



To: the Bucharest Stock Exchange
the Romanian Financial Supervisory Authority

CURRENT REPORT NO. 75/2022

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:	24.08.2022
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 555,422,788
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: Convening of the Ordinary and Extraordinary General Meetings of Shareholders for 28.09.2022

The management of One United Properties S.A. (hereinafter referred to as the “**Company**”) informs the market that the Board of Directors of the Company decided to convene the Ordinary General Meeting of Shareholders (OGMS) and the Extraordinary General Meeting of Shareholders (EGMS) of the Company for 28.09.2022 (first calling), respectively for 29.09.2022 (second calling) should the attendance quorum for the first meeting not be met, having the agenda as set out in the convening notice attached to this current report as Schedule 1.

The EGMS agenda includes several proposals to amend the Company’s articles of association. For more details on such proposals, please refer to Schedule 2 attached to this current report.

Chairman of the Board of Directors

Claudio Cisullo





SCHEDULE 1 – CONVENING NOTICE

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

(the “Company”)

Convening notice for the General Ordinary and Extraordinary meetings of the shareholders of

ONE UNITED PROPERTIES S.A.

convened for 28 September 2022

Output number 801 dated 24 August 2022

The board of directors 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 RON 555,422,788 (“**OUP**” or the ‘**Company**”)

Pursuant to Law no. 31/1990 on companies, republished, as subsequently amended and supplemented (“**Companies Law**”), Law no. 24/2017 on issuers of financial instruments and market operations, as subsequently amended and supplemented (“**Law no. 24/2017**”), Regulation no. 5/2018 on issuers of financial instruments and market operations, as subsequently amended and supplemented (“**Regulation no. 5/2018**”), and the Company’s articles of association (the “**Articles of Association**”),

Convenes:

The Ordinary General Meeting of the Company’s Shareholders (the “OGMS”) for the date of 28 September 2022, 10:00 a.m. at One Tower, 17th floor, 165 Calea Floreasca, District 1, Bucharest, Romania, to which all shareholders of the Company registered in the shareholders’ registry (held by Depozitarul Central S.A.) until the end of 19 September 2022 set as reference date (the “**Reference Date**”), will take part of; In case the necessary quorum will not be met at the first convocation, a second meeting of the OGMS will take place on 29 September 2022, at 10:00 a.m. at the same place and with the same agenda and having the same Reference Date; and

The Extraordinary General Meeting of the Company’s Shareholders (“EGMS”) for the date of 28 September 2022, 11:00 a.m. at One Tower, 17th floor, 165 Calea Floreasca, District 1, Bucharest, Romania, to which all shareholders of the Company registered in the shareholders’ registry (held by Depozitarul Central S.A.) until the end of 19 September 2022 set as reference date (the “**Reference Date**”), will take part of; In case the necessary quorum will not be met at the first convocation, a second meeting of the EGMS will take place on 29 September 2022, at 11:00 a.m. at the same place and with the same agenda and having the same Reference Date.



The agenda of the Ordinary General Meeting of Shareholders

1. Approval of the half-year individual and consolidated financial statements prepared for the first six months of the financial year ending on 31 December 2022, together with the Board of Director's report and the independent auditor's report. In the first six months of the financial year ending on 31 December 2022, the Company has registered a net consolidated profit in value of RON 347,805,834, registering a distributable net profit in the individual financial statements in value of RON 46,075,910.
2. Approval of the distribution of interim dividends from the Company's profit corresponding to the first six months of the financial year ending on 31 December 2022 in value of RON 36.102.481,22 (gross amount) *i.e.*, a dividend of RON 0.013/share (gross, by reference to the total number of shares issued by the Company as at the date of the OGMS convening) from the distributable net profit of RON 46,075,910 for the first half of the financial year ending 31 December 2022.
The value of the dividend per share may be subject to further changes in case the total number of shares issued by the Company will change until the registration date set in accordance with item 5 of the agenda of the OGMS, including pursuant to the exercise of options by the beneficiaries of the share allocations plans already approved by decisions of the General Meeting of Shareholders of the Company.
3. Approval of the application of item 9 of the Resolution of the Ordinary General Meeting of Shareholders no. 61 of 26 April 2022 regarding the establishment of the remuneration level of the non-executive members of the Board of Directors for year 2023. Thus, for the non-executive members of the Board of Directors who will not be reappointed in this capacity upon the expiration of their mandate, the payment of the remuneration related to the period within 2023 in which they held the capacity of non-executive members of the Board of Directors will be effected within 60 days as of the date of the annual general ordinary general meeting of shareholders in which the new composition of the Board of Directors will be voted on.
4. Approval of the appointment of Deloitte Audit S.R.L. for a mandate that will include the audit of the individual and consolidated financial statements of the Company for the period ending on 31 December 2022, as well as the authorization of the Board of Directors, in the name and on behalf of the Company, with full power and authority:
 - a) to negotiate the terms and conditions of the mandate of Deloitte Audit S.R.L., as well as to negotiate, approve and sign any documents, respectively to perform any necessary, useful or appropriate legal acts and facts in relation to the above; and
 - b) to authorize representatives of the Company to execute any such documents, perform any such formalities and perform any such actions.
5. Setting the date of:
 - 18 October 2022 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. 87 para. (1) of Law no. 24/2017; and
 - 17 October 2022 as "ex-date", computed in accordance with the provisions of art. 2 (2) letter (I) of Regulation no. 5/2018; and
 - 3 November 2022 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.

6. Approval of the authorization of the executive members of the Board of Directors and/or 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 resolution of the OGMS, 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.

The agenda of the Extraordinary General Meeting of Shareholders

1. Approval of 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, 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 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 in accordance with item 12 on the EGMS agenda, including pursuant to the exercise of options by the beneficiaries of the share allocations plans already approved by decisions of the General Meeting of Shareholders of the Company.
 - 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; and
 - d) 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.
2. Approval of 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 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.
3. Approval of the amendment of article 12.2. from the Articles of Association in order to expressly indicate the duration of the mandates granted to the members of the Board of Directors. Thus, article 12.2. will have the following content:

“12.2 The Board of Directors is formed of seven (7) members – two (2) executive members and five (5) non-executive members – appointed by the OGMS for one (1) year mandates, with the possibility to be re-elected for subsequent mandates.”
 4. Approval of the amendment of article 13.1. from the Articles of Association by amending the convening conditions, respectively the categories of meetings held by the Board of Directors. Thus, article 13.1. will have the following content:

“13.1 The Board of Directors shall meet in: (a) periodical meetings, convened by the Chairman of the Board of Directors, once every 3 months. The convocation for the periodical meetings shall be sent to the members of the Board of Directors at least five (5) calendar days before the date proposed for the periodical meeting as well as (b) one (1) multi-day strategy meeting, convened yearly by the Chairman of the Board of Directors at a date and venue proposed by the Chairman of the Board of Directors.”
 5. Approval of the amendment of article 13.2. from the Articles of Association by amending the conditions for convening special meetings of the Board of Directors. Thus, article 13.2. will have the following content:

“13.2 If necessary, special meetings of the Board of Directors may be convened either by the Chairman of the Board of Directors or at the justified request of two members of the Board of Directors or of the Company’s General Manager, in each case with a convening notice sent to each member of the Board of Directors at least five (5) calendar days before the date of the meeting.”
 6. Approval of the amendment of article 13.3. from the Articles of Association in the sense of detailing the conditions under which the convening notices for the meetings of the Board of Directors are delivered. Thus, Article 13.3 will have the following content:

“13.3 The convening notices for the meetings of the Board of Directors shall be sent in writing, by courier, registered mail with acknowledgement of receipt or electronic mail and shall include the proposed agenda with support materials, the place of the meeting and any other additional documentation, as the Chairman of the



Board of Directors shall deem necessary. The convening notices as well as all support materials can be made available to the members of the Board of Directors by means of an electronic digital access secured platform/software solution. The meetings of the Board of Directors may be held at any time without convocation if all members of the Board of Directors are present or if those who are not present expressly waived in writing the requirement to receive a convening notice for the meeting.”

7. Approval of the amendment of article 13.4. from the Articles of Association by detailing the conditions under which the meetings of the Board of Directors can be held. Thus, Article 13.4 will have the following content:

“13.4 The Board of Directors may hold meetings with the physical attendance of its members, by teleconference or videoconference or by correspondence (including by means of an electronic digital access secured platform/software solution allowing review of meeting documentation, support materials, draft resolutions and minutes etc.). The contents of the minutes drawn up following such meeting of the Board of Directors by teleconference or videoconference shall be confirmed in writing by all members of the Board of Directors attending the meeting.”
8. Approval of the amendment of article 14.3. from the Articles of Association in order to complete the prerogatives of the Board of Directors. Thus, Article 14.3 will have the following content:

“14.3 The Board of Directors has the following basic competences which cannot be delegated to the Managers:

 - a) to establish and review the main strategy, business and development directions of the Company;*
 - b) to establish the accounting policies and the financial control system, as well as to approve the financial planning;*
 - c) to appoint and revoke the managers, to supervise the manager’s activity and to establish their remuneration;*
 - d) to approve the mandate agreements for the Company’s managers;*
 - e) to prepare the annual report, to hold the GMS and to implement its resolutions;*
 - f) to file the request for opening the insolvency proceeding for the Company;*
 - g) to fulfill the duties delegated to the Board of Directors by the GMS, if applicable;*
 - h) to represent the Company in its relationships with the Company’s Managers;*
 - i) to change the Company’s headquarters;*
 - j) to change the Company’s scope of activity (except for the main business domain and activity of the Company which can be modified only by Resolution of the Extraordinary General Meeting);*
 - k) to define and issue public communication in relation to all matters in the competence of the Board of Directors, all such communication to be coordinated and signed by the chairman of the Board of Directors.”*
 9. Approval of the amendment of article 15.1. from the Articles of Association by indicating the duration of the mandates of the managers of the Company. Thus, article 15.1. will have the following content:

“15.1 The Company’s managers are appointed by the Board of Directors for a one-(1) year mandate, with the possibility to be re-elected for subsequent mandates.”
 10. Approving the insertion of a new article 15.5. pursuant to article 15.4. from the Articles of Association, in order to establish the prerogative of the Company's managers to represent the Company in the management bodies (of which the Company is part) of the Company's subsidiaries. Thus, article 15.5. will have the following content:

“15.5 Each of the General Manager and the Manager of the Company have the power to represent the Company, with full voting rights, individually and not jointly, in the general meetings or any other management body (of which the Company is a part of) of the Company’s subsidiaries and to execute in the name and on behalf of the Company any necessary documents, the signature of each of the General Manager and the Manager of the Company being opposable to the Company.”



11. Approval of the amendment of article 15.6. from the Articles of Association by including the Company's Financial Officer in the category of Company managers whose employment contracts are suspended while having the position of manager of the Company. Thus, article 15.6. will have the following content:
"15.6 If the Company's Managers, respectively the General Manager, the other Manager and/or the Financial Manager, are employees of the Company on the date of acceptance of the mandate of General Manager, respectively Manager or Financial Manager, for the term of the mandate, the individual employment agreements of such persons shall be suspended."
12. Setting the date of:
 - 3 November 2022 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. 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 no. Regulation 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; and
 - 4 November 2022 as the date of payment, in accordance with the provisions of art. 2 para. (2) letter h) and of art. 178 of Regulation no. 5/2018; and
 - 11 November 2022 as the date of payment calculated in accordance with the provisions of art. 178 para. (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.
13. Approval of the authorization of the executive members of the Board of Directors and/or 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, 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.

Miscellaneous

a) Documents related to the agenda of the EGMS and OGMS

Starting with 26 August 2022, all the information materials regarding the items included on the agenda of the OGMS and the EGMS shall be made available to the shareholders on the company's website, the investor relations section (<https://one.ro/investor-relations/>). The shareholders of the Company may receive, upon request, copies of the documents related to the items on the agenda of the EGMS and OGMS.

b) The shareholders' rights to request the inclusion of additional items on the agenda and to make new resolution proposals for the existing or proposed items to be included on the agenda

One or more shareholders representing, individually or collectively, at least 5% of the Company's share capital, have the right:



(i) to introduce new items on the agenda of the general meeting of shareholders, provided that every new item is accompanied by a reasoning memo or a draft resolution proposed for adoption to the general meeting; and

(ii) to make resolution proposals for the items included or proposed to be included on the agenda of the EGMS and OGMS.

The rights mentioned above may be exercised only in writing (sent via courier at the Company's headquarters or via e-mail, in compliance with the regulations issued by the FSA, to the address investors@one.ro) no later than 12 September 2022.

The identification requirements mentioned at letter f) below are also applicable to the shareholder(s) – natural person(s) and/or the legal representative of the shareholder - legal person that request the insertion of new items on the EGMS and OGMS agenda.

To the extent the exercise of such right determines the amendment of the agenda of the general meeting that was already communicated to the shareholders, the Company will publish an amended agenda, following the same procedure as the one for the previous agenda, before the Reference Date and in compliance with the term provided by the Companies Law.

c) Participation and voting in the Ordinary and Extraordinary General Meetings of the Company's Shareholders

Only shareholders who are registered with the Company's Shareholders Registry at the Reference Date are entitled to attend and cast their votes in the EGMS and OGMS, in accordance with the legal provisions applicable to companies that are listed on the Regulated Market of the Bucharest Stock Exchange and those of the Articles of Association, in person (or represented by legal representatives) or by proxy (based on a special or general power of attorney), considering the legal requirements, or by correspondence (based on a correspondence voting ballot).

The access and/or the correspondence vote by shareholders entitled to attend the EGMS and OGMS is allowed, subject to simple proof of their identity made by presenting, in case of shareholders who are natural persons, their identity document and, in case of legal entities, based on the identity document of the legal representative. The representatives of shareholders – natural/legal persons will be identified based on their identity document, accompanied by the special or general power of attorney signed by the shareholder who is a natural person/the legal representative of the shareholder that is a legal person, as the case may be.

The capacity as shareholder and also, in case of shareholders - legal persons or entities without legal status, the capacity as legal representative shall be acknowledged based on the list of shareholders at the Reference Date, received by the Company from Depozitarul Central S.A.

d) General Powers of Attorney

General powers of attorney may be granted by the shareholders for a period which will not exceed 3 years and allow their representative to vote in connection with any aspects which are discussed in the general meeting of shareholders, including disposal acts.

Before their first use, general powers of attorney shall be deposited/sent to the Company's registered headquarters at Bucharest, 20 Maxim Gorki Street, District 1, in copy, containing the mention of conformity with the original under the



signature of the representative (or sent by e-mail with extended electronic signature, in compliance with the regulations issued by FSA, to the address investors@one.ro) so as to be registered with the Company's registration desk until 23 September 2022, at 6 P.M.

For the validity of the mandate, the proxy should have to be an intermediary (investment professional) (pursuant to the provisions of art. 2 para. (1) point (19) of Law no. 24/2017) or a lawyer and the relevant shareholder should be a client of the proxy. Also, the proxy should not be in a state of conflict of interest, pursuant to the provisions of art. 105 para. (15) of the Law no. 24/2017. The proxy cannot be substituted by another person. To the extent the empowered person is a legal entity, it may exercise its mandate through any person belonging to the administrative or management body or its employees.

Together with the general power of attorney, the shareholders shall submit to the Company a statement issued by the legal representative of the intermediary or lawyer who received the power of representation, signed, in original and, as the case, stamped, confirming that:

- (i) the power of attorney is given by the respective shareholder, in its capacity as client, to the intermediary or, as the case lawyer;
- (ii) the general power of attorney is signed by the shareholder, including by attaching an extended electronic signature, if the case.

e) Special Powers of Attorney and the Correspondence Voting Ballot

The special powers of attorney and correspondence voting ballots will use the format provided by the Company and shall indicate the vote for each item on the agenda (meaning vote "For", vote "Against" or vote "Abstention").

The special powers of attorney may be granted to any person for the representation within one general meeting of shareholders and contains specific voting instructions from the issuer shareholder.

The special powers of attorney/ correspondence voting ballots and the related documents shall be deposited/sent to the Company's registered headquarters at Bucharest, 20 Maxim Gorki Street, District 1, Romania, or by e-mail with extended electronic signature (in case of special powers of attorney) or by e-mail (in case of correspondence vote ballots), in compliance with the regulations issued by FSA, to the address investors@one.ro, in original or in copy, containing the mention of conformity with the original under the signature of the representative, so as to be registered with the Company registration desk no later than until 23 September 2022, at 6 P.M., clearly mentioning on the envelope or in the subject of the e-mail "For the Extraordinary/Ordinary General Meeting of Shareholders convened for 28/29 September 2022".

When filling in the special powers of attorney/ correspondence voting ballots, the shareholders are asked to consider that new items on the agenda of the EGMS and OGMS or proposals of resolutions could be added. In this case, the special powers of attorney/ correspondence voting ballots shall be updated and published as described at letter a) above.

f) Electronic vote

The electronic vote may be exercised by using electronic means of voting according to art. 197 of Regulation no. 5/2018, by accessing the link <https://one.evotero.ro> on any device connected to the Internet.

For identification purposes and online access to the EGMS, the shareholders will provide the following information:

In the case of natural persons



- last name and first name;
- personal numerical code;
- e-mail address;
- copy of the identity document (identity card, passport, residence permit)*;
- telephone number (optional).

In the case of legal persons:

- name of the legal person;
- sole registration code (CUI);
- last name and first name of the legal representative;
- personal numerical code of the legal representative;
- e-mail address;
- the identity document of the legal representative (identity card, passport, residence permit)*;
- copy of the certificate of status (in Romanian certificat constatator) issued by the trade registry or of any equivalent document issued by a competent authority of the state in which the shareholder that is a legal person is duly registered, submitted in original or in certified copy. The documents attesting the capacity as legal representative of the shareholder that is a legal person will be issued no later than 30 days before the reference date*;
- telephone number (optional).

Any documents submitted in a foreign language, other than English, shall be accompanied by the translation into Romanian/English made by a certified translator whose signature has been certified by the notary public.

*the electronic copy of the above mentioned documents will be uploaded online in the dedicated fields. The files that can be uploaded can have one of the following extensions: .jpg, .pdf, .png.

The shareholder can log in and vote whenever he/she/it wants in the interval designated for voting by mail and/or live, the last voting option (before the expiration of the voting session) being the registered one.

Bucharest, 24 August 2022.

Mr. Claudio Cisullo – Chairman of the Board of Directors



SCHEDULE 2

EXPLANATORY NOTES REGARDING THE ITEMS OF THE AGENDA OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (“EGMS”) OF ONE UNITED PROPERTIES S.A. (THE “COMPANY”)

Items 1 and 2:

The Company has registered as share premium resulted from the public offering conducted between 27 June 2022 – 3 August 2022 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 (the “**Share Premiums**”).

The Company’s Board of Directors therefore proposes to the shareholders 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 0.20 RON per share (the „**New Shares**”), by incorporating approximately 87% of the Share Premiums (the „**Share Capital Increase**”). 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 3 shares already held in the Company’s share capital 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). 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 in accordance with item 12 on the EGMS agenda, including pursuant to the exercise of options by the beneficiaries of the share allocations plans already approved by decisions of the General Meeting of Shareholders of the Company.

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. The fractions of financial instruments resulted from the Share Capital Increase shall be compensated according to the applicable law. In relation to the Share Capital Increase, the empowerment 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.

Item 3:

The proposal regarding the amendment of article 12.2. from the Articles of Association in order to expressly indicate the duration of the mandates granted to the members of the Board of Directors in the Articles of Association is brought to align the provisions of the Articles of Association with the Resolution of the OGMS no. 61 dated 26 April 2022, by which the members of the Board of Directors have been appointed for a term of one (1) year.

Existing version

“The Board of Directors is formed of seven (7) members – two (2) executive members and five (5) non-executive members – appointed by the OGMS, with the possibility to be re-elected for subsequent mandates.”

Amended version

*“The Board of Directors is formed of seven (7) members – two (2) executive members and five (5) non-executive members – appointed by the OGMS **for one (1) year mandates**, with the possibility to be re-elected for subsequent mandates.”*



Item 4:

The proposal regarding the amendment of article 13.1. from the Articles of Association by increasing the term for sending the convening notice to the members of the Board of Directors from three (3) to five (5) days prior to the meeting has the purpose of increasing the predictability of the convening of the meetings of the Board of Directors, thus favouring a presence of 100% within such meetings. Moreover, this procedural amendment aims to give the members of the Board of Directors a sufficient term to analyse the proposals on the agenda, including the supporting documents or the documents related to such proposals.

In addition, introducing the mandatory meeting of the Board of Directors annually in a strategy meeting is beneficial as it aims to streamline the development and implementation of the strategic plan for an increase in the Company's competitiveness and productivity.

Existing version

“The Board of Directors shall meet in periodical meetings, convened by the Chairman of the Board of Directors, once every 3 months. The convocation for the periodical meetings shall be sent to the members of the Board of Directors at least three (3) calendar days before the date proposed for the periodical meeting.”

Amended version

*“The Board of Directors shall meet in: (a) periodical meetings, convened by the Chairman of the Board of Directors, once every 3 months. The convocation for the periodical meetings shall be sent to the members of the Board of Directors at least **five (5) calendar days** before the date proposed for the periodical meeting **as well as (b) one (1) multi-day strategy meeting, convened yearly by the Chairman of the Board of Directors at a date and venue proposed by the Chairman of the Board of Directors.**”*

Item 5:

The proposal regarding the amendment of article 13.2. from the Articles of Association by increasing the term for sending the convening notice to the members of the Board of Directors from one (1) to five (5) days prior to the special meetings has the purpose of increasing the predictability of the convocation of the special meetings of the Board of Directors, thus favouring a presence of 100% within such meetings. Moreover, this procedural amendment aims to give the members of the Board of Directors a sufficient term to analyse the proposals on the agenda, including the supporting documents or documents related to such proposals.

Existing version

“If necessary, special meetings of the Board of Directors may be convened either by the Chairman of the Board of Directors or at the justified request of two members of the Board of Directors or of the Company’s General Manager, in each case with a convening notice sent to each member of the Board of Directors at least one (1) calendar day before the date of the meeting.”

Amended version

*“If necessary, special meetings of the Board of Directors may be convened either by the Chairman of the Board of Directors or at the justified request of two members of the Board of Directors or of the Company’s General Manager, in each case with a convening notice sent to each member of the Board of Directors at least **five (5) calendar days** before the date of the meeting.”*



Item 6:

The proposal regarding the amendment of article 13.3. from the Articles of Association with respect to the possibility of making available convening notices as well as all support materials by means of an electronic digital access secured platform/software solution access facilitates, favours and optimizes the process of convening the meetings of the Board of Directors in an easily accessible and flexible manner, which ensures also the security and integrity of the information provided.

Existing version

“The convening notices for the meetings of the Board of Directors shall be sent in writing, by courier, registered mail with acknowledgement of receipt or electronic mail and shall include the proposed agenda with support materials, the place of the meeting and any other additional documentation, as the Chairman of the Board of Directors shall deem necessary. The meetings of the Board of Directors may be held at any time without convocation if all members of the Board of Directors are present or if those who are not present expressly waived in writing the requirement to receive a convening notice for the meeting.”

Amended version

*“The convening notices for the meetings of the Board of Directors shall be sent in writing, by courier, registered mail with acknowledgement of receipt or electronic mail and shall include the proposed agenda with support materials, the place of the meeting and any other additional documentation, as the Chairman of the Board of Directors shall deem necessary. **The convening notices as well as all support materials can be made available to the members of the Board of Directors by means of an electronic digital access secured platform/software solution.** The meetings of the Board of Directors may be held at any time without convocation if all members of the Board of Directors are present or if those who are not present expressly waived in writing the requirement to receive a convening notice for the meeting.”*

Item 7:

The proposal regarding the amendment of article 13.4. from the Articles of Association in relation to the methods of conducting the meetings of the Board of Directors aims to detail the manner of holding the meetings of the Board of Directors and to streamline such meetings.

Thus, it is additionally specified that participation can also be by physical presence and, regarding the participation in these meetings by correspondence, it is expressly specified that such can also be performed by means of an electronic digital access secured platform/software solution allowing review of meeting documentation, support materials, draft resolutions and minutes etc.) – similarly to the manner of communication of the convening notice.

Existing version

“The Board of Directors may hold meetings by teleconference or videoconference or by correspondence. The contents of the minutes drawn up following such meeting of the Board of Directors by teleconference or videoconference shall be confirmed in writing by all members of the Board of Directors attending the meeting.”

Amended version

*“The Board of Directors may hold meetings **with the physical attendance of its members**, by teleconference or videoconference or by correspondence **(including by means of an electronic digital access secured platform/software solution allowing review of meeting documentation, support materials, draft resolutions and minutes etc.)**. The contents of the minutes drawn up following such meeting of*



the Board of Directors by teleconference or videoconference shall be confirmed in writing by all members of the Board of Directors attending the meeting.”

Item 8:

The proposal regarding the amendment of article 14.3. from the Articles of Association brings certain amendments in relation to the basic prerogatives of the Board of Directors that cannot be delegated to the Managers.

Thus, according to the new version, in addition to the previous version, it is provided that the establishment and revision of the main strategy is a prerogative of the Board of Directors, as it provides a foundation for the initiation and evaluation of tactical directions, having direct effects with respect to the Company's functionality.

A new exclusive prerogative of the Board of Directors is also introduced regarding the definition and issuance of public communications in relation to all matters in the competence of the Board of Directors, which aims the clear, direct and unitary transmission of the vision of the Board of Directors regarding the matters falling within its competence.

Existing version

Amended version

“The Board of Directors has the following basic competences which cannot be delegated to the Managers:

a) to establish the business and development directions of the Company;

b) to establish the accounting policies and the financial control system, as well as to approve the financial planning;

c) to appoint and revoke the managers, to supervise the manager's activity and to establish their remuneration;

d) to approve the mandate agreements for the Company's managers;

e) to prepare the annual report, to hold the GMS and to implement its resolutions;

f) to file the request for opening the insolvency proceeding for the Company;

g) to fulfill the duties delegated to the Board of Directors by the GMS, if applicable;

h) to represent the Company in its relationships with the Company's Managers;

i) to change the Company's headquarters;

“The Board of Directors has the following basic competences which cannot be delegated to the Managers:

*a) to establish **and review the main strategy**, business and development directions of the Company;*

b) to establish the accounting policies and the financial control system, as well as to approve the financial planning;

c) to appoint and revoke the managers, to supervise the manager's activity and to establish their remuneration;

d) to approve the mandate agreements for the Company's managers;

e) to prepare the annual report, to hold the GMS and to implement its resolutions;

f) to file the request for opening the insolvency proceeding for the Company;

g) to fulfill the duties delegated to the Board of Directors by the GMS, if applicable;

h) to represent the Company in its relationships with the Company's Managers;

i) to change the Company's headquarters;

j) to change the Company's scope of activity (except for the main business domain and activity of the Company which can



j) to change the Company's scope of activity (except for the main business domain and activity of the Company which can be modified only by Resolution of the Extraordinary General Meeting).

be modified only by Resolution of the Extraordinary General Meeting);

k) to define and issue public communication in relation to all matters in the competence of the Board of Directors, all such communication to be coordinated and signed by the chairman of the Board of Directors."

Item 9:

Similarly to item 3 on the agenda regarding the Board of Directors, the proposal to amend article 15.1. from the Articles of Association in order to expressly indicate the duration of the mandates granted to the managers in the Articles of Association is brought to align the provisions of the Articles of Association with the Decision of the Board of Directors no. 25 of 26 April 2022, by which the managers of the Company have appointed for a term of one (1) year.

Existing version

"The Company's managers are appointed by the Board of Directors for a two year mandate, with the possibility to be re-elected for subsequent mandates."

Amended version

*"The Company's managers are appointed by the Board of Directors for a **one-(1) year mandate**, with the possibility to be re-elected for subsequent mandates."*

Item 9:

The proposal regarding the introduction of article 15.5. from the Articles of Association which provides that each of the General Manager and the Manager of the Company have the power to represent the Company, with full voting rights, individually and not jointly, in the general meetings or any other management body (of which the Company is a part of) of the Company's subsidiaries aims to make the decision-making process more flexible at the level of the subsidiaries.

Introduced version

"Each of the General Manager and the Manager of the Company have the power to represent the Company, with full voting rights, individually and not jointly, in the general meetings or any other management body (of which the Company is a part of) of the Company's subsidiaries and to execute in the name and on behalf of the Company any necessary documents, the signature of each of the General Manager and the Manager of the Company being opposable to the Company."

Item 11:

The proposal regarding the amendment of article 15.6. from the Articles of Association refers to the introduction of the Financial Manager in addition to the other categories of Managers of the Company (i.e., General Manager, Manager) with respect to the automatic suspension of their individual employment contracts on the date of acceptance of the mandates in such position in the Company.



Existing version

“If the Company’s Managers, respectively the General Manager and the other Manager, are employees of the Company on the date of acceptance of the mandate of General Manager, respectively Manager, for the term of the mandate, the individual employment agreements of such persons shall be suspended.”

Amended version

*“If the Company’s Managers, respectively the General Manager, the other Manager **and/or the Financial Manager**, are employees of the Company on the date of acceptance of the mandate of General Manager, respectively Manager **or Financial Manager**, for the term of the mandate, the individual employment agreements of such persons shall be suspended.”*