

## IMPACT DEVELOPER & CONTRACTOR SA

Registered office: Willbrook Platinum Business & Convention Center, 172-176 Bucharest – Ploiesti Road, Building A, 1st floor, Bucharest, 1st District, Phone: 021– 230.75.70/71/72, Fax: 021– 230.75.81/82/83

Subscribed and paid up share capital: RON 274,443,532.

Registered with the Trade Registry Office within Bucharest Court under no. J40/7228/2018, S.R.C. RO 1553483

**To: Bucharest Stock Exchange**

Financial Supervisory Authority,

### 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, and also the provisions the Code of the Bucharest Stock Exchange

Report date:	15.01.2021
Name of Issuer Company:	IMPACT DEVELOPER & CONTRACTOR SA
Registered office:	Willbrook Platinum Business & Convention Center, 172-176 Bucharest – Ploiesti Road, Building A, 1 <sup>st</sup> Fl, Bucharest, 1 <sup>st</sup> District
Phone number/fax:	Tel.:021–230.75.70/71/72, Fax: 021–230.75.81/82/83
Sole Registration Code ORC:	1553483
Trade Registry Office number:	J40/7228/2018
Subscribed and paid up capital:	265.000.000 RON
Regulated market:	BVB
LEI CODE	315700KVJ0DVH5IBI827

**Important event to be reported: Significant events to be reported convening of the Extraordinary General Meeting of Shareholders of the Company Impact Developer & Contractor SA for 19/20 February 2021**

in accordance with Law No. 31/1990 regarding companies, republished, as further amended and supplemented, Law No. 24/2017 regarding issuers of financial instruments and market operations, Regulation No. 5/2018 of FSA on Issuers of Financial Instruments and Market Operations and the articles of incorporation of the Company, Impact Developer & Contractor SA Convenes The Extraordinary General Meeting of Shareholders of the Company, on 19.02.2021, at 10.00 a.m., at headquarter of Impact Developer & Contractor SA, 1<sup>st</sup> Floor, Building A of Willbrook Platinum Business & Convention Center, located in Bucharest, 172-176 Bucuresti- Ploiesti Street, Postal Code 015016. In case the legal and statutory conditions for holding the Extraordinary General Meeting of Shareholders are not met on the date set forth above, the Extraordinary General Meeting of Shareholders shall take place on 20.02.2021, at the same address, at the same hour and with the same agenda.

Attached Convening Notice of the Extraordinary General Meeting of Shareholders of Impact Developer & Contractor SA on 19/20 February 2021.

## 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, 172-176 Bucuresti-Ploiesti Street, Willbrook Platinum Business & Convention Center, Building A, District 1, Postal Code 015016, registered with the Bucharest Trade Registry under No. J40/7228/2018, Sole Registration Code 1553483 (the “Company”), validly met on 15.01.2021, the quorum requirements being met, with the participation of the current directors, *i.e.* Mrs. Iuliana-Mihaela Urda, Mrs. Ruxandra-Alina Scarlat, Mr. Daniel Pandele, Mr. Laviniu-Dumitru Beze 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 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 (“**Regulation No. 5/2018**”), and the articles of incorporation of the Company,

## CALLS

The **Extraordinary General Meeting** of Shareholders of the Company (the “**Extraordinary General Meeting**”), on the date of 19.02.2021, **at 10.00 a.m.**, at the headquarters of Impact Developer & Contractor SA, located on the 1<sup>st</sup> Floor, Building A of Willbrook Platinum Business & Convention Center, located in Bucharest, 172-176 Bucuresti- Ploiesti Street, Postal Code 015016. In case the legal and statutory conditions for holding the Extraordinary General Meeting are not met on the date of 19.02.2021, the Extraordinary General Meeting shall take place on 20.02.2021, at the same address, at the same hour and with the same agenda.

Only the persons registered as shareholders at the reference date of 09.02.2021 (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. Ratification of the credit agreement concluded by the Company, as Borrower, of EUR 5,920,667 from First Bank S.A. The borrowed funds shall be used by the Company in order to build blocks Z1,Z2 and D6 located in Greenfield Baneasa District.
2. Ratification of the credit agreement concluded by the Company, as Borrower, of RON 4,500,000 from First Bank S.A. The borrowed funds shall be used by the Company in order to pay the VAT for the projects mentioned in Item 1.

3. Approval of the amendment of the Company's Articles of incorporation as follows:

- a) Paragraphs (7) and (8) of Article 21 of the Company's Articles of incorporation shall be repealed. The subsequent paragraphs of Article 21 shall be renumbered accordingly.
- b) Art. 5 is supplemented - The object and the field of activity, with the following secondary activities, having the corresponding NACE codes:

Manufacture of assembled parquet floors;	(NACE Code 1622)
Manufacture of wooden containers;	(NACE Code 1624)
Manufacture of ceramic tiles and flags;	(NACE Code 2331)
Manufacture of bricks, tiles and construction products, in baked clay;	(NACE Code 2332)
Manufacture of ceramic household and ornamental articles;	(NACE Code 2341)
Manufacture of ceramic sanitary fixtures;	(NACE Code 2342)
Manufacture of ceramic insulators and insulating fittings;	(NACE Code 2343)
Manufacture of other technical ceramic products;	(NACE Code 2344)
Manufacture of other ceramic products n.e.c.;	(NACE Code 2349)
Manufacture of cement	(NACE Code 2351)
Manufacture of plaster products for construction purposes;	(NACE Code 2362)
Manufacture of ready-mixed concrete;	(NACE Code 2363)
Manufacture of mortars;	(NACE Code 2364)
Manufacture of fiber cement;	(NACE Code 2365)
Manufacture of other articles of concrete, plaster and cement;	(NACE Code 2369)
Cutting, shaping and finishing of stone;	(NACE Code 2370)
Production of abrasive products;	(NACE Code 2391)
Manufacture of other non-metallic mineral products n.e.c.;	(NACE cod 2399)
Manufacture of central heating radiators and boilers;	(NACE Code 2521)
Manufacture of other tanks, reservoirs and containers of metal;	(NACE Code 2529)
Manufacture of steam generators, except central heating hot water boilers;	(NACE Code 2530)
Forging, pressing, stamping and roll-forming of metal; powder metallurgy;	(NACE Code 2550)
Treatment and coating of metals	(NACE Code 2561)
Manufacture of cutlery;	(NACE Code 2571)
Manufacture of steel drums and similar containers;	(NACE Code 2591)
Manufacture of wire products, chain and springs;	(NACE Code 2593)
Manufacture of fasteners and screw machine products; rivets and washers;	(NACE Code 2594)
Manufacture of other fabricated metal products n.e.c.;	(NACE Code 2599)
Manufacture of fiber optic cables;	(NACE Code 2731)

Manufacture of other electronic and electric wires and cables;	(NACE Code 2732)
Manufacture of couplers for electric and electronic wiring;	(NACE Code 2733)
Manufacture of office and shop furniture;	(NACE Code 3101)
Manufacture of kitchen furniture;	(NACE Code 3102)
Installation of industrial machinery and equipment	(NACE Code 3320)
Production of electricity;	(NACE Code 3511)
Transmission of electricity;	(NACE Code 3512)
Steam and air conditioning supply;	(NACE Code 3530)
Recovery of sorted recyclable materials;	(NACE Code 3832)
Remediation activities and other waste management services;	(NACE Code 3900)
Construction of utility projects for fluids;	(NACE Code 4221)
Construction of utility projects for electricity and telecommunications;	(NACE Code 4222)
Construction of water projects;	(NACE Code 4291)
Plastering works;	(NACE Code 4331)
Transport via pipeline;	(NACE Code 4950)
Hotels and similar accommodation;	(NACE Code 5510)
Holiday and other short-stay accommodation;	(NACE Code 5520)
Food and beverage service activities;	(NACE Code 5610)
Bars and other beverage serving activities;	(NACE Code 5630)
Wired telecommunications activities;	(NACE Code 6110)
Wireless telecommunications activities (except satellite);	(NACE Code 6120)
Satellite telecommunications activities;	(NACE Code 6130)
Other telecommunications activities;	(NACE Code 6190)
Data processing, hosting and related activities;	(NACE Code 6311)
Web portals;	(NACE Code 6312)
Other information service activities n.e.c.;	(NACE Code 6399)
Media representation;	(NACE Code 7312)
Specialized design activities;	(NACE Code 7410)
Renting and leasing of recreational and sports goods;	(NACE Code 7721)
Other reservation service and related activities;	(NACE Code 7990)
Landscape service activities;	(NACE Code 8130)
Other human health activities;	(NACE Code 8690)
Operation of sports facilities;	(NACE Code 9311)
Activities of sport clubs;	(NACE Code 9312)
Fitness facilities;	(NACE Code 9313)
Other sports activities;	(NACE Code 9319)
Activities of amusement parks and theme parks;	(NACE Code 9321)
Other amusement and recreation activities;	(NACE Code 9329)
Washing and (dry-)cleaning of textile and fur products;	(NACE Code 9601)
Hairdressing and other beauty treatment;	(NACE Code 9602)
Physical well-being activities;	(NACE Code 9604)
Other service activities n.e.c.;	(NACE Code 9609)
Activities of households as employers of domestic personnel;	(NACE Code 9700)

c) At Article 17 Paragraph (3) of the Company's Articles of incorporation, a new letter is inserted, Letter p) which shall read as follows:

p) approves the conclusion in the name and on behalf of the Company of the Company's financing agreements (loan agreements, credit facility), which have a value of up to EUR 20,000,000/agreement;

4. Approval of the reduction of the Company's share capital, pursuant to Art. 207 Para 1, Letter c) of Company Law No. 31/1990, from RON 265,000,000, by RON 2,500,000, by reducing the number of shares, from 265,000,000 shares to 262,500,000 shares, following the cancellation of a number of 2,500,000 own shares, acquired by the Company.
5. Approval of the amendment of the Company's Articles of incorporation as a result of the reduction of the share capital. Article 6 of the Articles of incorporation shall read as follows:

***“Art. 6. – Share Capital***

- (1) The share capital of IMPACT DEVELOPER & CONTRACTOR is RON 262,500,000, being fully subscribed and paid-up.*
- (2) The share capital is divided into 262,500,000 shares, each share having a nominal value of RON 1.*
- (3) The structure of the Company's share capital is as follows: RON 262,499,914.90 and USD 5,000, representing cash contributions, and RON 35.1, representing contribution in kind.*
- (4) Shareholders' holdings are those included in the register of shareholders maintained by Depozitarul Central S.A.”*

The provisions of the Company's Articles of incorporation that are not amended by the EGMS (regardless of whether expressly or as a consequence of the express amendments mentioned above) shall remain unchanged.

6. 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.
7. Approval of the date of 09.03.2021 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.
8. Approval of the date of 08.03.2021 as *Ex - Date*.

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**GENERAL INFORMATION**

**IN RESPECT OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

In the Extraordinary General Meeting of Shareholders only the shareholders registered with the Company's Register of Shareholders at the Reference Date (09.02.2021) 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 Depository.

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 Depository; however, if the relevant shareholder did not inform in a timely manner the Central Depository 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.

According to Art. 92 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](http://www.impactsa.ro) or from the Company's headquarters.

The power of attorney will be drafted in three 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 Willbrook Platinum Business & Convention Center, Building A, 172-176 Bucuresti-Ploiesti Street, Bucharest, District 1, Postal Code 077190, Romania, in order to be registered with the Company at the latest on 18.02.2021,

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](mailto: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.

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](http://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 Willbrook Platinum Business & Convention Center, Building A, 172-176 Bucuresti-Ploiesti Street, Bucharest, District 1, Postal Code 077190, Romania, 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 18.02.2021, 10.000 a.m., having enclosed the mention “FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS of 19/20 FEBRUARY 2021”;
- via e-mail with enclosed extended electronic signature according to Law No. 455/2001 on electronic signature, at the latest on 18.02.2021, 10.00 a.m., at the e-mail address [intrebarifrecvente@impactsa.ro](mailto:intrebarifrecvente@impactsa.ro), inserting the subject “FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS of 19/20 FEBRUARY 2021”.

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

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.

According to Art. 92 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.

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 03.02.2021 including (at: Willbrook Platinum Business & Convention Center, Building A, 172-176 Bucuresti-Ploiesti Street, Bucharest, District 1, Postal Code 077190, Romania) or by electronic means of communication (email: [intrebarifrecvente@impactsa.ro](mailto: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: Willbrook Platinum Business & Convention Center, Building A, 172-176 Bucuresti-Ploiesti Street, Bucharest, District 1, Postal Code 077190, Romania) or by electronic means of communication (email: [intrebarifrecvente@impactsa.ro](mailto: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](http://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](http://www.impactsa.ro).

At the date of this Calling Notice, the Company's subscribed and paid-up share capital is of RON 265,000,000, divided into 265,000,000 ordinary, nominative, dematerialized shares, with a nominal value of RON 1.

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 \_\_\_\_\_