

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

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

16 July 2025

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: Publication of the procedure regarding the payment of fractions resulting from the operation of nominal value consolidation

IMPACT DEVELOPER & CONTRACTOR S.A. (hereinafter referred to as the "Company") informs the market regarding the publication of the procedure for the payment of fractions resulting from the operation of nominal value consolidation, as approved by Resolution No. 2 of the Extraordinary General Meeting of Shareholders dated 29 April 2025.

The procedure is attached to this Current Report and is available on the Company's website.

The operation of nominal value consolidation involves increasing the nominal value of the shares while simultaneously reducing the total number of shares (20 shares with a nominal value of RON 0.25/share shall represent 1 share with a nominal value of RON 5/share).

The countervalue of the fractions resulting from the Consolidation of the Nominal Value, due to shareholders registered in the Shareholders' Register kept by Depozitarul Central S.A. as of **31 July 2025** (the registration date), shall be paid starting with **12 August 2025** (the payment date for the respective fractions).

In order to avoid any rounding operations further to the Consolidation of the Nominal Value, in accordance with the applicable legal provisions, the recommendation addressed to the shareholders is to ensure that, by 30 July 2025, the portfolios they hold are a number divisible by 20.

IMPACT DEVELOPER & CONTRACTOR S.A.

General Manager

Câmpeanu-Richard Dan-Sebastian

PROCEDURE REGARDING THE PAYMENT OF THE COUNTERVALUE OF THE FRACTIONS RESULTING FROM THE CONSOLIDATION OF THE NOMINAL VALUE

IMPACT DEVELOPER & CONTRACTOR SA

IMPACT DEVELOPER & CONTRACTOR SA, a joint stock company, established and operating in accordance with the laws of Romania, with its registered office in Bucharest, District 1, Drumul Padurea Mogosoia No. 31-41, registered with the Trade Register Office under No. J2018007228408, having Unique Code No. 1553483, fiscal attribute "RO", Unique European Identifier (EUID): ROONRC.J2018007228408, subscribed and fully paid-up share capital: RON 591,235,355 (the "**Company**" or "**Impact**"), informs shareholders on the procedure regarding the payment of the fractions resulting from the operation of consolidating the nominal value of the Company's shares, from the nominal value of RON 0.25/share to the nominal value of RON 5/share, by increasing the nominal value of the shares simultaneously with the reduction of the total number of shares (20 shares with a nominal value of RON 0.25 shall represent one share with a nominal value of RON 5) (the "**Consolidation of the Nominal Value**").

The Consolidation of the Nominal Value was proposed and approved during the Extraordinary General Meeting of Shareholders (the "**EGMS**") on 29 April 2025.

Resolution No. 2/2025 of the Extraordinary General Meeting of Shareholders was filed with the Trade Register and the mention was resolved by issuing the Certificate of registration of specifications dated 22.05.2025, based on Minutes No. 432603 dated 20.05.2025. The EGMS Resolution was published in Official Gazette No. 2475/16.06.2025.

According to the legal provisions applicable to the capital market, if fractions of financial instruments result further to applying the algorithm for calculating the number of shares due as a result of the Consolidation of the Nominal Value, the number of shares shall be rounded down, to the lower whole number.

For the case in which, as a result of the Consolidation of the Nominal Value, fractions of financial instruments result, the Board of Directors adopted the Resolution dated 28.05.2025, whereby it approved:

- A. For the purpose of implementing Resolution No. 2/2025 of the Extraordinary General Meeting of Shareholders, the modification of the nominal value of a share issued by the Company from RON 0.25 to RON 5 **is approved**, *simultaneously with the reduction of the total number of shares (20 shares with a nominal value of RON 0.25 shall represent one share with a nominal value of RON 5).*
- B. For the purpose of implementing Resolution No. 2/2025 of the Extraordinary General Meeting of Shareholders and in accordance with the provisions of Art. 91 Para (9) of Law No. 24/2017 according to which:

"If the number of own shares to be acquired by the issuer according to Para (8) is to be a fractional number, the rounding shall be made to the next higher whole number, and the increase in the company's share capital corresponding to this rounding shall be made in favor of the issuer, by incorporating reserves in an amount equal to the nominal value of the rounding, calculated based on

the consolidated nominal value of a share, in compliance with the provisions of Art. 210 Para (2) of Law No. 31/1990.”

and taking into account the fact that the number of shares resulting from the division of the current number of shares issued by the Company (as a result of the operation in Art. 1), respectively 2,364,941,410, by 20, is a fractional number, respectively 118,247,070.5, and that it is necessary to adjust the value of the share capital in accordance with the rules provided by Law No. 24/2017, the increase of the Company's share capital by **RON 2.5** is hereby approved, through the incorporation of reserves equal to this amount, the new number of shares becoming 2,364,941,420.

- C. As a result of the operations to consolidate the nominal value of a share issued by the Company and to increase the share capital (Arts. 1 and 2 hereof), the share capital of the Company will be **RON 591,235,355**, divided into **118,247,071** shares, each with a nominal value of **RON 5**.

The resolution of the Board of Directors was filed with the Trade Register and the mention was resolved by issuing the Certificate of registration of specifications dated 26.06.2025, based on Minutes No. 532326 dated 24.06.2025. The resolution of the Board of Directors was published in Official Gazette No. 3181/9.VII.2025.

The price thus proposed by the Board of Directors, according to EGMS Resolution:

- is RON 5/consolidated share, to compensate for fractions of shares resulting from the Consolidation of the Nominal Value; and
- was calculated by multiplying the nominal value RON 0.25/share (the nominal value prior to the Consolidation of the Nominal Value) 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)).

The actual compensation shall follow the following formula:

Compensation value = Compensation price of the fractions of the consolidated share (RON 5) x Fraction resulting from the consolidated share.

The countervalue of the fractions resulting from the Consolidation of the Nominal Value, due to the shareholders registered in the Shareholders' Register kept by Depozitarul Central SA on 31 July 2025, the registration date, shall be paid starting with 12 August 2025, the payment date for the respective fractions.

In order to avoid any rounding operations further to the Consolidation of the Nominal Value, in accordance with the applicable legal provisions, the recommendation addressed to the shareholders is to ensure that, by 30 July 2025, the portfolios they hold are a number divisible by 20.

Also, the shareholders that, following the Consolidation of the Nominal Value, would not benefit from the allocation of a whole number of shares, may trade on their own initiative, until 30 July 2025 inclusively (the previous ex-date), a number of shares with the symbol IMP that would ensure their allocation, following the Consolidation of the Nominal Value, of a whole number of shares. Also, the shareholders that will have a number of less than 20 shares, shall lose their status as shareholders of the Company as a result of the completion of the Consolidation of the Nominal Value, and shall be appropriately compensated for the resulting fraction. The processes indicated above may only be carried out by each shareholder according to their own decision, the Company not being involved in this share trading process

in any capacity. The compensation for the resulting fractions shall be paid to all impacted shareholders starting with 12 August 2025, these being non-prescriptive in accordance with the applicable legal provisions.

In relation to the equivalent value of the fractions resulting from the Consolidation of the Nominal Value, the Company shall bear the commission due to Depozitarul Central. The Company declares that it does not assume liability regarding the application of any commissions or fees by the Participants, as well as any other commissions or fees that may result from other transactions expressly requested by the shareholders, who shall bear any such commissions or fees.

I. FRACTIONS PAYMENT METHODS

1. Payments into the Participants' accounts (intermediaries participating in the clearing, settlement and registry system of Depozitarul Central), for shareholders that have an account opened with the Participants

1.1. For the shareholders that are natural persons, legal entities or devoid of legal status for whom, on 12 August 2025, the payment date for the respective fractions, the Participant provides main and/or related financial investment services, that on 31 July 2025 (the registration date related to the Consolidation of the Nominal Value) hold financial instruments issued by the Company recorded in Section II of the Register kept by Depozitarul Central, into the account opened with the Participant, the equivalent value of the fractions shall be automatically paid into the Participants' accounts on 12 August 2025, without the submission of additional documents.

2. By bank transfer into the accounts of shareholders not represented by Participants, accounts communicated to Depozitarul Central

2.1. Depozitarul Central shall distribute the countervalue of the fractions by bank transfer to the shareholders not represented by Participants, shareholders that submit to Depozitarul Central the documents mentioned in Annex 1, Letter (A). The documents shall be provided to Depozitarul Central by 31 July 2025, the registration date.

2.2. If a bank refusal to pay is received (e.g., account closed), Depozitarul Central shall inform the shareholder not represented by the Participant of this circumstance, and such shareholder shall be obliged to update the information necessary for the payment.

2.3. In case there are shareholders not represented by the Participant that opt for the payment of the countervalue of the fractions by bank transfer after 31 July 2025, by transmitting the documents provided in Annex 1, Item A, Depozitarul Central shall verify whether the respective shareholders have received the amounts due to them, representing the countervalue of the fractions.

3. Through BT

3.1. The countervalue of the fractional shares shall be paid through BT branches to natural person shareholders not represented by a Participant, in compliance with the legal provisions applicable to cash payments, except for those who opt for payment by bank transfer under the conditions set out herein.

3.2. The distribution of amounts by bank transfer shall be carried out through BT branches to shareholders not represented by a Participant—natural persons, legal entities, or non-legal entities that do not hold an account with a Participant. Natural person and legal entity shareholders, or non-legal entities wishing to receive payment in cash or

via bank transfer, may request the payment by presenting the supporting documents listed in Annex 1, Letter (B), at any BT branch. Legal entities may receive amounts resulting from the Consolidation of the Nominal Value only by bank transfer.

- 3.3. The list of BT branches is available on the BT website: <https://www.bancatransilvania.ro/reteaunitati>.

If the supporting documents mentioned in Annex 1 are issued in a language other than Romanian, they must be accompanied by a legalized translation into Romanian, and if they are issued by a foreign authority, they must be apostilled or overlegalized, as appropriate.

The holder of the bank account to which the transfer of the amounts representing the equivalent of the fractions resulting from the Consolidation of the Nominal Value is requested may only be the shareholder.

BT and Depozitarul Central reserves the right to request additional documents from the shareholder/their attorney-in-fact in order to make the payment of the countervalue of the fractions resulting from the Consolidation of the Nominal Value.

Additional information regarding the fraction payment procedure may be requested from Impact's investor relations department at the email address intrebarifrecvente@impactsa.ro.

**ANNEX 1 – SUPPORTING DOCUMENTS FOR THE PAYMENT OF THE
COUNTERVALUE OF THE FRACTIONS RESULTING FROM THE CONSOLIDATION OF
THE NOMINAL VALUE**

ANNEX 1, LETTER (A)

**Supporting documents for the payment by bank transfer into the account
communicated to Depozitarul Central**

- 1.1. The shareholders that are natural persons, personally or through a legal or conventional representative, shall present to Depozitarul Central the IBAN code collection form, which shall specify the bank and the account (IBAN code) opened in the shareholder's name (the template is attached hereto as Annex 2, Item A, and is also available on the websites of Depozitarul Central (<https://www.rocLEAR.ro>) and of Impact (www.impactsa.ro), accompanied by:
- a) a copy of the valid identity document in which the personal number code is legible, certified by the holder as "true to the original";
 - b) a statement of account or a document issued by the bank (signed and stamped) confirming the existence of the account in the shareholder's name, specifying the IBAN code, in original;
 - c) a copy of the documents attesting to the capacity of the signatory of the application as a legal or conventional representative, if applicable; certified by the holder as "true to the original";
 - d) a copy of the proof of payment of the IBAN code collection fee (if the documents are sent to Depozitarul Central before the payment date). The fee for registering the IBAN code used for making payments by bank transfer for natural person shareholders is charged according to the fee schedule charged to holders of financial instruments and is charged per request, being borne by each shareholder individually.
- 1.2. The shareholders that are legal entities, through a legal or conventional representative, shall present to Depozitarul Central the IBAN code collection form specifying the bank and the account (IBAN code) opened in the shareholder's name (the template is attached hereto as Annex 2, Item A, and is also available on the websites of Depozitarul Central (<https://www.rocLEAR.ro>) and of Impact (www.impactsa.ro), accompanied by:
- a) a copy of the registration certificate; certified by the holder as "true to the original";
 - b) a copy of the document attesting to the capacity as legal representative of the company (status certificate issued by the trade register/equivalent entity for entities of foreign nationality); certified by the holder as "true to the original";
 - c) a copy of the documents attesting to the capacity of conventional representative of the signatory of the application, if applicable; certified by the holder as "true to the original";

- d) a statement of account or a document issued by the bank (signed and stamped) confirming the existence of the account in the name of the holder - legal entity, specifying the IBAN code, in original;
 - e) a copy of the proof of payment of the IBAN code collection fee (if the documents are sent to Depozitarul Central before the payment date). The fee for registering the IBAN code used for making payments by bank transfer for the legal entity shareholder is charged according to the fee schedule charged to holders of financial instruments and is charged per request, being borne by each shareholder individually.
- 1.3. The IBAN code collection forms shall be sent by mail to the following address: Depozitarul Central SA – Șoseaua Nicolae Titulescu No. 4-8, America House Building, 1st Floor, East Wing, Bucharest, District 1 or shall be deposited at the headquarters of Depozitarul Central SA.
- 1.4. Depozitarul Central verifies the documentation submitted by the shareholders according to those mentioned in Items 1.1 and 1.2 above, respectively, and if the documentation is not complete, it requests its completion.
- 1.5. If the payment is desired by bank transfer on the payment date, the IBAN code collection forms must be received by Depozitarul Central at least 4 days prior to the Payment Date.
- 1.6. In the case of the IBAN code collection forms received after the deadline provided in Item 1.5 above, the provisions of Section I. Item 2.3 hereof shall apply. Depozitarul Central shall take into account the IBAN code collection forms received no later than 3 days prior to the deadline for the distribution of the amounts indicated in the Order Form.

ANNEX 1, LETTER (B)

Supporting documents for the payment in cash/by bank transfer of the countervalue of fractional shares resulting from the Consolidation of the Nominal Value, for payments instructed through BT

- 1. List of documents required for receiving/transferring amounts due to natural person shareholders – payments processed in cash or by bank transfer at BT branches:**
 - 1.1. Resident natural person shareholder:**
 - original identity document including the personal number code (C.N.P.); identification of the shareholder by BT will be based on the information in the CNP field.
 - 1.2. Non-resident natural person shareholder:**
 - original passport, whose series and number must match those registered with Depozitarul Central.
 - 1.3. Legal representative (i.e. guardian/parent) of a natural person shareholder under 14 years old:**
 - original identity document of the guardian/parent;
 - original birth certificate of the shareholder, including the C.N.P. + one certified copy (the copy will be retained by BT);
 - original legal document establishing guardianship if the guardian is not one of the parents + one certified copy (retained by BT).
 - 1.4. As guardian for natural person shareholders under legal guardianship:**
 - original identity document of the guardian;
 - original identity document of the shareholder including C.N.P. + one certified copy (retained by BT);
 - original legal document establishing guardianship + one certified copy (retained by BT).
 - 1.5. As attorney-in-fact of natural person shareholders:**
 - original notarized limited power of attorney authorizing the collection of due amounts, issued no more than 3 years prior to the payment date, except where the power of attorney is valid for more than 3 years and remains valid at the time of payment + one certified copy (retained by BT);
 - original identity document of the attorney-in-fact including C.N.P.

Note 1: In the case of co-owners, payments will be processed only upon the presence of all co-owners at the branch, either personally or through a legal and/or conventional representative.

Note 2: Documents in foreign languages must be accompanied by a certified translation into Romanian, and if issued by a foreign authority, must be apostilled or overlegalized, as applicable.

Note 3: BT may process cash payments within the limits established by applicable legislation.

Note 4: For bank transfer payments to banks other than BT, an account statement certified by the receiving bank or a supporting document issued by the bank confirming account ownership must be attached to the documents listed above. The account holder must be the shareholder.

1.6. Exceptional situations

No payments will be made at the branch in the following cases:

- to shareholders whose C.N.P. in the documents presented does not match the C.N.P. registered in BT's records and received from Depozitarul Central. They will be referred to Depozitarul Central;
- to heirs of shareholders, based on inheritance certificates. They will be referred to Depozitarul Central;
- in any other exceptional situation, in which case shareholders not represented by a Participant will be referred to Depozitarul Central.

2. **List of documents required for receiving/transferring amounts due to legal entity shareholders – payments processed by bank transfer at BT branches:**

- certificate of incorporation/registration of the legal entity/entity in the Trade Register or another equivalent document attesting to the registration of the entity with the competent authority + one copy (retained by BT);
- identity document of the legal representative or, if applicable, of the attorney-in-fact;
- certificate issued by the Trade Register or equivalent document issued by the competent authority, no older than 3 months, indicating the legal representative of the company + one copy (retained by BT);
- notarized power of attorney in original or legalized copy (retained by BT), if applicable. Payments to legal entity shareholders will be made only by bank transfer.

For bank transfer payments to banks other than BT, an account statement certified by the receiving bank or a supporting document issued by the bank confirming account ownership must also be attached. The account holder must be the **shareholder**.

ANNEX 1, LETTER (C)

OTHER PROVISIONS

1. **Financial instruments held in co-ownership**

In the case of financial instruments co-owned by two or more shareholders, the value of the fractions resulting from the Consolidation of the Nominal Value shall be paid in observance of the following:

- 1.1. In the case of payments by bank transfer into the account of the shareholders not represented by the Participant, Depozitarul Central shall transfer the amounts due to the co-owners into the account indicated by Impact or, if this information was not provided to Depozitarul Central, into the account indicated by all the co-owners based on the joint request addressed to Depozitarul Central.
- 1.2. In the case of payments into the Participants' accounts, the amounts due to the co-owners shall be transferred to the Participant whose clients they are.
- 1.3. If the co-owners request both the registration by Depozitarul Central of the direct transfer of ownership of the financial instruments as a result of the exit from the division, in accordance with the applicable Legal Regime, and the direct payment to each of the co-owners of the amounts due, Depozitarul Central shall block the payment of the amounts and shall inform Impact regarding the registration of the respective transfer of ownership and the number of financial instruments acquired in exclusive ownership by each of the co-owners. Impact shall calculate the value of the amounts corresponding to each former co-owner and shall transmit to Depozitarul Central the information for the payment to each of them, and the payment shall be made according to this procedure.

2. Deceased shareholders

- 2.1. If the documents containing the data necessary to make the payment to the shareholders include deceased persons, and their heirs request both the registration of the direct transfer of ownership of the financial instruments as a result of the succession, in accordance with the applicable Legal Regime, and the payment of the amounts due, Depozitarul Central shall block the payment of the amounts due to the deceased shareholder and shall inform Impact regarding the registration of the transfer of ownership, the identity of the heir(s) and the number of financial instruments acquired by such.
- 2.2. If, following the transfer of ownership as a result of the succession, financial instruments are acquired in co-ownership, the provisions of Section 1 of Annex 1, Letter C, shall become applicable.
- 2.3. If, following the transfer of ownership, the heirs acquire exclusive ownership of the financial instruments, Impact shall calculate the value of the amounts corresponding to each heir and shall transmit to Depozitarul Central the information regarding the amounts due for payment to each of them, payment which shall be made by Depozitarul Central according to this procedure.

3. Limitation

Impact shall not be liable if the payment may not be made or is made late for reasons beyond Impact's control, including, but not limited to, if Impact is notified of the imposition of a garnishment on the amounts of money due to the relevant shareholder representing the equivalent value of the fractions resulting from the Consolidation of the Nominal Value or if the shareholder is unable to collect the payment according to this procedure.

ANNEX 2: FORMS

ANNEX 2, LETTER (A) - IBAN CODE COLLECTION FORM

The undersigned, _____, domiciled/with its headquarters in _____, Str. _____, No. _____, Entrance _____, Apt. _____, District _____/_____ County, identified with ID/IC/Passport Series _____, No. _____/registered with the Trade Register Office under No. _____, holding Personal Number Code/Unique Code No. _____, hereby request that the payment of any sums of money due to me as a result of my capacity as a holder of financial instruments with the issuers registered in the system of Depozitarul Central SA be made into the account _____, opened with the Bank _____.

I declare that I assume the accuracy of the data provided and I agree that the account number indicated above shall be registered in the database of Depozitarul Central SA and used to distribute to me any amounts of money that are due to me/shall be due to me from my relationship with the issuers for which Depozitarul Central SA provides registry services/money distribution services.

I also undertake to communicate to Depozitarul Central any change in the information related to the account indicated above, otherwise Depozitarul Central SA shall be exempted from any liability regarding any payments by bank transfer made to this account and failed due to changes that were not brought to its attention.

I hereby request that the payments be made into the account indicated above and for any amounts of money that have been directed for cash payment and have not been withdrawn by the date hereof, which are due to me from my relationship with the issuers for which Depozitarul Central SA provides registry services/money distribution services.

PROCESSING OF PERSONAL DATA

I have acknowledged all rights in accordance with the provisions of Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC and the Policy on the processing of personal data issued by Depozitarul Central and available on the website <http://www.rocstar.ro/>, GDPR section, and at its own headquarters, as appropriate.

I attach:

Applicant/Requester: _____

Date: _____

Surname and First name: _____

Capacity: _____

Signature/Stamp: _____