

CALLING NOTICE

The Board of Directors (the “**Board of Directors**”) of **IMPACT DEVELOPER & CONTRACTOR S.A.**, a joint-stock company registered and operating under the laws of Romania, headquartered in Romania, Bucharest, Drumul Padurea Mogosoaia No. 31-41, Zip Code 014043, registered with the Bucharest Trade Registry Office within Bucharest Court under No. J40/7228/2018, Sole Registration Code 1553483 (the “**Company**”), validly met on 02.09.2022, the quorum requirements being fulfilled, with the participation of the directors in charge of the Company, namely Mrs. Iuliana-Mihaela Urda, as the Chairperson of the Board of Directors, Mrs. Ruxandra-Alina Scarlat, Mr. Daniel Pandele and Mr. Sorin Apostol, and INTREPID GEM SRL, by the natural person permanent representative of the legal person, Mr. Petru-Ion Vaduva, as members of the Board of Directors,

in accordance with the provisions of Company Law No. 31/1990, republished, as further amended and supplemented (“**Law No. 31/1990**”), Law No. 24/2017 regarding issuers of financial instruments and market operations (“**Law No. 24/2017**”), Regulation No. 5/2018 on issuers of financial instruments and market operations, and the articles of incorporation of the Company (“**Regulation No. 5/2018**”), and the articles of incorporation of the Company, hereby,

CALLS

The Extraordinary General Meeting of Shareholders of the Company (the “**Extraordinary General Meeting**” and/or “**EGMS**”), on the date of **07.10.2022, 10.00 a.m.**, at the headquarters of Impact Developer & Contractor SA, Drumul Padurea Mogosoaia No. 31-41, Zip Code 014043, 2nd Floor.

In case the legal and statutory conditions for holding the Meeting are not met on the date of **07.10.2022**, the Extraordinary General Meeting shall take place on **08.10.2022**, at the same address, at the same hour, with the same agenda and with the same reference date.

Only the persons registered as shareholders at the reference date of **26 September 2022** (the “**Reference Date**”) in the register of shareholders of the Company held by Depozitarul Central S.A. have the right to attend, and vote in, the Extraordinary General Meeting of Shareholders.

THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS shall have the following agenda:

- 1.** 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 3 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**.

2. 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.
3. Approval of the amendment of the Company's articles of incorporation, 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."
4. 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: 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 1 and 2 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.
5. Approval of the buy-back by the Company of its own shares, within the market on which the shares are listed and/or by conducting public purchase bids in accordance with the applicable legal provisions, subject to the following conditions: (i) maximum thirty million

(30,000,000) shares (representing maximum 1.268% of the subscribed and paid-up share capital on the date of the resolution), partly for allocation to employees and/or administrators and/or managers of the Company, and partly for canceling them and reducing the share capital of the Company accordingly; (ii) at the minimum price of RON 0.25 per share and a maximum price equal to the lowest value of (a) RON 1 per share and (b) the highest value between the price of the last independent transaction and the highest current independent purchase bid, in accordance with the provisions of Article 3 Paragraph (2) of Commission Delegated Regulation (EU) No. 2016/1052 of 8 March 2016 supplementing Regulation (EU) 596/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the conditions applicable to buy-back programs and stabilization measures.

The aggregate amount of the buy-back program is maximum RON 30,000,000. The program shall be carried out for maximum eighteen (18) months from the publication date of the EGMS resolution in the Official Gazette of Romania, Part IV. The buy-back transactions may only have as their object shares paid in full and shall be performed only from the Company's distributable profit or available reserves, as recorded in the latest approved annual financial statements, except for legal reserves. The implementation of this buy-back program will be subject to the availability of the necessary financing sources.

6. Approval of the supplementation of the "Stock Option Plan 2022-2023" program, aiming at granting option rights for the acquisition of shares free of charge by employees, in order to maintain and motivate them, as well as to reward them for the activity carried out within the Company. The program shall take place under the following conditions:
- (a) Within the "Stock Option Plan 2022-2023" program, option rights shall be granted for a maximum number of 300,000 shares, allocated to employees.
 - (b) In the case of the option rights granted to the Company's employees, 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 Company's employees will be able to participate in the "Stock Option Plan 2022-2023" program, in observance of the non-discrimination principle.
 - (d) 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 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.

- (e) The implementation shall be made by the Company's Board of Directors, in observance of the Resolution of the Extraordinary General Meeting of Shareholders, and/or with the aid of a specialized consultant.
 - (f) 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.
- 7.** Approval of the issuance by the Company of bonds (whether registered or bearer, whether secured or unsecured, whether in materialized or de-materialized 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 150,000,000 or the equivalent of this amount in any other currency, with the interest of maximum 7% and with a maturity of at least 3 and half years, maximum up to 7 (seven) 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). 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 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 150,000,000 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.
- 8.** Approval of 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.
- 9.** 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:
- 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 Item 7 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 Item 7 above, as well as to carry out any action and/or formalities necessary in relation to such operations.

10. Having regard to:

- a. Resolution of the Extraordinary General Meeting No. 3 of 9 2022, Items 8-11 whereby it was approved: (i) the contracting by the Company from OTP Bank Romania SA: (A) of a loan amounting to EUR 34,341,930 for financing the development of Phases 1, 2 and 3 of the Teilor Complex from the Greenfield Baneasa neighborhood (the **“Project”**); (B) of a loan amounting to EUR 6,000,000 in RON equivalent, for financing the VAT related to the Project; as well as (ii) the establishment of guarantees on the assets related to the Project in favor of OTP Bank Romania SA in order to guarantee the mentioned loan facilities; and
- b. the Decision of the Board of Directors of the Company dated 31.08.2022 which approved the contracting by the Company of a loan facility in the maximum principal amount of EUR 17,220,233 from OTP Bank Nyrt by the execution by the

Company of the syndicated loan agreement in total maximum value of EUR 34,440,465 in which OTP Bank Romania SA acts as Agent,

it approves the contracting by the Company:

- (i) from OTP Bank Romania SA and OTP Bank Nyrt of a loan facility transposed into a syndicated loan agreement in the total maximum amount of EUR 34,440,465;
- (ii) of a loan granted to the Company by OTP Bank Romania SA amounting to EUR 6,000,000 for financing the VAT related to the Project, as well as
- (iii) establishing the following guarantees in favor of OTP Bank Romania SA and OTP Bank Nyrt in order to guarantee the loan facilities mentioned above:
 - A. first-rank real estate mortgage over the plot of land located within the built-up area in Bucharest, Drumul Padurea Mogosoaia No. 31-41, District 1, construction-yards category of use, with a surface area of 77,199 sq m, holding Cadastral No. 279737, registered with Land Book No. 279737, Bucharest, District 1, owned by the Company, as well as on all constructions, improvements, accessories, additions and extensions brought to the mortgaged buildings;
 - B. first-rank movable mortgage on (i) the receivables that the Company collects from downpayments/rents/sale of the residential units mortgaged in favor of OTP Bank Romania SA and OTP Bank Nyrt, respectively any receivables of the Company in connection with the Project; (ii) all accounts opened by the Company with OTP Bank Romania SA; (iii) all insurance policies issued in favor of the Company regarding the Project;
 - C. any other guarantee documents of any rank in favor of one or both creditors mentioned above on the assets related to the Project [or, as the case may be, on the Greenfield Plaza and the land related to this project with a surface area of approximately 21,503 sq m which is part of the plot of land located within the built-up area in Bucharest, Drumul Padurea Mogosoaia No. 31-41, District 1, construction-yards category of use, with a surface area of 77,199 sq m, holding Cadastral No. 279737, registered with Land Book No. 279737, Bucharest, District 1, owned by the Company].

It approves, ratifies and confirms in all respects all and any of the agreements signed prior to this decision in connection with the transactions mentioned above and to which the Company is or will be a party.

- 11.** Empowerment, with the possibility of sub-delegation of this power of attorney, of Mr. SEBESANU CONSTANTIN, as General Manager, and Mr. APOSTOL SORIN, as Administrator-Attorney-in-Fact, to negotiate the clauses and to sign in the name and on behalf of the Company the Loan Agreements, the Movable/Real Estate Mortgage

Agreements, any additional act/annex to the Loan Agreement(s), to the Movable/Real Estate Mortgage Agreements with OTP BANK and OTP Bank Nyrt.

- 12.** Approval of the issuance and/or establishment by the Company of any type of guarantees and/or any mortgages in connection with financing obtained by the affiliated companies, including, but not limited to, guaranteeing the execution of the obligations of any affiliated company, either through personal guarantees or on some assets of the Company or through any other type of guarantees issued for the purpose of the above.
- 13.** 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.
- 14.** Approval of the date of 25 October 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.
- 15.** Approval of the date of 24 October 2022 as *Ex - Date*.

GENERAL INFORMATION

IN RESPECT OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

Attending GMS:

In the Extraordinary General Meeting of Shareholders only the shareholders registered with the Company's Register of Shareholders at the Reference Date **26 September 2022**, are entitled to attend and cast their votes, according to the legal provisions and the provisions of the Company's articles of incorporation, in person, through their legal representatives or by proxy (based on a special power of attorney in the form provided by the Company or on a general power of attorney granted in accordance with the applicable law). The shareholders are entitled to cast their vote by correspondence using the special forms provided by the Company in this respect.

The capacity as shareholder is proved on the basis of the list of shareholders as at the Reference Date provided by the Central Depositary.

Access of shareholders entitled to attend the Extraordinary General Meeting of Shareholders is allowed by simply proving their identity, made by:

- a) in the case of natural person:
 - **identity card** (*BI/CI for the Romanian citizens or, as the case may be, Passport or any other national ID recognized by Romanian State for foreign citizens*);
 - **power of attorney and the identity document of the representative** (*if the shareholder is represented by another person*).
- b) in the case of legal entities:
 - the capacity as legal representative is proved on the basis of the list of shareholders as at the Reference Date provided by the Central Depositary; however, if the relevant shareholder did not inform in a timely manner the Central Depositary to ensure the registration of its legal representative, the capacity as legal representative is proved by a certificate issued by the trade registry or any other document issued by a competent authority of the country in which the shareholder is registered, attesting to the capacity as legal representative, presented in original or certified copy;
 - natural persons designated as representative of a shareholder-legal entity shall be identified on the basis of the identity card (*BI/CI for the Romanian citizens or, as the case may be, Passport or any other national ID recognized by Romanian State for foreign citizens*);
 - in case the person representing the shareholder-legal entity is not the legal representative him/herself, besides the above-mentioned documents (certifying the quality of legal representative of the person signing the power of attorney), the representative will submit the power of attorney signed by the legal representative of the legal entity.

Powers of Attorney:

According to Art. 105 Para 10 of Law No. 24/2017, representation of shareholders in the general meeting of shareholders of the companies whose shares are admitted to trading can be made by persons other than shareholders, based on special or general power of attorney, in accordance with the applicable legal provisions.

Powers of attorney will be used as provided by Regulation No. 5/2018 and Law No. 24/2017 and their form may be obtained from the Company's website www.impactsa.ro or from the Company's headquarters.

The power of attorney will be drafted in three (3) original counterparts (one for the shareholder, one for the representative and one for the issuer). After signing, the counterpart of the issuer, with

the copy of the identity document of the represented person, will be sent to the Company at Drumul Padurea Mogosoia No. 31-41, Zip Code 014043, in order to be registered with the Company at the latest on 6 October 2022, 10.00 a.m., within 24 hours before the date of EGMS; such copy and accompanying documents may also be sent by fax (Fax No.:+40212307581/82/83) or via e-mail at: intrebarifrecvente@impactsa.ro. The representative of a shareholder is obliged to provide the power of attorney in original at the date of EGMS. Certified copies of powers of attorney shall be held by the Company, this being mentioned in the minutes of the general meeting.

In case of shareholders that are legal entity or entities without legal personality, the capacity of legal representative is ascertained based on the list of shareholders on the Reference Date, received from the Central Depository. Documents attesting the capacity of legal representative drafted in a foreign language other than English will be provided together with a translation into Romanian or English performed by a certified translator.

Such provisions shall be applied accordingly to demonstrate the capacity of legal representative of the shareholder proposing the introduction of new items on the agenda of the general meeting of shareholders or asking questions to the issuer on some points on the agenda of the general meeting of shareholders.

A shareholder may appoint one person to represent it/him/her at a general meeting. However, if a shareholder holds shares of a company in several securities accounts, this restriction will not prevent it/him/her to appoint a separate representative for the shares held in each security account in respect of a general meeting.

A shareholder may appoint by power of attorney one or more alternate representatives to ensure representation in the general meeting if the representative appointed is objectively unable to fulfill its mandate. If one power of attorney provides several alternate representatives, the order in which they exercise the mandate shall be also stipulated.

Voting by correspondence:

The shareholders registered on the Reference Date may vote by correspondence prior to the general meeting by using the correspondence ballots made available on the website of the Company at www.impactsa.ro.

In case of voting by correspondence, the voting form, completed and signed, and a copy of valid identification document of the shareholder (BI/CI for the Romanian citizens or, as the case may be, Passport or any other national ID recognized by Romanian State for foreign citizens, and in addition for the legal entities a certificate issued by the trade registry or any other document issued by a competent authority of the country in which the shareholder is registered, attesting the capacity as legal representative, in original or certified copy) may be submitted as follows:

- sent to the Company, at Drumul Padurea Mogosoia No. 31-41, Zip Code 014043, in any courier form with acknowledgement of receipt, so it is registered as received at the registry office of the Company at the latest on 6 October 2022, 10.00 a.m., having enclosed the

mention “FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS of 7/8 October 2022”;

- via e-mail with enclosed extended electronic signature according to Law No. 455/2001 on electronic signature, at the latest on 6 October 2022, 10.00 a.m., at the e-mail address intrebarifrecvente@impactsa.ro. inserting the subject “FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS of 7/8 October 2022”.

According to Art. 105 Para (20) of Law No. 24/2017, if a shareholder who has voted by correspondence attends the general meeting in person or by representative, the vote by correspondence for that general meeting will be cancelled. In this case, the Company will only consider their vote in person or by representative.

Both the ballots and the powers of attorney may be sent either in Romanian or English.

One or more shareholders representing individually or jointly at least 5% of share capital are entitled to include new items on the agenda (with the condition that each item has enclosed a reasoning or a draft of a resolution proposed for adoption or with the condition of proof of the capacity under the conditions previously mentioned for individuals and/or representatives of legal entities) or to propose drafts of resolution for items included or proposed to be included on the agenda. Within 15 days from the publication of the Calling Notice, until 20 September 2022 including (at: Drumul Padurea Mogosoia No. 31-41, Zip Code 014043) or by electronic means of communication (email: intrebarifrecvente@impactsa.ro) or fax at +4021-230.75.81/82/83, to the attention of the shareholders relations department.

Each shareholder has the right to ask questions in writing to the Board of Directors, before the general meeting regarding the items on the agenda.

The questions will be sent in writing, either by post or courier (at: Drumul Padurea Mogosoia No. 31-41, Zip Code 014043) or by electronic means of communication (email: intrebarifrecvente@impactsa.ro) or fax at +4021-230.75.81/82/83), to the attention of the shareholders relations department. The Company shall respond to questions submitted by shareholders in the Extraordinary General Meeting. The Company may post answers to the shareholders' questions on its website, www.impactsa.ro.

Any shareholder is guaranteed with the free exercise of his rights under the applicable law and under the articles of incorporation of the Company.

Starting with cu date of the publication of the this Calling Notice, the forms of powers of attorney in Romanian and English languages, the forms for votes by correspondence in Romanian and English, the informational documents and materials regarding the items on the agenda of the EGMS, the draft EGMS resolutions and any other additional information related to the EGMS can be obtained at the headquarters of the Company, between 9 a.m. and 4 p.m., phone: +40-21-230.75.70/71/72, fax: +40-21-230.75.81/82/83, and shall be made available on the Company's website: www.impactsa.ro.

At the date of this Calling Notice, the Company's subscribed and paid-up share capital is of RON 591,419,987,75, divided into 2,365,679,951 ordinary, nominative, dematerialized shares, with a nominal value of RON 0.25.

This Calling Notice will be supplemented with the applicable legal provisions and/or the provisions of the articles of incorporation of the Company.

Board of Directors

Chairperson of the Board of Directors

Iuliana Mihaela Urda

