3. *With a total number of 103,048,486 valid votes, representing 103,048,486 shares and 87.1468% of the share capital of the Company, out of which 103,048,486 votes "in favor", representing 100% out of the total number of votes cast in the Assembly, the consolidated annual financial statements of IMPACT DEVELOPER & CONTRACTOR S.A. and its subsidiaries related to the year 2025, prepared in accordance with the International Financial Reporting Standards (IFRS) adopted by EU in PDF format, as well as the single electronic format of the consolidated Annual Financial Statements for the year 2025 prepared in accordance with the requirements of the ESEF Regulation (xHTML format) were approved. 326,663 abstentions were recorded.*

CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2025

	<u>Note</u>	<u>31-Dec-2025</u>	<u>31-Dec-2024</u>
ASSETS			
Non-current assets			
Property, plant, and equipment	7	90,181	94,175
Intangible assets		760	1,012
Goodwill		3,543	3,543
Right of use assets		586	1,571
Investment property	8	558,649	704,167
Pipeline projects	9	305,017	78,515

Total non-current assets		958,736	882,983
Current assets			
Inventories	10	317,573	408,324
Trade and other receivables	11	25,434	44,242
Prepayments and other current assets	11	4,230	4,929
Cash and cash equivalents	12	40,402	71,974
Total current assets		387,639	529,469
Total assets		1,346,375	1,412,452
SHAREHOLDERS' EQUITY AND LIABILITIES			
Shareholders' equity			
Share capital	13	598,699	598,699
Share premium		45,622	41,379
Other reserves		55,671	47,214
Own shares	14	(433)	-
Retained earnings		338,300	269,760
Equity attributable to equity holders of the parent		1,037,859	957,052
Non-controlling Interest		8,019	7,984
Total equity		1,045,878	965,036
Non-current liabilities			
Loans and borrowings	15	106,147	181,158
Trade and other payables	16	6,742	5,834
Deferred tax liability	22	65,095	80,122
Total non-current liabilities		177,984	267,114

	<u>Note</u>	<u>31-Dec-2025</u>	<u>31-Dec-2024</u>
Current liabilities			
Loans and borrowings	15	69,674	135,961
Trade and other payables	16	20,900	24,512
Income Tax Payables	22	25,884	4,377
Contract liabilities		5,929	15,320
Provisions for risk and charges		126	132
Total current liabilities		122,513	180,302
Total liabilities		300,497	447,416
Total shareholders' equity and liabilities		1,346,375	1,412,452

**CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2025**

	12 months period ended as at		
<u>Note</u>	<u>31-Dec-2025</u>	<u>31-Dec-2024</u>	

Revenue	17	331,077	308,254
Cost of sales	17	(247,242)	(223,795)
Gross profit		83,835	84,459
General and administrative expenses	19	(42,850)	(32,301)
Marketing expenses		(4,019)	(2,702)
Other operating income	20	28,163	37,112
Other operating expenses	20	(10,027)	(11,484)
Gains from revaluation of investment property		62,880	27,602
Operating profit		117,982	102,686
Finance income	21	2,412	1,911
Finance expense	21	(25,051)	(34,935)
Finance result net (loss)		(22,639)	(33,024)
Profit before income tax		95,343	69,662
Income tax expense/(income)	22	(18,137)	(9,066)
Profit for the period		77,206	60,596
Non-controlling interest (NCI)		2,460	1,921
Equity holders of the parent		74,746	58,675
Basic earnings per share (EPS)		0.6321	0.0248
Diluted earnings per share		0.6321	0.0248
Other comprehensive income		-	-
Total comprehensive income for the period		77,206	60,596
Comprehensive income attributable to:			
Non-controlling interest (NCI)		2,460	1,921
Equity holders of the parent		74,746	58,675

CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31 DECEMBER 2025

	Note	12 months period ended as at	
		31-Dec-2025	31-Dec-2024
Net profit		77,206	60,596
Adjustments to reconcile profit for the period to net cash flows:		(21,029)	(151)
Loss (Gain) from revaluation of Investment property	8	(62,880)	(27,602)
Reversal of impairment of PPE	7	(1,424)	(2,097)
Depreciation and amortization	7	4,952	3,875
Inventory write-off/ (reversal of write off)	20	(4,519)	(1,688)
Impairment of receivables	20	2,065	2,308

Finance income	21	(2,412)	(1,911)
Finance expense	21	25,051	34,935
Non cash gain from compensation not yet received		-	(17,038)
Income tax	22	18,138	9,066
Working capital adjustments		85,512	90,755
Decrease/(increase) in trade receivables and other receivables	11	24,140	(15,300)
Decrease in prepayments	11	699	2,139
Increase in inventory	10	86,298	131,754
(Decrease)/increase in trade, other payables, and contract liabilities	16	(12,407)	(24,017)
(Decrease)/increase in provisions		-	(156)
Income tax paid	22	(13,218)	(3,666)
Net cash flows from operating activities		141,689	151,199
Investing activities			
Purchase of property, plant and equipment	7	(1,925)	(1,831)
Proceeds (expenditure) from Investment property	8	-	1,041
Expenditure on investment property under development	8	(7,198)	(1,794)
Proceeds from sale of PPE	8	1,912	2,295
Net cash flows from investing activities		(7,211)	(289)
Cash flows from financing activities:			
Proceeds from borrowings	15	106,036	102,544
Repayment of principal of borrowings	15	(254,650)	(199,566)
Dividends paid	13	(2,425)	(2,655)
Interest paid	15	(15,011)	(30,552)
Net cash used in financing activities		(166,050)	(130,229)
Net increase / (decrease) of cash and equivalents		(31,572)	20,681
Opening balance of Cash and equivalents	12	71,974	51,293
Closing balance of Cash and equivalents	12	40,402	71,974

4. *With a total number of 103,050,586 valid votes, representing 103,050,586 shares and 87.1485% of the share capital of the Company, out of which 103,050,586 votes "in favor", representing 100% out of the total number of votes cast in the Assembly, the 2025 Annual Report, pursuant to Art. 65[^]1 of Law No. 24/2017 was approved. 324,563 abstentions were recorded.*
5. *With a total number of 100,009,078 valid votes, representing 100,009,078 shares and 84.5764% of the share capital of the Company, out of which 99,660,237 votes "in favor", representing 99.6512% of the total number of votes cast in the Assembly, 348,841 votes "against," representing 0.3488% of the total number of votes held by the shareholders*

attending the Assembly, the distribution of the net profit achieved in 2025, amounting to RON 101,132,930, in accordance with the proposals of the Board of Directors, was approved as follows:

- RON 5,026,923 establishment of mandatory legal reserves;
- RON 0 coverage of statutory/contractual reserves;
- RON 362,850 coverage of losses resulting from the sale of equity instruments;
- RON 95,743,157 shall remain undistributed.

3,366,071 abstentions were recorded.

6. *With a total number of 99,357,820 valid votes, representing 99,357,820 shares and 84.0256% of the share capital of the Company, out of which 99,357,820 votes "in favor", representing 100% out of the total number of votes cast in the Assembly, the release of liability of the members of the Board of Directors for the fiscal year 2025 was approved. 4,017,329 abstentions were recorded.*
7. *With a total number of 103,054,036 valid votes, representing 103,054,036 shares and 87.1514% of the share capital of the Company, out of which 102,962,280 votes "in favor", representing 99.9110% of the total number of votes cast in the Assembly, and 91,756 votes "against," representing 0.0890% of the total number of votes cast in the Assembly, submission of the Remuneration Report for the Directors and Managers of Impact Developer & Contractor SA, for the year 2025, 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. 321,113 abstentions were recorded.*
8. *With a total number of 102,744,521 valid votes, representing 102,744,521 shares and 86.8897% of the share capital of the Company, out of which 102,742,421 votes "in favor", representing 99.9980% of the total number of votes cast in the Assembly, and 2,100 votes "against," representing 0.0020% of the total number of votes cast in the Assembly, the activity program and approval of the income and expense consolidated budget for the fiscal year 2026, in accordance with the information materials, was approved. 630,628 abstentions were recorded.*

Profit and Loss Budget (EUR)	2025 actual*	2026 budget	Var Δ 26/25	Var %26/25
Revenue	65,649,375	84,779,481	19,130,105	29%
Cost of sale	(49,025,704)	(62,825,389)	(13,799,686)	28%
Gross profit	16,623,672	21,954,092	5,330,420	32%
Gross margin	25%	26%		
General and administrative expenses	(8,496,742)	(8,193,819)	302,923	-4%
Marketing expenses	(796,929)	(1,287,100)	(490,171)	62%
Other operating income	5,584,451	748,791	(4,835,660)	-87%
Other operating expenses	(1,988,257)	(562,208)	1,426,049	-72%
Operating profit*	10,926,195	12,659,756	1,733,560	16%
% Operating profit / Revenue	17%	15%		
Finance result net (loss)	(4,489,095)	(1,905,783)	2,583,312	-58%
EBT	6,437,100	10,753,973	4,316,873	67%
	10%	13%		
Income tax credit/(charge)	(3,596,392)	(1,720,636)	1,875,757	-52%
Profit for the period*	2,840,708	9,033,337	6,192,629	218%
% Net profit / Total Revenue	4%	11%		
EBITDA*	12,020,361	13,318,187	1,297,826	11%
% EBITDA / Total Revenue	18%	16%		

*Gains from revaluation of investment property not included

9. With a total number of 103,048,337 valid votes, representing 103,048,337 shares and 87.1466% of the share capital of the Company, out of which 102,720,780 votes "in favor", representing 99.6821% of the total number of votes cast in the Assembly, and 327,557 votes "against," representing 0.3179% of the total number of votes cast in the Assembly, the election of Mr. Dumitru Radu Stanescu as a member of the Board of Directors of the Company starting with 29 April 2026, until 28 April 2029. 326,812 abstentions were recorded.
10. With a total number of 99,680,063 valid votes, representing 99,680,063 shares and 84.2981% of the share capital of the Company, out of which 99,108,471 votes "in favor", representing 99.4266% of the total number of votes cast in the Assembly, and 571,592 votes "against," representing 0.5734% of the total number of votes cast in the Assembly, the remuneration due to the members of the Board of Directors and the Chairperson of the Board of Directors: i.e. EUR 4,480 gross/month (plus VAT, in the case of legal entities), for the members of the Board of Directors and EUR 6,720 gross/month (plus VAT, in the case of legal entities), for the Chairperson of the Board of Directors, was approved. 3,695,086 abstentions were recorded.
11. With a total number of 102,783,486 valid votes, representing 102,783,486 shares and 86.9226% of the share capital of the Company, out of which 102,703,029 votes "in favor", representing 99.9217% of the total number of votes cast in the Assembly, and 80,457 votes "against," representing 0.0783% of the total number of votes cast in the Assembly,

empowerment of the Chairperson of the Board of Directors to sign the administration agreement with the elected director was approved. 566,663 abstentions were recorded.

12. *With a total number of 99,687,337 valid votes, representing 99,687,337 shares and 84.3043% of the share capital of the Company, out of which 99,601,880 votes "in favor", representing 99.9143% of the total number of votes cast in the Assembly, and 85,457 votes "against," representing 0.0857% of the total number of votes cast in the Assembly, the remuneration policy of IMPACT DEVELOPER & CONTRACTOR S.A., updated and supplemented, was approved. 3,687,812 abstentions were recorded.*

13. *With a total number of 99,445,986 valid votes, representing 99,445,986 shares and 84.1002% of the share capital of the Company, out of which 99,349,230 votes "in favor", representing 99.9027% of the total number of votes cast in the Assembly, and 96,756 votes "against," representing 0.0973% of the total number of votes cast in the Assembly, the participation of the members of the Board of Directors in the "Stock Option Plan 2026-2027" type program implemented by the Company was approved under the following conditions:*

- a) The members of the Board of Directors having specific positions within the Board of Directors, according to the regulation on its activity, have the right to participate in the "Stock Option Plan 2026-2027" type program, which represents additional remuneration according to Art. 153[^]18 (2) of Company Law No. 31/1990, being distributed a total maximum number of 55,000 shares.
- b) The Board of Directors shall determine the amount of the additional remuneration for each member of the Board of Directors, based on the Remuneration Committee's recommendations, according to Art. 153[^]18 (2) and (4) of Company Law No. 31/1990.
- c) For the members of the Board of Directors, the option right may be exercised after a period of 12 months from the date of granting the option right.
- d) The option rights shall be granted until 30.09.2026.
- e) After the lapse of the 12 month-period from the date of granting the option right, the members of the Board of Directors shall have to exercise this option right within one month.

3,929,163 abstentions were recorded.

14. *With a total number of 102,806,936 valid votes, representing 102,806,936 shares and 86.9425% of the share capital of the Company, out of which 102,726,479 votes "in favor", representing 99.9217% of the total number of votes cast in the Assembly, and 80,457 votes "against," representing 0.0783% of the total number of votes cast in the Assembly, updating the articles of incorporation with the new composition of the Board of Directors and empowering the Chairperson of the Board of Directors to sign the updated articles of incorporation were approved.*

568,213 abstentions were recorded.

- 15.** *With a total number of 102,808,486 valid votes, representing 102,808,486 shares and 86.9438% of the share capital of the Company, out of which 102,808,486 votes "in favor", representing 100% out of the total number of votes cast in the Assembly, empowerment, with the possibility of substitution, of the Chairperson of the Board of Directors 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. 566,663 abstentions were recorded.*
- 16.** *With a total number of 103,055,586 valid votes, representing 103,055,586 shares and 87.1528% of the share capital of the Company, out of which 103,055,586 votes "in favor", representing 100% out of the total number of votes cast in the Assembly, 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 Meeting (the "**Registration Date**") was approved. 319,563 abstentions were recorded.*
- 17.** *With a total number of 103,055,586 valid votes, representing 103,055,586 shares and 87,1528% of the share capital of the Company, out of which 103,055,586 votes "in favor", representing 100% out of the total number of votes cast in the Assembly, the date of 20 May 2026 was approved as Ex – Date. 319,563 abstentions were recorded.*

General Manager
CÂMPEANU-RICHARD DAN-SEBASTIAN