



To: the Bucharest Stock Exchange

the Financial Supervisory Authority, Financial Instruments and Investments Sector

CURRENT REPORT NO. 77/2024

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:	08.08.2024
Name of the issuer:	One United Properties S.A.
Registered office:	20 Maxim Gorki Street, District 1, Bucharest, Romania
Registration no. Trade Registry:	J40/21705/2007
Sole registration code:	22767862
Share Capital:	RON 765,771,503.40
Total number of shares:	3,828,857,517 ordinary shares
Symbol:	ONE
Market where securities are traded:	Bucharest Stock Exchange, Main Segment, Premium Category

Important events to report: Issuance of CRFI related to and start of trading of ONER03 preference rights

The management of One United Properties S.A. (hereinafter referred to as the "**Company**") informs the market about receiving from the Financial Supervisory Authority of the Certificate of Registration of Financial Instruments (CRFI) no. DP-5969-1 dated 07.08.2024 related to preference rights ONER03. The rights were uploaded to the shareholders' accounts on 07.08.2024 and will be traded on the Regulated Market administered by the Bucharest Stock Exchange, between 09-13.08.2024.

Therefore, shareholders who wish to subscribe newly issued shares within the share capital increase operation, but who did not hold ONE shares on the registration date of 06.08.2024, or those who intend to subscribe a larger number of shares than they would be entitled to according to the number of allocated preference rights, can acquire these rights from the market, in the period mentioned above. The price at which the preference rights will be traded will be independently established in the market.

CRFI related to, as well as the presentation document of, the ONER03 preference rights are attached to this current report.

Executive Member of the Board of Directors

Victor Capitanu

CERTIFICAT **DE ÎNREGISTRARE A INSTRUMENTELOR** **FINANCIARE**

Prin prezentul se certifică înregistrarea următoarelor instrumente financiare:

DREPTURI DE PREFERINTA

Nr. bucati: **3.828.857.517**

Data înregistrării: **07.08.2024**

Codul ASF al VM: **62453**

Valoarea nominală
a unei acțiuni

Număr acțiuni
la data de
înregistrare

Număr total
acțiuni noi

0,20

Lei

3.828.857.517

1.750.000.000

Emitentul acțiunilor: **ONE UNITED PROPERTIES SA**

Capitalul social subscris: **765.771.503,40 Lei**

Capitalul social vărsat: **765.771.503,40 Lei**

Cod unic de înregistrare emitent: **22767862**

Nr. de ordine în registrul comerțului: **J40/21705/2007**

Cod ASF emitent: **178122**

Tara: **ROMANIA**

Județul: **BUCUREȘTI**

Localitatea **BUCUREȘTI**

Strada: **Maxim Gorki**

Emiterea de către A.S.F. a prezentului certificat de înregistrare nu reprezintă certificarea legalității modului în care au fost efectuate modificările de capital și nici aprobarea eventualelor cesiuni făcute cu încălcarea prevederilor legale și raportate la A.S.F. după ce au fost înregistrate la Oficiul Registrului Comerțului, nerespectându-se obligațiile legale de raportare la piața pe care se tranzacționează acțiunile societății și de înregistrare la A.S.F..

Întreaga răspundere legală revine emitentilor, Consiliilor de Administrație și conducătorilor executivi ale acestora și instituțiilor implicate în legalizarea modificărilor de capital, care sunt răspunzători în fața legii pentru eventualele ilegalități ce ar putea fi constatate.

Număr: **DP - 5969 - 1**

Data emiterii: **07.08.2024**

VICEPREȘEDINTE

Maria - Gabriela HORGA



Presentation document of the preference rights corresponding to the share capital increase of

ONE UNITED PROPERTIES S.A.

(a joint-stock company established in accordance with the laws of Romania, with registered office at 20 Maxim Gorki Street, District 1, Bucharest, Romania, registered with the Trade Registry Office attached to the Bucharest Tribunal under no. J40/21705/2007, (EUID): ROONRC.J40/21705/2007, sole registration code 22767862)

(the “**Company**” or the “**Issuer**”)

Name of the issuer:	ONE UNITED PROPERTIES S.A.
Legal form:	Joint-stock company
Country of registration of the issuer:	Romania
Registered office:	20 Maxim Gorki Street, District 1, Bucharest, Romania
Phone:	0312251000
Fax:	0312251002
E-mail:	investors@one.ro
Web page:	https://one.ro
NACE code:	6420
Fiscal code/sole registration code:	22767862
Trade Registry registration code:	J40/21705/2007
Field of activity:	Activities of holdings
Name of contact person with BSE:	Andrei – Liviu Diaconescu
Trading symbol:	ONER03
ISIN code:	ROPQPFBKRN6



1. Share Capital Increase

This document (the “**Document**”) is issued in relation to a number of 3,828,857,517 preference rights (the “**Preference Rights**”) to be issued and allotted to the shareholders of the Company during of the share capital increase operation through the issuance of a number of up to 1,750,000,000 new, ordinary, nominal and dematerialised shares having a nominal value of RON 0.2 each and a total nominal value of RON 350,000,000 (the “**New Shares**”), as it was approved by the Extraordinary General Meeting of Shareholders of the Issuer dated 28 May 2024 (the “**Share Capital Increase**”).

The New Shares will be offered for subscription:

- a) during the first phase, to shareholders registered in the Company’s shareholders’ registry held by Depozitarul Central S.A. (“**Depozitarul Central**”) at the registration date of 6 August 2024 (the “**Registration Date**”), on the basis of their preference rights, as well as to persons who have purchased preference rights from the shareholders registered with the Company’s shareholders’ registry held by Depozitarul Central at the Registration Date, during the period the preference rights are traded (the “**Offer**”); and
- b) during the second phase, any unsubscribed New Shares in the first phase, as described at letter a) above, shall be offered for subscription via a private placement addressed to certain persons from the European Union in reliance on the exceptions allowed from the publication of a prospectus, including those provided in Article 1 paragraph (4), letters (a)-(d) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published in the case of a public offering of securities or the admission of securities to trading on a regulated market, and repealing Directive 2003/71/EC (“**Prospectus Regulation**”) and/or to investors to whom such private placements may be otherwise lawfully addressed to and directed, pursuant to the exceptions from Regulation S (“**Regulation S**”) under the U.S. Securities Act of 1933, as amended (the “**U.S. Securities Act**”) and without the need to undertake any other formalities whatsoever under any applicable law, to the extent, and only provided that, an investment in New Shares does not constitute a violation of any applicable law by such investor (the “**Private Placement**”).

Any New Shares remaining unsubscribed at the end of the subscription period regarding the Private Placement, will be annulled by decision of the Board of Directors acknowledging the final results of the Share Capital Increase.



The documents regarding the Share Capital Increase are available on the website of the Issuer, <https://one.ro>, of the intermediary of the Offer, Swiss Capital S.A. (the “**Intermediary**”), <https://swisscapital.ro/ro/>, and the website of the Bucharest Stock Exchange (“**BSE**”) (ONE symbol) and may be consulted at the headquarters of the Issuer and of the Intermediary of the Offer, under the conditions set out in the prospectus regarding the Offer (the “**Prospectus**”).

2. Destination of the amounts obtained from the Share Capital Increase

Through the sale of the New Shares pursuant to the Offer, the Issuer is expected to raise, in aggregate, net proceeds of approximately RON 350 million (assuming all New Shares are subscribed for) excluding fees and expenses.

The Issuer believes that the Offer will enable the Issuer to raise funds to finance the ongoing business of Issuer’s group (the “**Group**”), i.e., to finance ongoing and/or new real estate development projects, as well as to finance the expansion of the Group’s business, through equity investments or direct development. As at the date of this Document, the Issuer has not made a breakdown by use (the funds raised will be used in the ordinary course of business).

3. Medium-term development strategy of the Issuer

The Issuer’s activity is organized in six income-generating directions:

- *investment activity* - this consists of:
 - i. the acquisition of assets (land, office buildings or buildings for other purposes) identified as having good potential to increase in value; subsequent to acquisition, as a result of the process of improving the qualities of the target assets, for example by improving the rental level (including as a result of improvements and renovations undertaken by the Group), or the low acquisition cost, a gain on investments held for further development or gains on completed real estate investments, depending on the nature of the property;
 - ii. the acquisition of stakes (in principle majority/controlling) in various companies holding real estate assets with good potential for value growth; following the acquisition of control by the Issuer, the Issuer intends to implement performance improvement processes aimed at increasing profitability and securing medium and long-term revenues;
 - iii. acquisition of assets (land, office buildings or buildings for other purposes) at prices that represent real estate opportunities at a significant discount to the market price, with a view to the constant expansion of the Issuer’s asset portfolio, either for the development of its own projects or for capitalization at a later stage, when a sale offer is identified at a substantially higher price



than the purchase price;

- *the development and sale of residential properties* - this consists of acquiring land; obtaining permits, authorizations, approvals and agreements for construction; design and design, coordination and supervision of the construction process of real estate (residential or mixed residential-commercial) and related infrastructure; the coordination of marketing campaigns, the sale of residential rental units and the sale of commercial spaces in mixed residential-commercial projects; the gains from this activity are mainly generated by the difference between the development costs and the sales prices of the real estate properties thus developed;
- *sustainable office space development activity in key locations and potential acquisitions of operational office buildings* - this consists of acquiring target land that meets key criteria such as subway access, good visibility and with adequate urban planning parameters; obtaining permits, authorizations, approvals and agreements for construction; planning and design, coordination and supervision of the construction process of office buildings; coordination of marketing campaigns aimed at pre-letting and letting office space; the earnings from this activity are generated from the development activity as the difference between the invested value at cost and the market value of the project. The Issuer also identifies opportunities in the market and may acquire operational office buildings complementary to the portfolio developed by the Issuer;
- *the activity of development and leasing of retail and service premises* - this consists both in the acquisition of assets (land or buildings) and in the acquisition of significant stakes in companies (closed or open) specialized in the retail sector; the gains related to this activity are generated from several sources, namely gains from the development activity as the difference between the invested value at cost and the market value of the project, gains from rents, gains from the positive evolution of the Issuer's shareholdings, as well as gains from dividends;
- *the rental of properties owned by the Group* - this consists of the rental of apartments, office building spaces, commercial spaces in mixed-use projects and generates repetitive rental income. For the future, the Issuer anticipates the possibility to start the development of projects fully or partially dedicated to rental in order to generate repetitive rental income, protected from inflation by indexation mechanisms; and
- *the hotel development activity* - this consists of acquiring the target land or buildings; obtaining permits, authorizations, approvals and agreements for construction or modernization; design and design, coordination and supervision of the construction process of hotel buildings and conclusion of contracts aimed at their operation by a specialized supplier with international reputation; the earnings related to this activity are generated from the hotel operation activity as the difference between the invested value at cost and the market value of the project, on the one hand, and from the amounts obtained



from the operation, after deduction of the amounts due to the operator.

The Issuer's development strategy also includes two new areas of activity:

- *real estate management and maintenance activity by integrating new technologies and supporting the Issuer's long-term sustainability policies* - this consists of a complex set of services designed to ensure the optimal operation and sustainable life extension of residential, office and mixed-use buildings developed by the Issuer's subsidiaries, with the intention to offer these services in the future also outside the Group. This activity will be provided within the Group through the Issuer's subsidiary PropCare S.R.L. - which is expected to be operational by the end of 2024. PropCare S.R.L. will focus on servicing residential, office and mixed-use projects in Bucharest and Constanța, which indicate a growing demand for efficient, sustainable and reliable management and maintenance services. The activity of PropCare S.R.L. will include preventive and corrective maintenance services, performing regular inspections of equipment to apply preventive actions, providing a 24-hour intervention team, cleaning and sanitization operations, green maintenance and landscaping, snow removal, waste management, security and safety services, energy auditing, green building certification (promoting the Group's sustainable practices), as well as the integration of modern technologies in building management; and
- *the activity of supporting potential buyers in order to obtain the necessary financing for the purchase of residential units within the projects developed by the Issuer's subsidiaries* - this activity consists in the services offered to the Issuer's subsidiaries' customers in terms of accessing financing offers for the purchase of residential units. These services will be provided by the Issuer's subsidiary Skia Financial Services S.R.L., the company was established in 2024 in order to provide the Group's potential customers with a comprehensive and easy to navigate experience in order to finance their purchase. Skia Financial Services S.R.L. addresses both individual and corporate customers, the Issuer's subsidiary having entered into a number of strategic partnerships with banks active on the Romanian banking market.

Skia Financial Services S.R.L. analyses the offers available on the banking and non-banking (NFI) market in order to identify the most suitable financing solutions for the Issuer's potential clients, providing continuous support throughout the entire financing contracting process, from the presentation of the offer to the signing of the credit contract. At the same time, Skia Financial Services S.R.L. provides support to potential clients in understanding the stages of the financing process, the contractual commercial terms and conditions, ensuring that they will make a fully informed decision throughout the financing process. In this way, Skia Financial Services S.R.L. facilitates a clear and efficient financing process in order to finalize the purchase of the desired real estate by the Group's potential clients.



4. Presentation of the Preference Rights

Each shareholder registered in the Company's Shareholders' Registry held by Depozitarul Central on the Registration Date will hold a number of preference rights equal to the number of shares held on the Registration Date.

The trading period of the preference rights is between 9-13 August 2024 (the "**Trading Period**"), subsequent to the admission to trading and the receipt by the BSE of the notification sent by Depozitarul Central.

A holder of Preference Rights may acquire a maximum number of New Shares determined as the ratio of the number of Preference Rights held to the number of Preference Rights required to subscribe for one New Share. Accordingly, for the subscription of a single New Share, a number of 2.1879186 Preference Rights (the "**Subscription Ratio**") is required. If the maximum number of New Shares that may be subscribed for during the Subscription Period (as calculated above) is not an integer, the maximum number of New Shares that may actually be subscribed for will be obtained by rounding down to the nearest whole number.

5. Subscription period

Following the Trading Period, the subscription period of the New Shares will start, between 19 August 2024 and 19 September 2024, during which the Preference Rights may be exercised by (i) the shareholders registered in the Shareholders' Registry held by Depozitarul Central on the Registration Date that have not assigned their Preference Rights during the Trading Period, and (ii) the persons who have acquired during the trading period preference rights from the shareholders registered on the Registration Date (the "**Preference Rights Holders**").

The subscription price of the New Shares offered during the preference rights exercising period will amount RON 0.2 per New Share. The subscription price per New Share in the Private Placement will be equal to or greater than the Subscription Price.

Subscription during the Offer is carried out, according to the Prospectus, as follows:

- Investors holding Preference Rights that are registered at the time of subscription in Section I of Depozitarul Central may subscribe only through the Intermediary, at its office in 20 Dacia Blvd., Clădirea Romană Offices, 4th floor, District 1, Bucharest, and by e-mail, signed with a qualified electronic signature in accordance with the provisions of Regulation (EU)



No. 910/2014 on Electronic Identification and Trust Services for Electronic Transactions in the Internal Market; Preference Rights Holders who have e-mailed the subscription form will be notified of the receipt of the e-mail within one business day of its receipt, respectively within two business days of the validation of their subscription by the Intermediary. The Intermediary will confirm receipt of the electronically signed subscription form sent by e-mail by a confirmation e-mail.

- Investors holding Preference Rights that are registered at the time of subscription in Section II and Section III of Depozitarul Central will be able to subscribe through the Intermediary, or the participant managing the securities accounts in which the exercised Preference Rights are recorded. Such subscriptions shall be carried out in compliance with the provisions of the Prospectus, and with the internal regulations of each Participant applicable to the receipt, validation and transmission of orders relating to subscriptions received, as well as with those relating to the management of the settlement in Depozitarul Central's system of subscription instructions. The payment of subscribed shares is also made in accordance with Depozitarul Central's regulations and the procedures of the intermediary through which the investor subscribes.

6. Information regarding the trading of Preference Rights

- The number of New Shares issued for the share capital increase with a cash contribution is up to 1,750,000,000;
- The total number of Preference Rights (ONER03 symbol) is 3,828,857,517, equal to the total number of shares issued by the Company registered with the Shareholders' Registry held by Depozitarul Central, on the Registration Date. On 7 August 2024 (payment date), each shareholder registered with the Shareholders' Registry on the Registration Date will be allotted a number of Preference Rights equal to the number of shares held at that date;
- The Preference Rights may be traded on the BSE's Spot Regulated Market for three (3) trading days, from 9-13 August 2024;
- The subscription price of the New Shares offered during the preference rights exercise period will be equal to RON 0,2 per New Share;
- The subscription of one New Share requires a number of 2.1879186 Preference Rights. If the maximum number of New Shares to be subscribed



during the Subscription Period (as determined by the calculations above) is not a whole number, the maximum number of New Shares will be rounded down to the nearest whole number;

- Subscriptions for New Shares during the preference rights exercise period may be made from 19 August 2024 until 19 September 2024.