



To: the Bucharest Stock Exchange
the Romanian Financial Supervisory Authority

CURRENT REPORT NO. 45/2022

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:	10.06.2022
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 514,828,058.80
Total number of shares:	2,574,140,294 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 subscription price

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. 27 dated 9 June 2022 which, in accordance with the Resolution of the Extraordinary General Meeting of the Shareholders no. 62 dated 26 April 2022 (items 5¹ and 6¹) (the “**EGMS Resolution**”), respectively pursuant to the Decision of the Board of Directors no. 26 dated 5 May 2022, whereby the Board approved the increase of the share capital with the amount of up to RON 66,003,597.2 by issuance of up to 330,017,986 new shares having a nominal value of RON 0.2 per share (the “**New Shares**”) (the “**Share Capital Increase**”), approved, among others, the manner of setting the subscription price of the New Shares, as follows:

- during the first phase, the maximum value of the subscription price for a New Share shall be of RON 1.42 (the “**Maximum Subscription Price**”); the final subscription price for a New Share subscribed during the first phase shall be published after the Private Placement (as such term is defined in the EGMS Resolution) is closed (the “**Final Subscription Price**”); and
- during the second phase, the subscription price shall be determined by the resolution of the Board of Directors, considering the subscription price formed during the Private Placement (as such term is defined in the EGMS Resolution) bookbuilding (such price not being below the Final Subscription Price).

For more details, please refer to the excerpt of the Decision of the Board of Directors no. 27 dated 9 June 2022 attached to this current report.

Chairman of the Board of Directors,

Claudio Cisullo

Executive Member of the Board of Directors,

Victor Căpitanu



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 514,828,058.80

(the “Company”)

EXCERPT I OF THE RESOLUTION OF THE BOARD OF DIRECTORS OF

ONE UNITED PROPERTIES S.A.

No. 27 dated 9 June 2022

The Board of Directors:

CLAUDIO CISULLO,

VICTOR CĂPITANU,

ANDREI-LIVIU DIACONESCU,

DRAGOȘ-HORIA MANDA,

MARIUS-MIHAIL DIACONU,

AUGUSTA-VALERIA DRAGIC, and

MAGDALENA SOUČKOVÁ.

WHEREAS:

(A) On 26 April 2022, the Extraordinary General Meeting of Shareholders of the Company(the “**EGMS**”) has approved, *inter alia*, the delegation of the EGMS duties regarding the decision to increase the share capital of the Company to the Company’s Board of Directors, for a period of three (3) years, in order to raise funds of up to EUR 150,000,000 or the equivalent of this amount in any other currency to finance the current activity of the Company and its group, respectively to finance ongoing projects and/or new projects, through one or more issues of ordinary, registered and dematerialized shares, with a nominal value not exceeding RON 66,003,597.2 (respectively by issuing up to 330,017,986 shares), as follows:

- a) with the exercise of the preference rights of shareholders, or
- b) with the disapplication of the preference rights of shareholders, to the extent the issuance of shares takes place following the conversion of Convertible Bonds (as such term is defined in the EGMS), with the Board of Directors being authorized to establish the characteristics of the share capital increase operation



and its related processes.

- (B) By Decision no. 26 dated 5 May 2022, the Board of Directors has approved the increase of the share capital with the amount of up to RON 66,003,597.2 (nominal value) (the “**Share Capital Increase**”), by issuance of up to 330,017,986 new shares having a nominal value of RON 0.2 per share and a total nominal value of RON 66,003,597.2 (the “**New Shares**”) and has established, among others, the subscription price of a New Share.
- (C) The Board of Directors wishes to amend Decision no. 26 dated 5 May 2022 with respect to the manner of setting the subscription price of the New Shares;

Ascertaining the fulfillment of all requirements under the Romanian legislation and the Company’s Articles of Incorporation for the validity of this meeting of the Board of Directors and for passing resolutions,

UNANIMOUSLY RESOLVES AS FOLLOWS:

1. The subscription price for one (1) New Share issued within the Share Capital Increase shall be determined as follows:
 - a) During the first phase, the maximum value of the subscription price for a New Share shall be of RON 1.42 (the „**Maximum Subscription Price**”); the final subscription price for a New Share subscribed during the first phase shall be published after the Private Placement (as such term is defined in the EGMS) is closed (the „**Final Subscription Price**”); in case the Final Subscription Price is lower than the Maximum Subscription Price, the shareholders who subscribed New Share within the first phase will be reimbursed the amounts representing the difference between the Maximum Subscription Price and the Final Subscription Price, in the conditions indicated in the Prospectus;
 - b) During the second phase, the subscription price shall be determined by the resolution of the Board of Directors, considering the subscription price formed during the Private Placement (as such term is defined in the EGMS) bookbuilding (such price not being below the Final Subscription Price).
2. Approves the Share Capital Increase and Listing documents

The Board of Directors hereby approves:

- (i) the prospectus prepared in connection with the Share Capital Increase (the “**Prospectus**”), for the purposes of its approval by the FSA, in a form substantially similar to the one made available to the members of the Board of Directors;
- (ii) the terms of, and the transactions contemplated by and execution and performance by the Company of a financial services agreement to be concluded with SSIF BRK Financial Group S.A., in a form substantially similar to the one made available to the members of the Board of Directors (“**Intermediation Agreement**”); and
- (iii) any other agreements, documents, statements, deeds, notices, certificates, powers of attorney, changes, amendments and any other similar agreements or understandings and any other documents which are necessary or useful to give effect to the Share Capital Increase, including their negotiation, and/or approval for the Company to perform the rights and obligations thereunder and/or to complete the perfection requirements and the required or advisable registrations with the relevant authorities.



3. Approves the empowerment and appointment of each of Mr. Victor Căpitan 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) to negotiate the execution/final forms, sign, seal, execute and deliver each of the Prospectus, the Intermediation Agreement, as well as any other documents ancillary, 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 under points 1 - 2 above; and
 - (ii) to represent the Company, in person or through proxies, with full powers and authority in front of the 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.

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.