



To: the Bucharest Stock Exchange  
the Romanian Financial Supervisory Authority

## CURRENT REPORT NO. 90/2022

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:	02.11.2022
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 555,422,788.00
Total number of shares:	2,777,113,940 ordinary shares
Symbol:	ONE
Market where securities are traded:	Bucharest Stock Exchange, Main Segment, Category Premium

### **Important events to report: Decision of the Board of Directors regarding the share capital increase**

The management of One United Properties S.A. (hereinafter referred to as the “**Company**”) informs the market regarding the Decision of the Board of Directors no. 34 dated 1 November 2022 which approved, in accordance with the Resolution of the Extraordinary General Meeting of the Shareholders no. 64 dated 28 September 2022 (items 1 and 2), the increase of the share capital with the amount of RON 185,140,929.20 by issuance of a number of 925,704,646 new ordinary, nominative and dematerialised shares with a nominal value of RON 0.2 per share (the „**New Shares**”), by incorporating approximately 87% of the share premiums resulted from the share capital increase operation conducted between 27 June 2022 – 3 August 2022 (the “**Share Capital Increase**”), which shall be allotted 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 3 shares held 1 New Share 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 1.27.





Following the Share Capital Increase, the share capital of the Company will be of RON 740,563,717.2, fully subscribed and paid up by the shareholders, divided into 3,702,818,586 nominative shares, dematerialised, with a nominal value of RON 0.2 /share.

For more details in relation to the share capital increase, the informative document relating to the distribution of shares by the Company is attached to this current report.

Due to a longer than expected process for the fulfillment of the formalities provided by the applicable law with respect to the registration of the Share Capital Increase, the New Shares will be allotted on 9 November 2022 to the shareholders holding ONE shares on the registration date - 3 November 2022.

Chairman of the Board of Directors,

Claudio Cisullo



# ONE UNITED PROPERTIES S.A.

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

## INFORMATION DOCUMENT REGARDING THE DISTRIBUTION OF SHARES BY ONE UNITED PROPERTIES S.A.

This document (the “**Document**”) is issued in connection with the distribution of a number of 925,704,646 shares, each having a nominal value of RON 0.20 and a total nominal value of RON 185,140,929.20 to the shareholders of ONE UNITED PROPERTIES S.A., a joint stock company registered with the Trade Register attached to the Bucharest Tribunal under no. J40/21705/2007, EUID ROONRC. J40/21705/2007, unique registration code 22767862, having its registered office in Str. Maxim Gorki nr. 20, Sector 1, Bucharest, Romania (the “**Company**”) as this operation was approved by the Resolution of the Extraordinary General Meeting of Shareholders no. 64 (items 1 and 2 on the agenda) dated 28 September 2022 (“**EGMS Resolution 64/28 September 2022**”).

This document has been published and is made available to the public on the Company's website at <https://one.ro/>. The information in this Document is accurate only on the date mentioned on the first page of this Document.

### 1. RESPONSIBLE PERSONS

The Company, One United Properties S.A., declares that it is a joint stock company established accordingly and validly operating in accordance with the laws of Romania, with its registered office in 20 Maxim Gorki Street, District 1, Bucharest, Romania, registered with the Bucharest Trade Registry Office under no. J40/21705/2007, (EUID): ROONRC. J40/21705/2007, sole registration code 22767862 and accepts responsibility for the information contained in this Document.

The responsible persons on behalf of the Company for the information contained in this Document are the members of the Board of Directors, respectively:

- a) CLAUDIO CISULLO – President of the Board of Directors;
- b) VICTOR CĂPITANU – executive member of the Board of Directors;
- c) ANDREI-LIVIU DIACONESCU – executive member of the Board of Directors;
- d) DRAGOȘ-HORIA MANDA – non-executive member of the Board of Directors;
- e) MAGDALENA SOUČKOVÁ – non-executive member of the Board of Directors;
- f) AUGUSTA-VALERIA DRAGIC – non-executive member of the Board of Directors;



g) MARIUS-MIHAIL DIACONU – non-executive member of the Board of Directors.

Based on all the knowledge available to the Company (taking reasonable steps to ensure that it is correct), the information contained in this Document is in accordance with reality and does not contain omissions that may significantly affect this information.

## 2. INFORMATION ABOUT THE COMPANY

### 2.1 The company name is ONE UNITED PROPERTIES S.A.

One United Properties S.A. is a joint stock company established accordingly and validly operating in accordance with the laws of Romania, with its registered office in 20 Maxim Gorki Street, District 1, Bucharest, Romania, registered with the Bucharest Trade Registry Office under no. J40/21705/2007, (EUID): ROONRC. J40/21705/2007, sole registration code 22767862, code LEI 254900MLAOUEFANMAD86 and has its fiscal residency in Romania. According to its articles of association, the Company operates for an undetermined period.

### 2.2 The share capital of the Company is 555,422,788 RON (of which RON 546,096,886.5 and EUR 1,922,633.5), fully subscribed and paid-up by the shareholders, divided into a number of 2,777,113,940 ordinary, nominative shares, dematerialized, having a nominal value of RON 0.20 /share, having the following holding structure:

NAME	NUMBER OF SHARES	VALUE	PERCENTAGE IN THE SHARE CAPITAL
VINCI VER HOLDING S.R.L.	766,012,422	153,202,484.4 RON	27.5830%
OA LIVIU HOLDING INVEST S.R.L.	766,012,422	153,202,484.4 RON	27.5830%
Individuals	675,565,122	135,113,024.4 RON	24.3262%
Legal entities	569,523,974	113,904,794.8 RON	20.5078%

## 3. INFORMATION ON THE ISSUANCE OF SHARES

### 3.1 Decision-making acts establishing the issuance of shares

The issuance of new shares was approved by EGMS Resolution 64/28 September 2022, thus approving the increase of the share capital by the amount of up to RON 185,140,929.20, by issuing a number of 925,704,646 new ordinary, nominative and dematerialized shares, with the nominal value of RON 0.20 per share, following the incorporation of approximately 87% of the issue premiums resulting from the public offer between June 27, 2022 and August 3, 2022 ("**Share Capital Increase**"), as well as the empowerment of the Board of Directors to adopt any decision and to carry out any acts or deeds that would be necessary, useful or advisable for the implementation of this decision.





The Board of Directors subsequently adopted Decision no. 34 dated 1 November 2022, which confirmed the final amount of the Share Capital Increase, respectively the amount of RON 185,140,929.20, by issuance of 925,704,646 new ordinary, nominative and dematerialized shares, with the nominal value of RON 0.20 per share (the “**New Shares**”).

### 3.2 Registration date for identifying the shareholders who will benefit from the shares distribution and who will be allotted shares

By the EGMS Resolution 64/28 September 2022 the following dates have been set:

- 3 November 2022 as registration date for identifying the shareholders upon whom the effects of the Share Capital Increase spread, in accordance with the provisions of art. 87 para. (1) of Law no. 24/2017;
- 2 November 2022 as “ex-date”, computed in accordance with the provisions of art. 2 (2) letter (l) of Regulation no. 5/2018;
- 1 November 2022 – as the date of guaranteed participation, in accordance with the provisions of art. 2 para. (2) letter j) of Regulation no. 5/2018;
- 4 November 2022 as payment date, computed in accordance with the provisions of art. 178 (4) of Regulation no. 5/2018<sup>1</sup>; and
- 11 November 2022 as payment date, computed in accordance with the provisions of art. 2 (2) letter h) of Regulation no. 5/2018.

### 3.3 Description of the operation: the total value of the shares, the reason for the issuance and distribution of the shares, the number of newly issued shares and by which the share capital will be increased

Among the reasons for the Share Capital Increase is primarily the Company's desire to strengthen its relationship with its shareholders. The Company registered as an issue premium resulting from the increase of share capital between 27 June 2022 and 3 August 2022 the amount of approximative RON 212,805,665, representing the difference between the total amount paid as subscription price for all the new subscribed shares and the total nominal value of all the new subscribed shares (the “**Issue Premiums**”). Subsequently, by means of the EGMS Resolution 64/28 September 2022, the increase of the share capital by the amount of up to RON 185,140,929.20 was approved, by issuance of up to 925,704,646 new ordinary, nominative and dematerialized shares, with the nominal value of RON 0.20 per share, following the incorporation of approximately 87% of the Issue Premiums. Thus, the goal pursued by the implementation of the Share Capital Increase is that all the shareholders of the Company benefit from the success of the share capital increase between 27 June 2022 and 3 August 2022.

<sup>1</sup> Due to a longer than expected process for the fulfillment of the formalities provided by the applicable law with respect to the registration of the Share Capital Increase, the New Shares will be allotted to the shareholders on 9 November 2022.



Subsequently, by the Decision of the Board of Directors no. 34 dated 1 November 2022, the total amount of the Share Capital Increase was confirmed, respectively the amount of RON 185,140,929.20 by issuance of 925,704,646 new ordinary, nominative and dematerialized shares, each having a nominal value of RON 0.20.

The New Shares will be allotted to the Company's shareholders in proportion to their current holdings in the share capital of the Company; within the Share Capital Increase, for every 3 shares already held, one New Share will be allotted. If the number of shares to which a shareholder would be entitled in the Share Capital Increase is not a natural number, the number of shares that will be effectively allotted to that shareholder will be rounded down to the next lower natural number, and the settlement price for the fractions of shares resulting from the application of the algorithm shown above and the rounding of the results is RON 1.27, while the New Shares resulting from the share fractions will be allotted to the Company.

### 3.4 Description of the type and class of securities allotted

The New Shares are ordinary, nominative, dematerialized shares, having a nominal value of RON 0,20/share. The ISIN Code of the New Shares is ROJ8YZPDHWW8. The currency of the New Shares is RON, the national currency of Romania. The denomination per unit of the New Shares is RON 0.20 and the number of New Shares is 925,704,646.

The rights related to the New Shares:

- Right to participate and to vote within the general meeting of shareholders (each New Share attaching one (1) vote);
- Right to dividends, namely to participate in the distribution of the Company's net profit;
- Preference right;
- Right to information;
- Right to elect, and be elected to, the management bodies;
- Right of withdrawal in certain cases and conditions provided by law;
- Right to participate in the distribution of assets in case of liquidation;
- The right to challenge the decisions of the general meeting of shareholders;
- The right to secure registration and confirmation of the ownership of shares issued by the Company;
- Other shareholders rights;
- Obligation to report an important shareholding; and



- Provisions regarding shareholders' squeeze-out from the Company.

### 3.5 The number of shares allotted for holding one share

For each 3 shares already held, 1 New Share will be allotted, subject to the mentions regarding the shares fractions, as reflected under item 3.3. above.

### 3.6 The value of the increased share capital

Pursuant to the Share Capital Increase, the Company's share capital shall be in value of RON 740,563,717.2, fully subscribed and paid up by the shareholders, divided into 3,702,818,586 shares, each having a nominal value of RON 0.20.



**ONE UNITED PROPERTIES S.A.**

Bucharest, Sector 1, 20 Maxim Gorki Street

J40/21705/2007, Sole Registration Code 22767862, EUID: ROONRC.J40/21705/2007,

subscribed and fully paid-in share capital: RON 555,422,788.00

(the “Company”)

**RESOLUTION OF THE BOARD OF DIRECTORS OF**

**ONE UNITED PROPERTIES S.A.**

**No. 34 dated 1 November 2022**

**The Board of Directors:**

**CLAUDIO CISULLO**

**VICTOR CĂPITANU**

**ANDREI-LIVIU DIACONESCU**

**DRAGOȘ-HORIA MANDA**

**MARIUS-MIHAIL DIACONU**

**AUGUSTA-VALERIA DRAGIC**

**MAGDALENA SOUČKOVÁ**

**WHEREAS:**

**(A)** The resolution no. 64 (items 1 and 2 on the agenda) passed on 28 September 2022 by the extraordinary general meeting of the Company’s shareholders (the “EGMS Resolution no. 64/28 September 2022”), approved *inter alia*:

**a)** The increase of the Company’s share capital with the amount of up to RON 185,140,929.20 by issuance of a number of up to 925,704,646 new ordinary, nominative and dematerialised shares with a nominal value





of RON 0.2 per share (the „New Shares”), by incorporating approximately 87% of the share premiums resulted from the share capital increase operation conducted between 27 June 2022 – 3 August 2022 (the “Share Capital Increase”), as well as the approval of a price of RON 1.27 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

- b) 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 3 shares held 1 New Share shall be allotted (by reference to the total number of shares issued by the Company as at the date of the EGMS convening), subject to the provisions set out at letter b) below; the distribution algorithm may be subject to further changes in case the total number of shares issued by the Company will change until the date of registration set by the EGMS, including pursuant to the exercise of options by the beneficiaries of the share allocations plans already approved;
  - c) 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;
  - d) The settlement price of the shares fractions resulting from the implementation of the algorithm set out at letter b) above and rounding of the results according to letter c) above, set in accordance with the applicable legal provisions shall be RON 1.27; and
  - e) Pursuant to the Share Capital Increase, the Company share capital will amount to up to RON 740,563,717.2, fully subscribed and paid, divided into a number of up to 3,702,818,586 registered dematerialized shares, with a nominal value of 0.2 RON / share.
- (B)** By EGMS Resolution 64/28 September 2022 it has also been approved the authorization 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 operated by the Bucharest Stock Exchange, 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, statements, registries, notifications, additional acts 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.

(C) The agenda has been delivered to all members of the Board of Directors.

## 1. Confirmation of the final amount of the Share Capital Increase

1.1. The Board of Directors hereby confirms the final amount of the Share Capital Increase of RON 185,140,929.20 by issuance of 925,704,646 new ordinary, nominative and dematerialised shares with a nominal value of 0.20 RON per share.

1.2. 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 3 shares held in the Company's share capital 1 New Share shall be allotted, subject to the provisions set out at letter **Error! Reference source not found.** below.

1.3. 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, while the settlement price of the shares fractions resulting from the implementation of the algorithm set out above and rounding of the results shall be RON 1.27.

1.4. The New Shares resulting from the shares fractions pursuant to the mechanism provided at item **Error! Reference source not found.** above shall be allotted to the Company. The rights related to the shares allotted to the Company, including the voting rights, shall be suspended for the entire period of their holding by the Company.

1.5. Pursuant to the Share Capital Increase according to item **Error! Reference source not found.** above, the Company's share capital is in value of RON 740,563,717.2, fully subscribed and paid, divided into 3,702,818,586 shares, each having a nominal value of RON 0.20.

## 2. Amendments to the Articles of Incorporation

2.1. The Board of Directors hereby approves the amendment of the Articles of Incorporation to reflect the Share Capital Increase.

2.2. Article 4.1 of the Articles of Incorporation shall be amended and will read as follows:

*"4.1 The subscribed and paid-up share capital of the Company is of RON 740.563.717,2 (of which RON 731,237,815.7 and EUR 1,922,633.5), fully subscribed and paid-up by the shareholders, divided into 3,702,818,586 ordinary, nominative shares, dematerialized, having a nominal value of*



*RON 0.2 /share.”*

2.3. The Board of Directors hereby unanimously approves the replacement of the current version of the Articles of Association with an updated version reflecting the amendments approved at point 2.2 above.

### 3. Granting power-of-attorneys

3.1. The Board of Directors approves the empowerment and appointment of each of Mr. Claudio Cisullo, Mr. Victor Căpitanu and Mr. Andrei-Liviu Diaconescu (the “Representatives”), individually and not jointly, the signature of any one of the Representatives being binding upon and mandatory for the Company, to do the following acts and things in the name of and on behalf of the Company (the “Power of Attorney”):

- (i) with full power and authority, to execute any document, including the resolution of the Board of Directors adopted hereby, as well as to perform any other formality necessary, useful or desirable in connection with the registration and the effect towards third parties of the resolutions approved herein, including the updated Articles of Incorporation, as the case may be, as well as to sign, seal, execute and deliver any other documents, necessary, appropriate, desirable, required, useful or advisable in relation to the performance by the Company of all its rights and obligations under or in connection with the decisions adopted herein; and
- (ii) to represent the Company, in person or through proxies, with full powers and authority in front of the Trade Registry Office, notary public, and of any other authorities or relevant third parties and to carry out all the required formalities regarding the registration and implementation of the resolutions passed hereunder with any registrars or authorities and to take any other action, execute and amend any document and to perform any formalities necessary in order to give full effect to the matters decided herein.

3.2. The Representatives are entitled to sub-delegate any and all of their powers granted hereunder, as they may seem fit and with the observance of any limits imposed on the Representatives.

This Resolution has been signed today, the date mentioned above in 3 (three) original counterparts, in Romanian and English languages. In case of discrepancies between the two versions, the Romanian language version shall prevail.