

To: the Bucharest Stock Exchange  
the Romanian Financial Supervisory Authority

## CURRENT REPORT NO. 18/2021

Pursuant to Law no. 24/2017 on issuers of financial instruments and market operations and to the Romanian Financial Supervisory Authority Regulation no. 5/2018 on issuers and operations with securities, as subsequently amended and supplemented and the provisions of Article 99 of the Bucharest Stock Exchange Code, Title II, Issuers and Financial Instruments.

Report date:	10.09.2021
Name of the issuer:	One United Properties S.A.
Registered office:	20 Maxim Gorki Street, District 1, Bucharest, Romania
Registration no. with Trade Registry:	J40/21705/2007
Sole registration code:	22767862
Share Capital:	RON 286,015,588.20
Total number of shares:	1,430,077,941 ordinary shares
Symbol:	ONE
Market where securities are traded:	Bucharest Stock Exchange, Main Segment, Category Premium

### **Important events to report: The Resolutions of the Ordinary General Meetings and Extraordinary General Meetings of One United Properties S.A. held on 10.09.2021**

The management of One United Properties S.A. (hereinafter referred to as the "Company") informs the shareholders that the Ordinary General Meetings of Shareholders and the Extraordinary General Meetings of Shareholders took place on 10.09.2021, at 10:00 A.M and 11:30 A.M., respectively. The meetings were chaired by Claudio Cisullo, in his capacity of the Chairman of the Board of Directors. The legal and statutory quorum was met at the first convening.

The resolutions adopted by the Ordinary and the Extraordinary General Meeting of Shareholders are attached to this current report.

Executive Member of the Board of Directors,

Victor Căpitanu



## DECISIONS OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF ONE UNITED PROPERTIES S.A.

Bucharest, 20 Maxim Gorki Street, District 1

J40/21705/2007, Sole Registration Code 22767862

**No. 59 of 10 September 2021**

Shareholders of **ONE UNITED PROPERTIES S.A.**, having its headquarters in Bucharest, 20 Maxim Gorki Street, District 1, registered with the Bucharest Trade Registry under no. J40/21705/2007, having Sole Registration Code 22767862, (EUID): ROONRC.J40/21705/2007, having subscribed and fully paid-up share capital of 286,015,588.20 RON ("**OUP**" or the "**Company**"), met today, 10.09.2021, at 10:00 (Romanian time) in the Ordinary General Meeting of Shareholders (the "**OGMS**") first calling, in accordance with the convening notice published in the Official Gazette of Romania, Part IV, number 3153 of 3 August 2021 and Ziarul Bursa of 3 August 2021 and the supplemented convening notice published in the Official Gazette of Romania, Part IV, number 3500 of 24 August 2021 and Ziarul Bursa of 24 August 2021.

Following the debates on the points included on the agenda, the shareholders present or represented at the OGMS adopted the following resolutions, which were duly recorded in the minutes of the meeting:

### DECISION NO. 1

In the presence of shareholders representing 90.014313% (1,287,274,830 shares) of the share capital and 90.014313% (1,287,274,830 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 0.0062% (79,768 votes) of the expressed votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 99.9410% (1,286,515,561 votes) of the expressed votes of the shareholders present, represented or who voted by mail (there are 147,459 abstentions and another 532,042 voting rights which were not exercised; a total of 1,286,595,329 votes were expressed):

Rejected:

The distribution of dividends in the aggregate amount of RON 25,000,000 to the Company's shareholders from the Company's undistributed profit for the previous financial years.

### DECISION NO. 2

In the presence of shareholders representing 90.014313% (1,287,274,830 shares) of the share capital and 90.014313% (1,287,274,830 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.9418% (1,286,525,045 votes) of the expressed votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.0011% (14,544 votes) of the expressed votes of the shareholders present, represented or who voted by mail (there are 558,347 abstentions and another 176,894 voting rights which were not exercised; a total of 1,286,539,589 votes were expressed):

Approved:

The distribution of dividends in the aggregate amount of RON 32,500,000 to the Company's shareholders from the



Company's undistributed profit for the previous financial years.

### DECISION NO. 3

In the presence of shareholders representing 90,006154% (1,287,158,157 shares) of the share capital and 90,006154% (1,287,158,157 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.8412% (1,285,056,858 votes) of the expressed votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.1588% (2,043,739 votes) of the expressed votes of the shareholders present, represented or who voted by mail (there are 9,345 abstentions and another 48,215 voting rights which were not exercised; a total of 1.287.100.597 votes were expressed):

Approved:

The appointment of a permanent invitee to the Board of Directors meetings, in the person of Mr. Daniel Dines or a suitable representative of Mr. Daniel Dines, accepted by the executive members of the Board of Directors.

### DECISION NO. 4

In the presence of shareholders representing 90.012264% (1,287,245,537 shares) of the share capital and 90.012264% (1,287,245,537 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.9999% (1,287,244,037 votes) of the expressed votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.0001% (1,500 votes) of the expressed votes of the shareholders present, represented or who voted by mail (there are no abstentions and no voting rights which were not exercised; a total of 1,287,245,537 votes were expressed):

Approved:

Setting the date of:

- 28 September 2021 as registration date, identifying the shareholders who will benefit from the effects of the resolutions adopted by the OGMS, in accordance with the provisions of art. 86 para. (1) of Law no. 24/2017
- 27 September 2021 as "ex-date", computed in accordance with the provisions of art. 2 (2) letter (I) of Regulation no. 5/2018
- 11 October 2021 as payment date, computed in accordance with the provisions of art. 178 (2) of Regulation no. 5/2018

As they are not applicable to this OGMS, the shareholders do not decide on the other aspects set out in art. 176 paragraph (1) of Regulation no. 5/2018 such as date of the guaranteed participation.

### DECISION NO. 5

In the presence of shareholders representing 90.01228% (1,287,245,757 shares) of the share capital and 90.01228% (1,287,245,757 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.9996% (1,287,143,315 votes) of the expressed votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.0004% (5,143 votes) of the expressed votes of the shareholders present,



represented or who voted by mail (there are 97,299 abstentions; there are no voting rights which were not exercised; a total of 1,287,148,458 votes were expressed):

Approved:

The authorisation of the executive members of the Board of Directors acting independently or jointly, with the right to sub-delegate, in the name and on behalf of the Company, with full power and authority, to execute any documents, including the resolutions of the OGMS of the Company, the Articles of Association, to file, to request the publication of the resolutions in Part IV of the Official Gazette of Romania, to pick up any documents, as well as to fulfil any necessary formalities in front of the Trade Registry Office, as well as in front of any other authority, public institution, legal entities and individuals, as well as to carry out any acts for implementing and ensuring the opposability of the resolutions which will be adopted by the OGMS..

This decision was drafted and signed in the name and on behalf of the shareholders, today 10.09.2021, in 2 original copies, by the chairman of the meeting, Claudio Cisullo and the secretary of the meeting, Adrian-Alexandru Ioniță.

Chairman of the Ordinary General Meeting of Shareholders

Claudio Cisullo

Secretary of the Ordinary General Meeting of Shareholders

Adrian-Alexandru Ioniță



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(EUID) ROONRC.J40/21705/2007, RO 22767862

## DECISIONS OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF ONE UNITED PROPERTIES S.A.

Bucharest, 20 Maxim Gorki Street, District 1

J40/21705/2007, Sole Registration Code 22767862

**No. 60 of 10 September 2021**

Shareholders of **ONE UNITED PROPERTIES S.A.**, having its headquarters in Bucharest, 20 Maxim Gorki Street, District 1, registered with the Bucharest Trade Registry under no. J40/21705/2007, having Sole Registration Code 22767862, (EUID): ROONRC.J40/21705/2007, having subscribed and fully paid-up share capital of 286,015,588.20 RON ("**OUP**" or the "**Company**"), met today, 10.09.2021, at 11:30 (Romanian time) in the Extraordinary General Meeting of Shareholders (the "**EGMS**") on first calling, in accordance with the convening notice published in the Official Gazette of Romania, Part IV, number 3153 of 3 August 2021 and Ziarul Bursa of 3 August 2021 and the supplemented convening notice published in the Official Gazette of Romania, Part IV, number 3500 of 24 August 2021 and Ziarul Bursa of 24 August 2021.

Following the debates on the points included on the agenda, the shareholders present or represented at the EGMS adopted the following resolutions, which were duly recorded in the minutes of the meeting:

### DECISION NO. 1

In the presence of shareholders representing 90.015746% (1,287,295,322 shares) of the share capital and 90.015746% (1,287,295,322 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 0.3616% (4,654,241 votes) of the expressed votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 99.6217% (1,282,325,942 votes) of the expressed votes of the shareholders present, represented or who voted by mail (there are 134,306 abstentions and another 180,833 voting rights which were not exercised; a total of 1,286,980,183 votes were expressed):

Rejected:

The increase of the Company's share capital with the amount of up to RON 228,812,470.6 by issuance of a number of up to 1,144,062,353 new ordinary, nominative and dematerialised shares with a nominal value of 0.20 RON per share (the "**New Shares**"), by incorporating approximately 80% of the share premiums resulted from the public offering conducted between 22 June 2021 and 2 July 2021 (the "**IPO**") (the "**Share Capital Increase**"), as follows:

- a) The New Shares shall be allotted to the shareholders of the Company on a pro rata basis with their current shareholdings in the Company's share capital; within the Share Capital Increase, for each 5 shares already held in the Company's share capital 4 New Shares shall be allotted, subject to the provisions set out at letter b) below;
- b) In case the number of shares to which a shareholder may be entitled in the Share Capital Increase is not a natural number, the number of shares that will be actually allotted to such shareholder will be rounded down to the next lower natural number; and





- c) Pursuant to the Share Capital Increase, the Company share capital will amount to up to RON 514,828,058.8 (of which RON 505,502,157.3 and EUR 1,922,633.5), fully subscribed and paid by the shareholders, divided into a number of up to 2,574,140,294 registered dematerialized shares, with a nominal value of 0.2 RON / share.

### DECISION NO. 1<sup>1</sup>

In the presence of shareholders representing 90.015746% (1,287,295,322 shares) of the share capital and 90.015746% (1,287,295,322 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.6383% (1,282,539,581 votes) of the expressed votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.1683% (2,165,856 votes) of the expressed votes of the shareholders present, represented or who voted by mail (there are 5,771 abstentions and another 2,584,114 voting rights which were not exercised; a total of 1,284,705,437 votes were expressed):

Approved:

The increase of the Company's share capital with the amount of up to RON 228,812,470.6 by issuance of a number of up to 1,144,062,353 new ordinary, nominative and dematerialised shares with a nominal value of 0.20 RON per share (the „**New Shares**”), by incorporating approximately 80% of the share premiums resulted from the public offering conducted between 22 June 2021 and 2 July 2021 (the “**IPO**”) (the “**Share Capital Increase**”), as well as the approval of a price of RON 2 per share for the settlement of the shares fractions resulting from the implementation of the specific algorithm set out below and rounding of the number of New Shares to be issued, in accordance with the legal provisions in force, as follows:

- a) The New Shares shall be allotted to the shareholders of the Company on a pro rata basis with their shareholdings in the Company's share capital; within the Share Capital Increase, for each 5 shares held in the Company's share capital 4 New Shares shall be allotted, subject to the provisions set out at letter b) below;
- b) In case the number of shares to which a shareholder may be entitled in the Share Capital Increase is not a natural number, the number of shares that will be actually allotted to such shareholder will be rounded down to the next lower natural number;
- c) The settlement price of the shares fractions resulting from the implementation of the algorithm set out at letter a) above and rounding of the results according to letter b) above, set in accordance with the applicable legal provisions shall be RON 2; and
- d) Pursuant to the Share Capital Increase, the Company share capital will amount to up to RON 514,828,058.8 (of which RON 505,502,157.3 and EUR 1,922,633.5), fully subscribed and paid, divided into a number of up to 2,574,140,294 registered dematerialized shares, with a nominal value of 0.2 RON / share..]

### DECISION NO. 2

In the presence of shareholders representing 90.016585% (1,287,307,322 shares) of the share capital and 90.016585% (1,287,307,322 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.9999% (1,286,991,650 votes) of the expressed votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.0001% (1,500 votes) of the expressed votes of the shareholders present,



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represented or who voted by mail (there are 210,282 abstentions and another 103,890 voting rights which were not exercised; a total number of 1,286,993,150 votes were expressed):

Approved:

The authorisation of the Board of Directors to adopt any decision and perform any acts or deeds that would be necessary, useful or advisable for the implementation of the Share Capital Increase, including in connection with the following aspects:

- (i) confirmation of the final amount of the Share Capital Increase;
- (ii) ensuring the listing of the New Shares on the regulated market, amendment of the Articles of Association in order to reflect the new share capital of the Company following the completion of the Share Capital Increase;
- (iii) approving and executing any documents in relation to the Share Capital Increase, including any certificates, statement, registries, notifications, additional act and any other acts and documents that are necessary, in order to complete any formalities and authorization and / or execution any other actions that are necessary in order to give full effect to the Share Capital Increase; and
- (iv) representing the Company before any competent authorities and institutions (such as the Trade Registry Office, the Financial Supervisory Authority, the Bucharest Stock Exchange, the Central Depository, etc.) in order to register the Share Capital Increase.

### DECISION NO. 3

In the presence of shareholders representing 90.008512% (1,287,191,870 shares) of the share capital and 90.008512% (1,287,191,870 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 0.0787% (343,169 votes) of the expressed votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 99.8796% (435,386,952 votes) of the expressed votes of the shareholders present, represented or who voted by mail (there are 851,189,292 abstentions and another 272,457 voting rights which were not exercised; a total number of 435,730,121 votes were expressed):

Rejected:

To establish a new class of shares with multiple votes in the share capital of the Company ("Class B"), each share of Class B being a registered and dematerialized share, having a nominal value equal to 0.2 RON / share and conferring 5 voting rights per share (the creation of this Class B of shares is performed in view of the conversion of shares referred at point 4 below, the shares in Class B will be thus held by the Founding Shareholders and will be subject to the provisions described at points 4 and 5 below) and the approval of the renaming of the current class of ordinary, registered and dematerialized shares from the share capital of the Company in "Class A".

### DECISION NO. 3<sup>1</sup>

In the presence of shareholders representing 90.008512% (1,287,191,870 shares) of the share capital and 90.008512% (1,287,191,870 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 97.6808% (425,801,994 votes) of the expressed votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 2.2415% (9,770,899 votes) of the expressed votes of the shareholders present,



represented or who voted by mail (there are 851,176,292 abstentions and another 442,685 voting rights which were not exercised; a total number of 435,572,893 votes were expressed):

Approved:

To establish a new class of shares with multiple votes in the share capital of the Company ("Class B"), each share of Class B being a registered and dematerialized share, having a nominal value equal to 0.2 RON / share and conferring 5 voting rights per share (the creation of this Class B of shares is performed in view of the conversion of shares referred at point 4<sup>1</sup> below, the shares in Class B will be thus held by the Founding Shareholders' Companies and will be subject to the provisions described at points 4<sup>1</sup> and 5<sup>1</sup> below) and the approval of the renaming of the current class of ordinary, registered and dematerialized shares from the share capital of the Company in "Class A."

#### DECISION NO. 4

In the presence of shareholders representing 90.015746% (1,287,295,322 shares) of the share capital and 90.015746% (1,287,295,322 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 0.1021% (445,209 votes) of the expressed votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 99.8774% (435,490,417 votes) of the expressed votes of the shareholders present, represented or who voted by mail (there are 851,179,541 abstentions and another 180,155 voting rights which were not exercised; a total number of 435,935,626 votes were expressed):

Rejected:

Subject to the approval by the EGMS of item 3 of the above agenda, the conversion 22.74% of the ordinary shares issued in the share capital of the Company (by reference to the share capital of the Company, as increased following the issuance of New Shares, to the extent the EGMS approves the resolution at point 1 of the above agenda), in Class B shares, as follows:

- a number of ordinary, registered and dematerialized shares from the share capital of the Company (Class A), having a nominal value of RON 0.2 each, representing 11.37% from the share capital of the Company, owned by the shareholder Victor Căpitanu will be converted into Class B shares; and
- a number of ordinary, registered and dematerialized shares from the share capital of the Company (Class A), having a nominal value of RON 0.2 each, representing 11.37% from the share capital of the Company, owned by the shareholder Andrei-Liviu Diaconescu will be converted into Class B shares.

#### DECISION NO. 4<sup>1</sup>

In the presence of shareholders representing 90.015746% (1,287,295,322 shares) of the share capital and 90.015746% (1,287,295,322 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 97.6318% (425,698,866 votes) of the expressed votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 2.2681% (9,889,418 votes) of the expressed votes of the shareholders present, represented or who voted by mail (there are 851,166,541 abstentions and another 540,497 voting rights which were not exercised; a total number of 435,588,284 votes were expressed):





## Approved:

Subject to the approval by the EGMS of item 3<sup>1</sup> of the above agenda, the approval of the conversion 22.74% of the ordinary shares issued in the share capital of the Company (as the case may be, by reference to the share capital of the Company, as increased following the issuance of New Shares, to the extent the EGMS approves the resolution at point 11 of the above agenda), in Class B shares, as follows:

- a number of ordinary, registered and dematerialized shares from the share capital of the Company (Class A), having a nominal value of RON 0.2 each, representing 11.37% from the share capital of the Company, owned by Vinci VER Holding S.R.L. will be converted into Class B shares; and
- a number of ordinary, registered and dematerialized shares from the share capital of the Company (Class A), having a nominal value of RON 0.2 each, representing 11.37% from the share capital of the Company, owned by OA Liviu Holding Invest S.R.L. will be converted into Class B shares.

## DECISION NO. 5

In the presence of shareholders representing 90.008512% (1,287,191,870 shares) of the share capital and 90.008512% (1,287,191,870 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 0.0359% (462,551 votes) of the expressed votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 99.9571% (1,286,482,262 votes) of the expressed votes of the shareholders present, represented or who voted by mail (there are 66,902 abstentions and another 180,155 voting rights which were not exercised; a total number of 1,286,944,813 votes were expressed):

## Rejected:

Subject to the approval by the EGMS of items 3 and 4 of the above agenda, approval to amend of the Articles of Incorporation, as follows:

5.1 The current article 4.2 shall be amended as follows:

*"4.2 The shares issued by the Company are registered, issued in dematerialized form by registration in:*

- *the register of Class A shareholders of the Company, kept by Depozitarul Central S.A., in case of Class A shares, which are ordinary and freely transferable; and*
- *the register of Class B shareholders of the Company, kept by the Board of Directors of the Company, in case of Class B shares, which are transferred in accordance with the provisions of these Articles of Incorporation."*

5.2 The current article 4.3 will be amended and will have the following content:

*"4.3 Each share:*

- *of Class B, issued by the Company, and held by a shareholder (other than the Company), confers five (5) voting rights at shareholders' meetings; and*
- *of Class A, issued by the Company, and held by a shareholder (other than the Company), confers one (1) voting right in the shareholders' meetings,*



*unless certain voting rights of the shares are suspended in accordance with the applicable law. If at a certain general meeting there are suspended voting rights, the suspended voting rights shall not be taken into account when determining the quorum of attendance and the majority required for the adoption of decisions."*

5.3 Article 4.7 will be amended and will have the following content:

*"4.7 The Class A Shares of the Company are admitted to trading on the regulated market, the Main segment, the Premium category of the Bucharest Stock Exchange S.A. ("BVB")."*

5.4 Article 4.8 will be amended and will have the following content:

*"4.8 The ownership right over the Class A shares of the Company will be transferred, after the admission to trading of the Class A shares, in accordance with the regulations of the capital market. The ownership right over the Class B shares of the Company will be transferred in accordance with the provisions of art. 4.9 herein."*

5.5 A new paragraph shall be added to the current Article 6.1, which shall read as follows:

*"6.1 (2) The owners of each Share Class meet in special meetings, in which they will discuss issues related to the interests of the shareholders of the respective Class, the decisions being adopted under the conditions provided for the extraordinary general meetings of the Company. Any owner of shares in that Class may attend such meetings. Any reference to the "GMS" or to the "general meeting of shareholders" in this Articles of Incorporation shall apply, mutatis mutandis, to special meetings. "*

5.6 The content of the current letter (g) of Article 6.3 shall be amended to read as follows:

*"6.3 (g) conversion/ acknowledgement of conversion of shares from one Class / category to another."*

5.7 Introducing a new article 4.9, as follows:

*"The Class B shares are freely transferable to and between the Founding Shareholders and the Affiliates of the Founding Shareholders, a transfer which may be concluded in any way, such as, but not limited to, sale, donation, contribution to the share capital of a company, for valuable consideration or free of charge. The transfer in accordance with this paragraph is made through the statement made in the register of Class B shareholders, signed by the seller and the purchaser or their proxies. If the respective seller and purchaser agree, the assignment of the Class B shares may be made exclusively under the shares sale-purchase agreement concluded between the seller and the purchaser, in which case the transfer will be recorded in the register of Class B shareholders only for the purpose of opposability and not for the validity of the transfer. This registration may be made by the director, without the signature of the seller and the purchaser being required.*

*Upon a transfer of Class B shares to any person who is not a Founding Shareholder or an Affiliate of a Founding Shareholder ("Non-Affiliate Transferee"), such Class B shares will be automatically converted into Class A shares. Any person who was an Affiliate of a Founding Shareholder on the date of the transfer and then ceases to be an Affiliate of a Founding Shareholder shall also be deemed to be a Non-Affiliate Transferee upon losing such affiliation and any Class B shares owned by he/she/it will be automatically converted into Class A shares on the date it ceases to be an Affiliate of a Founding Shareholder. The Board of Directors will acknowledge such conversion and convene the EGMS of the Company to acknowledge the conversion of the respective shares. For the avoidance of any doubt, the Non-Affiliate Transferee will be conflicted from voting upon any EGMS resolution with regards to the conversion of the relevant shares from Class B to Class A.*



*For the purposes of this article, the term “Affiliate” shall mean, with respect to any person, any other person that, directly or indirectly, alone or through one or more intermediaries, controls, is controlled by, or is under common control with that person; in relation to an individual, the affiliate shall also include the spouse, the ascendants and the descendants of 1<sup>st</sup> degree of kin, as well as the legal entities controlled by such persons; furthermore, Mr. Victor Căpitanu, as well as any of his Affiliates, will act as Affiliates of Mr. Andrei-Liviu Diaconescu and any of his Affiliates, and Mr. Andrei-Liviu Diaconescu, as well as any of his Affiliates, will act as Affiliates of Mr. Victor Căpitanu, as well as any of his Affiliates.”*

## DECISION NO. 5<sup>1</sup>

In the presence of shareholders representing 90.008512% (1,287,191,870 shares) of the share capital and 90.008512% (1,287,191,870 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.2067% (1,276,824,080 votes) of the expressed votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.7594% (9,773,391 votes) of the votes of the shareholders present, represented or who voted by mail (there are 41,902 abstentions and another 552,497 voting rights which were not exercised; a total number of 1,286,597,471 votes were expressed):

Approved:

Subject to the approval by the EGMS of items 3<sup>1</sup> and 4<sup>1</sup> of the above agenda, approval to amend the Articles of Incorporation, as follows:

5.1<sup>1</sup> The current article 4.2 shall be amended as follows

*“4.2 The shares issued by the Company are registered, issued in dematerialized form by registration in:*

- *the register of Class A shareholders of the Company, kept by Depozitarul Central S.A., in case of Class A shares, which are ordinary and freely transferable; and*
- *the register of Class B shareholders of the Company, kept by the Board of Directors of the Company, in case of Class B shares, which are transferred in accordance with the provisions of these Articles of Incorporation.”*

5.2<sup>1</sup> The current article 4.3 will be amended and will have the following content:

*“4.3 Each share:*

- *of Class A, issued by the Company, and held by a shareholder (other than the Company), confers one (1) voting right in the shareholders' meetings; and*
- *of Class B, issued by the Company, and held by a shareholder (other than the Company), confers five (5) voting rights at shareholders' meetings,*

*unless certain voting rights of the shares are suspended in accordance with the applicable law. If at a certain general meeting there are suspended voting rights, the suspended voting rights shall not be taken into account when determining the quorum of attendance and the majority required for the adoption of decisions.”*

5.3<sup>1</sup> Article 4.7 will be amended and will have the following content:

*“4.7 The Class A Shares of the Company are admitted to trading on the regulated market, the Main segment, the Premium category of the Bucharest Stock Exchange S.A. (“BVB”).”*

5.4<sup>1</sup> Article 4.8 will be amended and will have the following content:

*“4.8 The ownership right over the Class A shares of the Company will be transferred, after the admission to trading of the Class A shares, in accordance with the regulations of the capital market. The ownership right over the Class*



*B shares of the Company will be transferred in accordance with the provisions of art. 4.9 of these Articles of Incorporation."*

5.5<sup>1</sup> A new paragraph shall be added to the current Article 6.1, which shall read as follows:

*"6.1 (2) The owners of each Share Class meet in special meetings, in which they will discuss issues related to the interests of the shareholders of the respective Class, the decisions being adopted under the conditions provided for the extraordinary general meetings of the Company. Any owner of shares in that Class may attend such meetings. Any reference to the "GMS" or to the "general meeting of shareholders" in this Articles of Incorporation shall apply, mutatis mutandis, to special meetings."*

5.6<sup>1</sup> The content of the current letter (g) of Article 6.3 shall be amended to read as follows:

*"6.3 (g) conversion/ acknowledgement of conversion of shares from one Class / category to another."*

5.7<sup>1</sup> Introducing a new article 4.9, as follows:

*"(1) The Class B shares are freely transferable to and between Mr. Victor Căpitanu and Mr. Andrei-Liviu Diaconescu, as the Company's founders (the "Founding Shareholders") and the Affiliates of the Founding Shareholders, including, but without limitation, Vinci VER Holding S.R.L. (the sole shareholder of this company being Mr. Victor Căpitanu) and OA Liviu Holding Invest S.R.L. (the sole shareholder of this company being Mr. Andrei-Liviu Diaconescu) (the "Founding Shareholders' Companies") a transfer which may be concluded in any way, such as, but not limited to, sale, donation, contribution to the share capital of a company, for valuable consideration or free of charge. The transfer in accordance with this paragraph is made through the statement made in the register of Class B shareholders, signed by the seller and the purchaser or their proxies. If the respective seller and purchaser agree, the assignment of the Class B shares may be made exclusively under the shares sale-purchase agreement concluded between the seller and the purchaser, in which case the transfer will be recorded in the register of Class B shareholders only for the purpose of opposability and not for the validity of the transfer. This registration may be made by the Board of Directors, without the signature of the seller and the purchaser being required.*

*(2) Upon a transfer of Class B shares to any person who is not a Founding Shareholder or an Affiliate of a Founding Shareholder ("Non-Affiliate Transferee"), such Class B shares will be automatically converted into Class A shares. Any person who was an Affiliate of a Founding Shareholder on the date of the transfer and then ceases to be an Affiliate of a Founding Shareholder shall also be deemed to be a Non-Affiliate Transferee upon losing such affiliation and any Class B shares owned by he/she/it will be automatically converted into Class A shares on the date it ceases to be an Affiliate of a Founding Shareholder. The Board of Directors will acknowledge such conversion and convene the EGMS of the Company to acknowledge the conversion of the respective shares. For the avoidance of any doubt, the Non-Affiliate Transferee will be conflicted from voting upon any EGMS resolution with regards to the conversion of the relevant shares from Class B to Class A.*

*(3) For the purposes of this article, the term "Affiliate" shall mean, with respect to any person, any other person that, directly or indirectly, alone or through one or more intermediaries, controls, is controlled by, or is under common control with that person; the affiliate shall also include the spouse, the ascendants and the descendants of 1st degree of kin, as well as the legal entities controlled by such persons; furthermore, Mr. Victor Căpitanu, as well as any of his Affiliates, will act as Affiliates of Mr. Andrei-Liviu Diaconescu and any of his Affiliates, and Mr. Andrei-Liviu Diaconescu, as well as any of his Affiliates, will act as Affiliates of Mr. Victor Căpitanu, as well as any of his Affiliates."*





## DECISION NO. 6

In the presence of shareholders representing 90.008527% (1,287,192,090 shares) of the share capital and 90.008527% (1,287,192,090 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 0.0162% (208,815 votes) of the expressed votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 99.9768% (1,286,371,251 votes) of the expressed votes of the shareholders present, represented or who voted by mail (there are 179,774 abstentions and another 432,250 voting rights which were not exercised; a total number of 1,286,580,066 votes were expressed):

Rejected:

The entry into force of the resolutions adopted pursuant to points 3 to 5 above (subject to their approval) from the date of admission of the registration by the relevant Trade Registry Office.

## DECISION NO. 6<sup>1</sup>

In the presence of shareholders representing 90.008527% (1,287,192,090 shares) of the share capital and 90.008527% (1,287,192,090 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.2348% (1,276,824,080 votes) of the expressed votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.7498% (9,647,380 votes) of the expressed votes of the shareholders present, represented or who voted by mail (there are 166,774 abstentions and another 553,856 voting rights which were not exercised; a total number of 1,286,471,460 votes were expressed):

Approved:

The entry into force of the resolutions adopted pursuant to points 3<sup>1</sup> to 5<sup>1</sup> above (subject to their approval) from the date of admission of the registration by the relevant Trade Registry Office.

## DECISION NO. 7

In the presence of shareholders representing 90.008527% (1,287,192,090 shares) of the share capital and 90.008527% (1,287,192,090 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 0.0362% (466,275 votes) of the expressed votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 99.9568% (1,286,367,141 votes) of the expressed votes of the shareholders present, represented or who voted by mail (there are 178,299 abstentions and another 180,375 voting rights which were not exercised; a total number of 1,286,833,416 votes were expressed):

Rejected:

The authorisation of the Board of Directors to adopt any decision and perform any acts or deeds that would be necessary, useful or advisable for the implementation of the of the resolutions to be adopted by the EGMS on items 3 to 6 above (subject to their approval), including in connection with the following aspects:

- (i) confirmation of the final number of Class B Shares in the share capital of the Company, following the conversion of Class A shares, respectively confirmation of the final structure of share capital of the Company;





- (ii) ensuring the amendment of the Articles of Association in order to reflect the new share capital structure of the Company, split into classes of shares;
- (iii) approving and executing any documents in relation to the resolutions to be adopted by the EGMS on items 3 and 4 above, including any certificates, statements, registries, notifications, additional act and any other acts and documents that are necessary, in order to complete any formalities and authorization and / or execution any other actions that are necessary in order to give full effect to the abovementioned resolutions; and
- (iv) representing the Company before any competent authorities and institutions (such as the Trade Registry Office, the Financial Supervisory Authority, the Bucharest Stock Exchange, the Central Depository, etc.) in order to register abovementioned resolutions.

### DECISION NO. 7<sup>1</sup>

In the presence of shareholders representing 90.008527% (1,287,192,090 shares) of the share capital and 90.008527% (1,287,192,090 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.2153% (1,276,824,080 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.5916% (7,613,651 votes) of the expressed votes of the shareholders present, represented or who voted by mail (there are 165,299 abstentions and another 2,589,060 voting rights which were not exercised; a total number of 1,284,437,731 votes were expressed):

Approved:

The authorisation of the Board of Directors to adopt any decision and perform any acts or deeds that would be necessary, useful or advisable for the implementation of the of the resolutions to be adopted by the EGMS on items 3<sup>1</sup> to 6<sup>1</sup> above (subject to their approval), including in connection with the following aspects:

- (i) confirmation of the final number of Class B Shares in the share capital of the Company, following the conversion of Class A shares, respectively confirmation of the final structure of share capital of the Company;
- (ii) ensuring the amendment of the Articles of Association in order to reflect the new share capital structure of the Company, split into classes of shares; for this purpose, but without any limitation, article 4.1 of the Articles of Incorporation will be amended to reflect the final structure, split into classes of shares, of the Company's share capital, as well as the number of shares and the total nominal value of shares in each class, the share capital proportion represented by each class of shares, the currency of the subscriptions etc.;
- (iii) approving and executing any documents in relation to the resolutions to be adopted by the EGMS on items 3<sup>1</sup> to 6<sup>1</sup> above, including any certificates, statements, registries, notifications, additional act and any other acts and documents that are necessary, in order to complete any formalities and authorization and / or execution any other actions that are necessary in order to give full effect to the abovementioned resolutions; and
- (iv) representing the Company before any competent authorities and institutions (such as the Trade Registry Office, the Financial Supervisory Authority, the Bucharest Stock Exchange, the Central Depository, etc.) in order to register abovementioned resolutions.



## DECISION NO. 8

In the presence of shareholders representing 90.008512% (1,287,191,870 shares) of the share capital and 90.008512% (1,287,191,870 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 0.3573% (4,597,651 votes) of the expressed votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 99.4783% (1,280,119,758 votes) of the expressed votes of the shareholders present, represented or who voted by mail (there are 13,314 abstentions and another 2,461,147 voting rights which were not exercised; a total number of 1,284,717,409 votes were expressed):

Rejected.

Setting the date of:

- 28 September 2021 as registration date, identifying the shareholders who will benefit from the effects of the resolutions adopted by the EGMS, in accordance with the provisions of art. 86 para. (1) of Law no. 24/2017
- 27 September 2021 as "ex-date", computed in accordance with the provisions of art. 2 (2) letter (I) of no. Regulation 5/2018
- 24 September 2021 – as the date of guaranteed participation, in accordance with the provisions of art. 2 para. (2) letter j) of Regulation no. 5/2018
- 5 October 2021 as payment date, computed in accordance with the provisions of art. 178 (2) of Regulation no. 5/2018

## DECISION NO. 8<sup>1</sup>

In the presence of shareholders representing 90.008512% (1,287,191,870 shares) of the share capital and 90.008512% (1,287,191,870 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.5091% (1,280,516,145 votes) of the expressed votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.473% (6,086,189 votes) of the expressed votes of the shareholders present, represented or who voted by mail (there are 14,014 abstentions and another 575,522 voting rights which were not exercised; a total number of 1,286,602,334 votes were expressed):

Approved:

Setting the date of:

- 17 December 2021 as registration date, identifying the shareholders who will benefit from the effects of the resolutions adopted by the EGMS, in accordance with the provisions of art. 86 para. (1) of Law no. 24/2017;
- 16 December 2021 as "ex-date", computed in accordance with the provisions of art. 2 (2) letter (I) of no. Regulation 5/2018;
- 15 December 2021 – as the date of guaranteed participation, in accordance with the provisions of art. 2 para. (2) letter j) of Regulation no. 5/2018;



- 20 December 2021 as payment date, computed in accordance with the provisions of art. 178 (4) of Regulation no. 5/2018; and
- 27 December 2021 as payment date, computed in accordance with the provisions of art. 178 (1) of Regulation no. 5/2018, for the payment of the price for the settlement of the shares fractions resulting from the implementation of the specific algorithm of the Share Capital Increase.

### DECISION NO. 9

In the presence of shareholders representing 90.007498% (1,287,177,369 shares) of the share capital and 90.007498% (1,287,177,369 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.9989% (1,286,965,650 votes) of the expressed votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.0011% (14,420 votes) of the votes of the shareholders present, represented or who voted by mail (there are 95,050 abstentions and another 102,249 voting rights which were not exercised; a total number of 1,286,980,070 of votes were expressed):

Approved:

The authorisation of the executive members of the Board of Directors and/or of the Company's Managers, with the right to sub-delegate, in the name and on behalf of the Company, with full power and authority, to execute any documents, including the resolutions of the EGMS of the Company, the Articles of Association, to file, to request the publication of the resolutions in Part IV of the Official Gazette of Romania, to pick up any documents, as well as to fulfil any necessary formalities in front of the Trade Registry Office, as well as in front of any other authority, public institution, legal entities and individuals, as well as to carry out any acts for implementing and ensuring the opposability of the resolutions which will be adopted by the EGMS.

This decision was drafted and signed in the name and on behalf of the shareholders, today 10.09.2021, in 2 original copies, by the chairman of the meeting, Claudio Cisullo and the secretary of the meeting, Adrian-Alexandru Ioniță.

Chairman of the Extraordinary General Meeting of Shareholders

Claudio Cisullo

Secretary of the Extraordinary General Meeting of Shareholders

Adrian-Alexandru Ioniță

