

**THE EXTRAORDINARY GENREAL ASSEMBLY OF THE SHAREHOLDERS OF
“IMPACT DEVELOPER & CONTRACTOR” S.A.
PROJECT**

Headquarter Impact, building A, from Willbrook Platinum Business & Convention Center, Sos.
Bucuresti-Ploiesti, no.172-176, Sector 1, Bucharest,

DECISION No.2 of 28/29.04.2022, 10.30 o'clock

I. Convening

The Extraordinary Shareholders' General Assembly of the Company (hereinafter referred to as "AGEA") has been duly convened by:

- Convening notice published in:
 - o Romanian Official Gazette Part IV ____/28.03.2022;
 - o „Romania Libera” newspaper of 28.03.2022
- Notification to the Bucharest Stock Exchange on 25.03.2022 and to FSA on 25.03.2022;
- Display at the Company's headquarters and on Company's website www.impactsa.ro.

II. The quorum

At the Extraordinary Shareholders' General Assembly of the Company IMPACT DEVELOPER& CONTRACTOR S.A. (hereinafter referred to as "The Company"), were present the shareholders representing % of the *share capital*, namely:

- shares of the total number of 1,659,231,295 shares,
- votes of the total number of 1,657,860,375 voting rights.

the Extraordinary Shareholders' General Assembly of the Company is statutory in accordance with the provisions of the Section III, 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. Delegation of the duties to the Board of Directors regarding the change of the registered headquarters of the Company, from Bucharest, 172-176 Bucuresti-Ploiesti Street, Willbrook Platinum Business & Convention Center, Building A, District 1, Postal Code 015016, to Bucharest, District 1, 31-41 Drumul Padurea Mogosoia Forest, Postal Code 014043.

2. Ratification of the Donation Offer authenticated under No. 160 on 01.02.2022 by notary public Mihai-Florin Aron, to the Bucharest Municipality, headquartered in Romania, Bucharest Municipality, 47 Regina Elisabeta Blvd., Postal Code 050013, District 5, Fiscal Code: 4267117, having as its object the following immovable asset: the plot of land located within the built-up area, located in Bucharest Municipality, District 1, 350-378 Aleea Teisani, 8-48 Drumul Padurea Mogosoia, District 1, yards-construction category of use, having a surface area of 3,933 sq m, holding Cadastral No. 280505, registered with Land Book No. 280505 of Bucharest Municipality, District 1, and the donee has the obligation to build a nursery on the plot of land, together with all the necessary annexes and utilities.

Together with the immovable asset forming the object of the donation agreement, the geotechnical and topographic study are transferred under a free title to the Bucharest Municipality, according to Order of the Minister of Development, Public Works and Administration No. 749 of 2 June 2021, for the approval of the technical regulation “Normative regarding the design, execution and operation of nursery constructions”.

3. Approval of the implementation of the “Stock Option Plan 2022-2023” program

Approval of the implementation of a “Stock Option Plan” type program that aims at granting option rights for the acquisition of shares free of charge by the employees, members of the Company’s management, namely the members of the Board of Directors and the managers of the Company, in order to maintain and motivate them, as well as for rewarding them for the activity carried out within the Company. The program shall be carried out under the following conditions:

- (a) Under the “Stock Option Plan 2022-2023” program, option rights shall be granted for a maximum number of 2,460,000 shares, distributed as follows: to the employees – a maximum number of 280,000 shares, to the representative managers – a maximum number of 1,280,000 shares and to the members of the Board of Directors – a maximum number of 900,000 shares.
- (b) In the case of the option rights granted to employees and managers of the Company, the option right may be exercised after a period established by the decision of the Board of Directors for the implementation of the “Stock Option Plan 2022-2023” program, without the period being shorter than 12 months.
- (c) The “Stock Option Plan 2022-2023” program shall be open to the Company’s employees and managers, in observance of the non-discrimination principle.

- (d) The “Stock Option Plan 2022-2023” program shall be open to members of the Board of Directors, subject to the approval of the Ordinary General Meeting of Shareholders.
 - (e) The Board of Directors shall be empowered to take all necessary measures and to fulfill all of the formalities required for the approval and implementation of the “Stock Option Plan 2022-2023” program, such as, but not limited to (i) determining the criteria based on which the option rights shall be granted to the Company’s managers and personnel; (ii) determining the positions in the organizational chart for which the “stock option plan” type program shall be applicable; (iii) the period between the date of granting the option right and the date of exercise of the option right, without the period being shorter than 12 months; (iv) the conditions for exercising the option right and, implicitly, for acquiring shares; (v) the term within which the holder of the option right has to exercise his option right; (vi) drafting and publishing information documents according to law, etc.
 - (f) The implementation shall be made by the Company’s Board of Directors, in observance of the Resolution of the Extraordinary General Meeting of Shareholders, the Resolution of the Ordinary General Meeting of Shareholders and/or with the aid of a specialized consultant.
 - (g) The programs shall be implemented in compliance with the legal obligations of drafting and publishing the information documents according to law and according to FSA’s applicable regulations.
4. 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.
5. Approval of the date of 17 May 2022 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 convened by means of this Calling Notice are reflected.

6. Approval of the date of 16 May 2022 as *Ex - Date*.

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

1. *With a total number of xxxxxxxxxxxvalid votes, representing xxxxxxxxxxxshares and xxxxxxxxx% of the share capital of the Company, out of which xxxxxxxxxxxvotes "in favor", representing xxxxxxxxof the total number of votes held by the shareholders attending the Assembly, was aproved* delegation of the duties to the Board of Directors regarding the change of the registered headquarters of the Company, from Bucharest, 172-176 Bucuresti-Ploiesti Street, Willbrook Platinum Business & Convention Center, Building A, District 1, Postal Code 015016, to Bucharest, District 1, 31-41 Drumul Padurea Mogosoia Forest, Postal Code 014043.
2. *With a total number of xxxxxxxxxxxvalid votes, representing xxxxxxxxxxxshares and xxxxxxxxx% of the share capital of the Company, out of which xxxxxxxxxxxvotes "in favor", representing xxxxxxxxof the total number of votes held by the shareholders attending the Assembly, was aproved* ratification of the Donation Offer authenticated under No. 160 on 01.02.2022 by notary public Mihai-Florin Aron, to the Bucharest Municipality, headquartered in Romania, Bucharest Municipality, 47 Regina Elisabeta Blvd., Postal Code 050013, District 5, Fiscal Code: 4267117, having as its object the following immovable asset: the plot of land located within the built-up area, located in Bucharest Municipality, District 1, 350-378 Aleea Teisani, 8-48 Drumul Padurea Mogosoia, District 1, yards-construction category of use, having a surface area of 3,933 sq m, holding Cadastral No. 280505, registered with Land Book No. 280505 of Bucharest Municipality, District 1, and the donee has the obligation to build a nursery on the plot of land, together with all the necessary annexes and utilities.

Together with the immovable asset forming the object of the donation agreement, the geotechnical and topographic study are transferred under a free title to the Bucharest Municipality, according to Order of the Minister of Development, Public Works and Administration No. 749 of 2 June 2021, for the approval of the technical regulation "Normative regarding the design, execution and operation of nursery constructions".

3. *With a total number of xxxxxxxxxxxvalid votes, representing xxxxxxxxxxxshares and xxxxxxxxx% of the share capital of the Company, out of which xxxxxxxxxxxvotes "in favor", representing xxxxxxxxof the total number of votes held by the shareholders attending the Assembly, was aproved* the implementation of the "Stock Option Plan 2022-2023" program

Approval of the implementation of a "Stock Option Plan" type program that aims at granting option rights for the acquisition of shares free of charge by the employees, members of the Company's management, namely the members of the Board of Directors

and the managers of the Company, in order to maintain and motivate them, as well as for rewarding them for the activity carried out within the Company. The program shall be carried out under the following conditions:

- (a) Under the “Stock Option Plan 2022-2023” program, option rights shall be granted for a maximum number of 2,460,000 shares, distributed as follows: to the employees – a maximum number of 280,000 shares, to the representative managers – a maximum number of 1,280,000 shares and to the members of the Board of Directors – a maximum number of 900,000 shares.
- (b) In the case of the option rights granted to employees and managers of the Company, the option right may be exercised after a period established by the decision of the Board of Directors for the implementation of the “Stock Option Plan 2022-2023” program, without the period being shorter than 12 months.
- (c) The “Stock Option Plan 2022-2023” program shall be open to the Company’s employees and managers, in observance of the non-discrimination principle.
- (d) The “Stock Option Plan 2022-2023” program shall be open to members of the Board of Directors, subject to the approval of the Ordinary General Meeting of Shareholders.
- (e) The Board of Directors shall be empowered to take all necessary measures and to fulfill all of the formalities required for the approval and implementation of the “Stock Option Plan 2022-2023” program, such as, but not limited to (i) determining the criteria based on which the option rights shall be granted to the Company’s managers and personnel; (ii) determining the positions in the organizational chart for which the “stock option plan” type program shall be applicable; (iii) the period between the date of granting the option right and the date of exercise of the option right, without the period being shorter than 12 months; (iv) the conditions for exercising the option right and, implicitly, for acquiring shares; (v) the term within which the holder of the option right has to exercise his option right; (vi) drafting and publishing information documents according to law, etc.
- (f) The implementation shall be made by the Company’s Board of Directors, in observance of the Resolution of the Extraordinary General Meeting of Shareholders, the Resolution of the Ordinary General Meeting of Shareholders and/or with the aid of a specialized consultant.
- (g) The programs shall be implemented in compliance with the legal obligations of drafting and publishing the information documents according to law and according to FSA’s applicable regulations.

4. *With a total number of xxxxxxxxxxxvalid votes, representing xxxxxxxxxxxshares and xxxxxxxxx% of the share capital of the Company, out of which xxxxxxxxxxxvotes "in favor",*

representing xxxxxxxx of the total number of votes held by the shareholders attending the Assembly, was aproved 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.

5. With a total number of xxxxxxxxxxx valid votes, representing xxxxxxxxxxx shares and xxxxxxxx% of the share capital of the Company, out of which xxxxxxxxxxx votes "in favor", representing xxxxxxxx of the total number of votes held by the shareholders attending the Assembly, was aproved the date of 17 May 2022 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.
6. With a total number of xxxxxxxxxxx valid votes, representing xxxxxxxxxxx shares and xxxxxxxx% of the share capital of the Company, out of which xxxxxxxxxxx votes "in favor", representing xxxxxxxx of the total number of votes held by the shareholders attending the Assembly, was aproved the date of 16 May 2022 as Ex - Date.

Chairperson of the Board of Directors

Iuliana-Mihaela Urda