



To: the Bucharest Stock Exchange
the Romanian Financial Supervisory Authority

CURRENT REPORT NO. 68/2022

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: | 04.08.2022 |
| 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 results of the share capital increase

The management of One United Properties S.A. (hereinafter referred to as the “**Company**”) informs the market about the Decision of the Board of Directors no. 29 dated 3 August 2022 by which, in accordance with the Resolution of the Extraordinary General Meeting of the Shareholders no. 62 dated 26 April 2022 (items 5¹ and 6¹), 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**”), the Board of Directors, among others, ascertained and validated the results of the Share Capital Increase, respectively the subscription of a number of 202,973,646 new nominative, dematerialized shares, with a nominal value of RON 0.2 each and a total nominal value of RON 40,594,729.2 within the Share Capital Increase.

The share capital of the Company is thus increased from the nominal value of RON 514,828,058.80 to the nominal value of RON 555,422,788, by issuing a number of 202,973,646 new registered dematerialized shares, with a nominal value of RON 0.2 and a total nominal value of RON 40,594,729.2.

For more details regarding the results of the Share Capital Increase, please refer to the excerpt of the Decision of the Board of Directors no. 29 dated 3 August 2022 attached to this current report.

Chairman of the Board of Directors

Claudio Cisullo

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”)

**RESOLUTION OF THE BOARD OF DIRECTORS OF
ONE UNITED PROPERTIES S.A.**

No. 29 dated 3 August 2022

EXCERPT I

The Board of Directors:

CLAUDIO CISULLO

VICTOR CĂPITANU

ANDREI-LIVIU DIACONESCU

DRAGOȘ-HORIA MANDA

MARIUS-MIHAIL DIACONU

AUGUSTA-VALERIA DRAGIC

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) By Decision no. 27 dated 9 June 2022, the Board of Directors has approved the amendment of the Decision no. 26 dated 5 May 2022 with respect to the manner of setting the subscription price of the New Shares; Thus, the Board of Directors approved, among others, that **(i)** 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**”); **(ii)** 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**”); respectively **(iii)** 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;

(D) In the first stage of the Share Capital Increase, conducted between 27 June 2022 and 27 July 2022, the shareholders registered with the Shareholders’s Registry held by Depozitarul Central S.A. as at the registration date of 20 May 2022 (the “**Preference Rights Holders**”) have subscribed a number of 50,021,464 New Shares; the remaining and unsubscribed shares have been offered during the second stage of the Share Capital Increase to investors from the European Economic Area in reliance on the exceptions allowed from the publication of a prospectus, including those provided in article 1 (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 and/or investors to whom such private placements may be otherwise lawfully addressed to and directed, outside the United States of America in reliance on Regulation S under the U.S. Securities Act of 1933 (the “**Private Placement**”), conducted between 2 August 2022 – 3 August 2022;

(E) In accordance with the decisions mentioned at items (A), (B) and (C) of the preamble, the Board of Directors intends to hereby approve, among others, **(i)** the acknowledgement of the results of the Private Placement, respectively the establishment of the Final Subscription Price, **(ii)** the acknowledgment and validation of the results of the Share Capital Increase; **(iii)** approval of the updated Articles of Incorporation of the Company and **(iv)** the empowerment of the executive members of the Board of Director in relation to the Share Capital Increase.

(F) In this resolution, all capitalized words shall have the meaning ascribed to them in the preamble;

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. Acknowledgement of the results of the Private Placement and establishment of the Final Subscription



Price

- 1.1. The Board of Directors acknowledges that following the completion of the Private Placement, 152,952,182 New Shares, each having a nominal value of RON 0.2 and a total nominal value of RON 30,590,436.4 have been subscribed and that the subscription price thus formed is of RON 1.25 per New Share.
- 1.2. According to the Decision of the Board of Directors no. 27 dated 9 June 2022, the Board of Directors establishes that the Final Subscription Price is of RON 1.25 per New Share.
- 1.3. The Company shall return to each Preference Rights Holder who subscribed for New Shares in the first stage of the Share Capital Increase at the Maximum Subscription Price, *i.e.* RON 1.42, the difference between the Maximum Subscription Price and the Final Subscription Price multiplied by the number of New Shares subscribed in the first stage by such Preference Rights Holder. The relevant amounts shall be reimbursed subject to the terms and conditions established in the share capital increase prospectus, approved by the Decision of the Financial Supervisory Authority (the "FSA") no. 750/23.06.2022, and in the supplement to the prospectus, approved by FSA Decision no. 956/20.07.2022.

2. Ascertainment and validation of the results of the Share Capital Increase

- 2.1. The Board of Directors ascertains and validates hereby, on the basis of the subscriptions of the New Shares performed within the Share Capital Increase, the following results:
 - a) a number of 202,973,646 new nominative, dematerialized shares, with a nominal value of RON 0.2 each and a total nominal value of RON 40,594,729.2 were subscribed within the Share Capital Increase; and
 - b) the total number of new Shares represents 61.5% of the total new Shares offered for subscription within the Share Capital Increase.
- 2.2. The New Shares remaining unsubscribed following the Share Capital Increase, *i.e.*, 127,044,340 New Shares are hereby cancelled. The Board of Directors may initiate a new increase pursuant to the delegation granted by the EGMS, for a number of shares equal to the number of shares thus cancelled.
- 2.3. The share capital of the Company is thus increased from the nominal value of RON 514,828,058.80 to the nominal value of RON 555,422,788, by issuing a number of 202,973,646 new registered dematerialized shares, with a nominal value of RON 0.2 and a total nominal value of RON 40,594,729.2.
- 2.4. The amount of RON 213,122,328, representing the difference between the Final Subscription Price multiplied by the total number of New Shares subscribed within the Share Capital Increase and the total nominal value of all subscribed New Shares represents share premium.

3. Approval of the updated Articles of Association

The Board of Directors hereby approves the amendment of the Articles of Incorporation in order to reflect the Share Capital Increase, as follows:

Article 4.1. of the Articles of Association shall be amended and shall be read as follows:

"The subscribed and paid-up share capital of the Company is of RON 555,422,788 (from 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, and dematerialized shares, with a nominal value of RON 0.2/ share."

The Board of Directors unanimously approves the replacement of the current version of the Articles of Association with an updated version reflecting the amendments approved under this item of the agenda.



4. Granting powers of attorney

4.1. The Board of Directors hereby approves the appointment and empowerment of each of Mr. Victor Căpitanu and Mr. Andrei Liviu Diaconescu (the “**Representatives**”), acting individually and not jointly, the signature of each of the Representatives being validly binding for the Company:

- a) with full power and authority, to execute any document, 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, including with respect to the Share Capital Increase; and
- b) to represent the Company, in person or through proxies, with full powers and authority in front of the Trade Registry Office, FSA, Depozitarul Central S.A., 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 (including the publication of this resolution in the Official Gazette of Romania, Part IV).

4.2. The Board of Directors hereby confirms that the Representatives named under item 4.1 above may (i) acting individually, sub-delegate any and all of their powers, as they may seem fit, to different persons or both to the same person; or (ii) acting jointly, empower one or more persons to represent the Company for the purposes of implementing the decision adopted hereby (including carrying out, for and on behalf, of the Company, the powers under item 4.1 above).

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.