

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

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

14.04.2025

CURRENT REPORT

According to the provisions of Law No. 24/2017 on issuers of financial instruments and market operations and FSA Regulation No. 5/2018 on issuers of financial instruments and market operations

Important events to be reported:

The Board of Directors of Impact Developer & Contractor SA, with its registered headquarters in Bucharest, 1st District, 31-41 Padurea Mogosoaia Road, Zip Code 014043, in accordance with Law No. 31/1990, as subsequently amended and supplemented, Law No. 24/2017, FSA Regulations and with the provisions of the articles of incorporation,

In order to align the price for the compensation of fractions of shares resulting from the Consolidation of the Nominal Value with the provisions of Art. 91 Para (5) of Law No. 24/2017 on issuers of financial instruments and market operations, according to which this price “may not be lower than the higher of the market value and the nominal value of the respective financial instrument”, and “the market value of the respective financial instrument represents the average trading value for the last 12 months prior to the statutory body meeting, adjusted accordingly to the changes generated by any corporate events during this period, if applicable”, and

In order to comply with the provisions of Art. 91 Para (10) of Law No. 24/2017, according to which the EGMS convened to approve the operation of Consolidation of the Nominal Value is competent to adopt, in addition to the approval of the consolidation of the nominal value of the shares, separate items for, *inter alia*, the information on the amounts to be paid to shareholders according to Para (6), the approval of the terms and conditions of payment, as well as the approval of the calculation instructions to be made available to the shareholders,

In accordance with the provisions of Art. 117^{^1} of Company Law No. 31/1990 (the “**Company Law**”), being within the term established by the provisions of the same law, has decided

Amendment and supplementation of the Call, for the Extraordinary General Meeting of the Shareholders of 29/30 April 2025, as follows:

Item 2 on the Agenda of the Extraordinary General Meeting of the Shareholders shall be modified and shall read as follows:

*“2. Approval of the proposal of the Board of Directors to establish a price of **RON 5.00/consolidated share**, for the compensation of the fractions of shares resulting further to the Consolidation of the Nominal Value. The price thus proposed was established by reference to the minimum value imposed by law, i.e. the maximum between RON 0.2201 (the average trading value of the share, referring to the last 12 months prior to the call of the EGMS, adjusted for changes generated by any corporate events in this period, if applicable) and RON 0.25 (the nominal value of the share further to the Consolidation of the Nominal Value), i.e. RON 0.25, multiplied by 20 (representing the ratio between the consolidated nominal value (RON 5/share) and the nominal value prior to the Consolidation of the Nominal Value (RON 0.25/share)).”*

A new item - Item 2[^]1 is added after Item 2 on the Agenda of the Extraordinary General Meeting of the Shareholders, which shall read as follows:

“2[^]1. Approval of the terms and conditions of payment, as well as approval of the calculation instructions for the amounts to be paid in accordance with the resolution adopted following the approval of Item 1 on the EGMS agenda, in accordance with the information and procedure document on the consolidation operations which are made available to the shareholders as supporting material related to this item on the EGMS agenda.”

Only the persons registered as shareholders at the reference date of 16 April 2025 (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 Ordinary and Extraordinary General Meetings of Shareholders.

The agenda of the **Extraordinary General Meeting of the Shareholders** of 29.04.2025, at 10.30 a.m., at the Company’s registered headquarters, 2nd Floor, Bucharest, 1st District, 31-41 Padurea Mogosoaia Road, Zip Code 014043, convened together with the **Ordinary General Meeting of the Company’s Shareholders** on 29.04.2025, at 10.00 a.m., at the Company's headquarters, Bucharest, 2nd Floor, 1st District, 31-41 Padurea Mogosoaia Road, Zip Code 014043, is as follows:

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

- 1.** Approval of the consolidation of the nominal value of a share issued by the Company from the nominal value of RON 0.25/share to the nominal value of RON 5.00/share, by increasing the nominal value of the shares concomitantly with the reduction of the total number of shares (20 shares with a nominal value of RON 0.25/share shall represent one share with a nominal value of RON 5.00/share) (the “Consolidation of the Nominal Value”), the total number of shares in the Company’s share capital resulting from the Consolidation of the Nominal Value shall be equal to the number of shares issued prior to the Consolidation of the Nominal Value divided by 20, representing the value of the ratio between the consolidated nominal value (RON 5/share) and the nominal value prior to the Consolidation of the

Nominal Value (RON 0.25/share), subject to adjustments made in accordance with the legal provisions in force (*i.e.*, if the application of the Consolidation of the Nominal Value results in fractions of shares, the number of shares shall be rounded down to the lower whole number).

2. Approval of the proposal of the Board of Directors to establish a price of **RON 5.00/consolidated share**, for the compensation of the fractions of shares resulting further to the Consolidation of the Nominal Value. The price thus proposed was established by reference to the minimum value imposed by law, *i.e.* the maximum between RON 0.2201 (the average trading value of the share, referring to the last 12 months prior to the call of the EGMS, adjusted for changes generated by any corporate events in this period, if applicable) and RON 0.25 (the nominal value of the share further to the Consolidation of the Nominal Value), *i.e.* RON 0.25, multiplied by 20 (representing the ratio between the consolidated nominal value (RON 5/share) and the nominal value prior to the Consolidation of the Nominal Value (RON 0.25/share)).
- 2^1. Approval of the terms and conditions of payment, as well as approval of the calculation instructions for the amounts to be paid in accordance with the resolution adopted following the approval of Item 1 on the EGMS agenda, in accordance with the information and procedure document on the consolidation operations which are made available to the shareholders as supporting material related to this item on the EGMS agenda.
3. Empowerment of the Company's Board of Directors to issue any resolution and to perform all legal acts and deeds necessary, useful and/or appropriate for the fulfillment of the resolution to be adopted by the EGMS on the Consolidation of the Nominal Value, including with regard to the following matters:
 - a. to negotiate, approve and sign any deeds related to the Consolidation of the Nominal Value, to perform any legal acts and deeds necessary, useful or appropriate in connection with the above;
 - b. to approve any agreements regarding the Consolidation of the Nominal Value or any other arrangements, undertakings, information documents, certificates, statements, registers, notifications, additional acts and any other necessary acts and documents, to complete any formalities and to authorize and/or execute any other actions necessary to give full effect to the Consolidation of the Nominal Value (including the amendment, updating and signing of the Articles of incorporation as a result of the Consolidation of the Nominal Value, as well as performing all necessary, useful and appropriate operations for the registration and amendment of the Articles of incorporation with the Trade Register, the Financial Supervisory

Authority, the Bucharest Stock Exchange, Depozitarul Central S.A. and any other competent authorities);

- c. to authorize representatives of the Company to sign any such documents, perform any such formalities and take any such actions; and
- d. to represent the Company before any competent authorities and institutions (such as the Trade Register Office, the Financial Supervisory Authority, the Bucharest Stock Exchange, Depozitarul Central S.A.) in connection with the Consolidation of the Nominal Value.

4. Approval of the repurchase by the Company of its own shares, on the market on which the shares are listed and/or through public tender offers, in accordance with the applicable legal provisions, under the following conditions: (i) maximum 10% of the subscribed and paid-up share capital on the date of the resolution, partially for allocation to employees and/or directors and/or managers of the Company and/or affiliated legal entities and partially for the purpose of their cancellation and the corresponding reduction of the Company's share capital; (ii) at a minimum price equal to the market price on the BVB at the time of the acquisition and a maximum price of RON 15.

The program will be performed for a maximum period of eighteen (18) months from the publication date of the resolution of the EGMS in the Official Gazette of Romania, Part IV. The repurchase transactions may only relate to fully paid shares and will be carried out only from the distributable profits or available reserves of the Company, as recorded in the latest approved annual financial statements, except for the legal reserves. The implementation of this repurchase program will be subject to the availability of the necessary sources of funding.

5. Approval of the implementation of the "Stock Option Plan 2025-2026" 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 and/or the affiliated legal entities, 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:

Under the "Stock Option Plan 2025-2026" program, option rights shall be granted for a maximum number of 3,200,000 shares (*i.e.* 160,000 shares after the consolidation proposed in Item 1 of this agenda), distributed as follows: to the employees – a maximum number of 1,050,000 shares (*i.e.* 52,500 shares after the consolidation proposed in Item 1 of this agenda), to the representative managers – a maximum number of 650,000 shares (*i.e.* 32,500 shares after the consolidation proposed in Item 1 of this agenda), to the employees of the affiliated legal entities

– a maximum number of 550,000 shares (*i.e.* 27,500 shares after the consolidation proposed in Item 1 of this agenda), and to the members of the Board of Directors
– a maximum number of 950,000 shares (*i.e.* 47,500 shares after the consolidation proposed in Item 1 of this agenda).

- (a) 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 2025-2026” program, without the period being shorter than 12 months.
- (b) The “Stock Option Plan 2025-2026” program shall be open to the Company’s employees and managers and/or the affiliated legal entities, in observance of the non-discrimination principle.
- (c) The “Stock Option Plan 2025-2026” program shall be open to members of the Board of Directors, subject to the approval of the Ordinary General Meeting of Shareholders.
- (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 2025-2026” 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 and/or the affiliated legal entities; (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, the Resolution of the Ordinary 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.

- 6.** Pursuant to Art. 114 Para 1 in conjunction with Art. 113 Para 1 letter c of Law No. 31/1990, to delegate the Board of Directors, with the possibility of sub-delegation of this delegation, to restrict the secondary object of activity of the Company resulting from the re-classification in accordance with the new version of the

Classification of Activities in the National Economy, approved by Order of the President of the National Institute of Statistics No. 377/17 April 2024 (CAEN Rev.3), so that the secondary object of activity reflects the commercial activities currently carried out by the Company.

- 7.** Authorization and empowerment, with the possibility of sub-delegation of this authorization and power of attorney, of the Chairperson of the Board of Directors, 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.
- 8.** Approval of the date of 31 July 2025 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.
- 9.** Approval of the date of 30 July 2025 as *Ex - Date*.
- 10.** 1 August 2025 is approved as the payment date of the shares.
- 11.** 12 August 2025 is approved as the payment date calculated in accordance with Regulation No. 5/2018 for the payment of the sums of money representing the compensation of fractions of shares resulting from the application of the specific algorithm of the Consolidation of the Nominal Value.

Chairperson of the Board of Directors

Iuliana Mihaela Urda
