



KPMG Audit SRL
DN1, Bucharest - Ploiești Road no. 89A
Sector 1, Bucharest
013685, P.O. Box 18 - 191
Tel: +40 372 377 800
Fax: +40 372 377 700
www.kpmg.ro

Independent Limited Assurance Report on the information included in the current Reports issued by Impact Developer & Contractor S.A. in accordance with the requirements of Law no. 24/2017, as subsequently amended and supplemented, and the provisions of FSA Regulation no. 5/2018, as subsequently amended and supplemented (free translation¹)

**To: Board of Directors
of Impact Developer & Contractor S.A**

Purpose of the report

We were engaged by Impact Developer & Contractor S.A. (hereinafter „the Company”) to report, based on the requirements of Law no. 24/2017 for issuers of financial instruments and market operations, as subsequently amended and supplemented (hereinafter referred to as „Law no. 24/2017”) on the information included in the attached Current Reports dated 10 July 2024, 1 October 2024 and 13 November 2024 (hereinafter Reporting Schedules), that have been prepared by the Company in accordance with the requirements of Article 108 of Law no. 24/2017 and the provisions of Regulation no. 5/2018 for issuers of financial instruments and market operations, as subsequently amended and supplemented issued by the Financial Supervisory Authority (hereinafter referred to as 'FSA Regulation no. 5/2018'), reported by the Company to the Financial Supervisory Authority ('FSA') and the Bucharest Stock Exchange ('BVB') and published in the period 1 July 2024 to 31 December 2024, in the form of a limited assurance conclusion whether:

- a. The information included in the attached Reporting Schedules is not, in all material respects, consistent with the requirements of the Law no. 24/2017 and FSA Regulation no. 5/2018 regarding the parties which signed the reported legal acts, their date and nature, the description of the goods/ services subject of the reported legal act, the actual/estimated total value of the reported legal act, guarantees constituted, terms and methods of payment;
- b. The information included in the attached Reporting Schedules has not been accurately extracted, in all material respects, from the related supporting documents (contracts and invoices);
- c. The contracts related to the selected reported transactions were not properly authorised by representatives of the Company and the related transactions were not approved by the Board of Directors in accordance with the Company's internal procedures and the Constitutive Act, as applicable;
- d. The prices for the reported contracts/transactions have not been established by mutual agreement between the parties in accordance with the contracts between the parties, and are not consistent, in all material respects, either with those applied in the contracts signed with third parties, where similar goods/services are supplied under similar contract terms or, in case there are no comparable transactions/contracts, the prices are not established,

in all material respects, based on the internal procedures or other regulations for price determination and that these contracts/transactions were not approved by the Board of Directors in accordance with internal procedures and Constitutive Act, as applicable.

Specific purpose

Our report is intended solely for the purpose specified in the first paragraph of this report and is prepared for the information of the Company, the BVB and the FSA and shall not be used for any other purpose. Our report must not be considered as appropriate for use by any other party wishing to rely on our work, other than the Company, for any purpose or in any context.

Any party other than the Company that obtains access to our report or a copy of it and chooses to rely on our report (or part of it) will do so at its own risk. To the fullest extent permitted by law, we accept or assume no responsibility to any party other than the Company, for our work, for this independent limited assurance report, or for the conclusions we have reached. We performed our engagement to be able to report those matters that we must report in an independent limited assurance report, and not for any other purposes. This report refers only to the information in the Reporting Schedules and should not extend to the Company's financial statements or other reports of the Company, individually, or taken as a whole.

Responsibilities of the Management of the Company

The Company's management is responsible for the preparation of the Reporting Schedules and concluding the transactions reported in accordance with the requirements of Law no. 24/2017 and FSA Regulation no. 5/2018. The Company's management is also responsible for designing, implementing, and maintaining internal controls relevant to the preparation of the Reporting Schedules that are free from material misstatement, whether due to fraud or error. In addition, the Company's management is responsible for ensuring that the supporting documents underlying the preparation of the current Reporting Schedules, as well as the evidence provided to the auditor, is complete, accurate, and justified.

Auditor's Responsibilities

We conducted our limited assurance engagement in accordance with the International Assurance Standards, namely **ISAE 3000** (revised) "*International Standard on Assurance Engagements Other than Audits or Reviews of Historical Financial Information*". That standard requires that we plan and perform our procedures to obtain a basis for our limited assurance conclusion.

The firm applies International Standard on Quality Management 1 („**ISQM 1**”), which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

We have complied with the independence and other ethical requirements of the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (**IESBA Code**), which establishes fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

The procedures selected depend on the auditor's professional judgment and our understanding of the reported transactions included in the Reporting Schedules and of other circumstances of the engagement, as well as our consideration of areas where material misstatements might occur. In obtaining an understanding of the reported transactions included in the Reporting Schedules, we

considered the processes applied by the Company to conclude the transactions and prepare and present the Reporting Schedules in accordance with the requirements of Law no. 24/2017 and FSA Regulation no. 5/2018 to determine the relevant assurance procedures under the given circumstances, but not for the purpose of expressing a conclusion on the effectiveness of the Company's internal control related to concluding the reported transactions and preparation and presentation of the accompanying Reporting Schedules.

The procedures include, in particular, inquiry of the personnel responsible for financial reporting and risk management, as well as additional procedures aimed at obtaining evidence regarding the information included in the Reporting Schedules.

The procedures performed to obtain evidence in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed.

In respect of the Reporting Schedules, in order to assess the correctness and justification of the transactions reported, we have performed, among others, the following procedures:

- 1) We have obtained from the Company the accompanying Reporting Schedules for the period covered by the limited assurance engagement and the details of the transactions included in these Reporting Schedules.
- 2) We verified whether the approving persons of the Reporting Schedules are authorised representatives of the Company and we have requested the list of authorized signatures.
- 3) For the selected transactions, on a sample basis, from the Reporting Schedules, we have determined whether the details included in the Reporting Schedules are consistent, in all material respects with information as per signed contracts/contractual documentation presented to us and whether these documents have been signed by representatives of the Company that are indicated in the authorized signature schedule provided to us. Where applicable, we have compared information included in the Reporting Schedules to the contract or other supporting documents presented by the Company for consistency of details on: the parties which signed the supporting documents; the date when documentation was signed and its nature; the description of the type of goods/services as indicated in the documentation; the actual or estimated total value of the contracts, and, where applicable, the guarantees constituted and penalties stipulated, payment terms, as well as the related contractual conditions.
- 4) For the selected transactions, on a sample basis, we have compared details disclosed in the accompanying Reporting Schedules to the supporting information obtained from the Company.
- 5) For the selected transactions, on a sample basis, to the extent that there is a market price available for the goods delivered or services rendered between the Company and its related parties, we have discussed with the Company's management the basis for the price determination and whether, on a case by case basis, the prices agreed are consistent with those applied in the contracts signed with other (third) parties for similar goods or services and under similar terms, and whether the transactions/related contracts are approved by the Board of Directors of the Company.

To the extent that no market prices are available and there are no comparable transactions/contracts, we analyzed whether the respective transactions have been performed based on the Company's internal procedures or other regulations for price determination and, respectively, whether the related transactions/contracts are approved by

the Board of Directors of the Company in accordance with its internal procedures and Constitutive Act, as applicable.

Our procedures have been performed solely on the selected transactions included in the accompanying Reporting Schedules, published in the period 1 July 2024 – 31 December 2024. We have not performed any procedures to verify whether the Reporting Schedules include all transactions that the Company has to report according to the Law no. 24/2017 in this period.

Criteria

The following are the specific criteria that are relevant to this engagement:

- 1) The requirements of the Law no. 24/2017 and FSA Regulation no. 5/2018 on the information included in the Reporting Schedules regarding the parties which signed the reported legal acts, the date and their nature, the description of the goods/services, subject of the reported legal act, the actual/ estimated total value of the reported legal act, guarantees constituted, terms and methods of payment;
- 2) Accurate extraction of the information included in the Reporting Schedules from the related supporting documents (contracts and invoices);
- 3) Company's internal procedures for proper authorisation of the contracts related to the reported transactions by representatives of the Company and approval by the Board of Directors, as applicable (in accordance with the Law 24/2017 art 108(8)), of the reported transactions;
- 4) Mutual agreements between the parties in accordance with the agreements between the parties for establishing the prices for the reported contracts/transactions and consistency with those applied in the contracts signed with third parties, where similar goods/services are supplied under similar contract terms; or, in case there are no comparable transactions/contracts, the internal procedures or other regulations for price determination and internal procedures for approval by the Board of Directors of these contracts/transactions, as applicable.

Conclusion

Our conclusion has been formed on the basis of, and is subject to, the matters outlined in this limited assurance report.

Based on the procedures performed as described above and evidence obtained, nothing has come to our attention that causes us to believe that:

- a) The information included in the attached Reporting Schedules is not, in all material respects, consistent with the requirements of the Law no. 24/2017 and FSA Regulation no. 5/2018 regarding the parties which signed the reported legal acts, the date and their nature, the description of the goods/services subject of the reported legal act, the actual/estimated total value of the reported legal act, guarantees constituted, terms and methods of payment;
- b) The information included in the attached Reporting Schedules have not been accurately extracted, in all material respects, from the related supporting documents (contracts, invoices or other supporting documentation) provided by the Company;
- c) The contracts related to the selected reported transactions were not properly authorised by representatives of the Company and the related transactions were not approved by the Board of Directors, as applicable;

- d) The prices for the reported contracts/transactions have not been established by mutual agreement between the parties in accordance with the agreements between them and are not consistent, in all material respects with those applied in the contracts signed with third parties, where similar goods/services are supplied under similar contract terms or, in case there are no comparable transactions/contracts, the prices are not established, in all material respects, based on the internal procedures or other regulations for price determination and that these contracts/transactions were not approved by the Board of Directors, in accordance with internal procedures and Constitutive Deed, as applicable.

Refer to the original signed Romanian version

On behalf of KPMG Audit S.R.L.:



VLAD-BALANESCU RADUCU-BOGDAN

registered in the public electronic register of financial auditors and audit firms with registration number 2373

registered in the public electronic register of financial auditors and audit firms with registration number FA9

Bucharest, 30 January 2025

Autoritatea pentru Supravegherea Publică a
Activității de Audit Statutar (ASPAAS)
Auditor financiar: VLAD-BALANESCU RADUCU BOGDAN
Registrul Public Electronic: AF2373

Autoritatea pentru Supravegherea Publică a
Activității de Audit Statutar (ASPAAS)
Firma de audit: KPMG AUDIT S.R.L.
Registrul Public Electronic: FA9

Attachment

Reporting Schedules: Reporting Schedule dated 10 July 2024, Reporting Schedule dated 1 October 2024, and Reporting Schedule dated 13 November 2024

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

From: IMPACT DEVELOPER & CONTRACTOR S.A.

10.07.2024

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

IMPORTANT EVENTS TO BE REPORTED

Transactions of the type listed in Art. 108 of Law No. 24/2017 and Art. 234, Letter i) of FSA Regulation No. 5/2018, *i.e.* lease agreement

1. Contracting parties

IMPACT DEVELOPER & CONTRACTOR S.A., as Landlord
RCTI COMPANY S.R.L- a party affiliated to Impact, as Tenant. IMPACT holds a 51% participation in the social capital of RCTI COMPANY S.R.L. - Tenant;

2. Conclusion date and nature of the act

Lease Agreement signed on 10 July 2024 (the "**Lease Agreement**"), having as its object nine apartments and nine parking spaces in the Greenfield Neighborhood.

3. Description of the object of the agreement

The cumulative value of the agreements concluded with RCTI COMPANY S.R.L by IMPACT exceeds 5% of the value of Impact's net assets, as well as 10% of the net turnover related to the latest annual financial statements. For this purpose, in accordance with the provisions of Art. 108 of Law 24/2017, as subsequently amended and supplemented, and with the provisions of Art. 234 Letter i) of FSA Regulation No. 5/2018, Impact has the obligation to also report the cumulative value of such transactions.

4. Total value of the agreement

In exchange for the use of the Real Estates, Tenant shall pay Landlord a monthly rent of **RON 37,815 plus VAT** (the "**Rent**"), for a period of 18 months. The total value of the agreement throughout its term is RON 680,670 plus VAT.

5. Mutual receivables

IMPACT has receivables to be collected from RCTI COMPANY S.R.L amounting to RON 1,505,921. RCTI COMPANY S.R.L has receivables to be collected from IMPACT amounting to RON 8,654,288.

6. Guarantees established, penalties stipulated

No guarantees are established.

Any delay in the payment of a due amount owed by Tenant under the Lease Agreement (Rent, Maintenance Charges, Utilities, etc.) shall result in penalties of 0.2% for each day of delay. Tenant shall be in default as of right by the simple fact of reaching the due date of the respective payment, without fulfilling any other formalities.

7. Payment terms and modalities

Landlord shall issue the fiscal invoice for the Rent as follows: (i) on 15 July 2024 for the period between the Delivery Date and 1 August 2024; and (ii) starting with 1 August 2024, on the 10th of each month, with its maturity date on the 25th of that month.

IMPACT DEVELOPER & CONTRACTOR S.A.
General Manager
Câmpeanu Richard Dan-Sebastian



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

From: IMPACT DEVELOPER & CONTRACTOR S.A.

01.10.2024

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: In accordance with the provisions of Art. 108 of Law No. 24/2017, as republished, and Art. 234 Letter i) of FSA Regulation No. 5/2018, IMPACT DEVELOPER & CONTRACTOR S.A. reports the conclusion of one new transaction with the affiliated party RCTI COMPANY S.R.L.

The value of the newly concluded transaction, cumulated with the value of previously concluded agreements, over a period of 12 months, exceeds both 5% of IMPACT DEVELOPER & CONTRACTOR S.A.'s net asset value related to the latest individual financial report and 10% of the net turnover related to the financial year 2023. IMPACT has receivables to be collected from RCTI COMPANY S.R.L amounting to RON 2,031,125. RCTI COMPANY S.R.L has receivables to be collected from IMPACT amounting to RON 8,979,254.

No.	Name of the affiliated party	Date and nature of the transaction	Object of the transaction	Value of the additional act/ transaction (without VAT)	Total aggregate value of the agreement (without VAT)	Mutual receivables	Established guarantees	Terms and payment modalities
1.	RCTI COMPANY S.R.L.	Additional Act No. 8/30.09.2024 to Contracting Agreement No. 1576 of 21 October 2022	construction works and interior and exterior fittings	122,722.07 EUR	948,797.07 EUR	1% of the value of the works Guarantee for the warranty period: 1% of the Price of the Agreement in the currency and proportions in which the Price of the Agreement will be paid – 1% of the Price of the Agreement in the currency and proportions in which the Price of the Agreement will be paid withholdings for the Good Performance Bond	In stages, depending on the work actually carried out	for the Contractor there are penalties of 0.2% of the Price of the Agreement per day of delay for each individual Benchmark and 0.2% of the Price of the Agreement per day of delay for the completion of the works, limited to 10% of the Price of the Agreement, as well as additional penalties of EUR 50 per day of delay for late submission of the program, and for the Beneficiary there are penalties of 0.1% per day of late payment applied to

								the outstanding amount, but not more than 10% of the outstanding amount
Additional Act No. 8 to Contracting Agreement No. 1576 of 21 October 2022 increases the value of the agreement from EUR 826,075 to EUR 948,797.07, the balance being EUR 122,722.07.								

IMPACT DEVELOPER & CONTRACTOR S.A.
 General Manager
 Câmpeanu Richard Dan-Sebastian

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

From: IMPACT DEVELOPER & CONTRACTOR S.A.

13 November 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

IMPORTANT EVENTS TO BE REPORTED

Transactions of the type listed in Art. 108 of Law No. 24/2017 and Art. 234, Letter i) of FSA Regulation No. 5/2018, *i.e.* guarantee agreement.

1. Contracting parties

IMPACT DEVELOPER & CONTRACTOR S.A., as Guarantor

RCTI COMPANY S.R.L, a party affiliated to Impact, as Borrower; IMPACT holds a 51% participation in the social capital of RCTI COMPANY S.R.L.

2. Conclusion date and nature of the act

RCTI COMPANY S.R.L supplemented the Revolving Working Capital facility, amounting to RON 19,500,000, granted by Vista Bank (Romania) S.A. on 7 March 2024, up to the amount of RON 25,000,000.

3. Description of the object of the agreement

The cumulative value of the agreements concluded with RCTI COMPANY S.R.L by IMPACT exceeds 5% of the value of Impact's net assets, as well as 10% of the net turnover related to the latest annual financial statements. For this purpose, in accordance with the provisions of Art. 108 of Law 24/2017, as subsequently amended and supplemented, and with the provisions of Art. 234 Letter i) of FSA Regulation No. 5/2018, Impact has the obligation to also report the cumulative value of such transactions.

RCTI COMPANY S.R.L uses the Borrowed Amount to finance its current activity.

RCTI COMPANY S.R.L, Impact Developer & Contractor S.A. guarantee the fulfilment of the obligations undertaken by the credit agreement by concluding the guarantees specific to this type of financing, *i.e.* the mortgage agreements signed on 12 November 2024.

4. Total value of the agreement

The value of the credit agreement is RON 25,000,000.

5. Mutual receivables

IMPACT has receivables to be collected from RCTI COMPANY S.R.L amounting to RON 2,618,864. RCTI COMPANY S.R.L has receivables to be collected from IMPACT amounting to RON 5,581,551.

6. Guarantees established, penalties stipulated

No guarantees and penalties are established.

7. Payment terms and modalities

The final maturity date of the Agreement is 06.10.2025 (the “**Maturity Date**”).

IMPACT DEVELOPER & CONTRACTOR S.A.

General Manager

Câmpeanu Richard Dan-Sebastian