



To: the Bucharest Stock Exchange
the Romanian Financial Supervisory Authority

CURRENT REPORT NO. 19/2022

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:	23.03.2022
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: Request to supplement the agenda of the Extraordinary General Meeting of the Company's Shareholders convened for 26/27 April 2022

The Company wishes to inform its shareholders and investors that Vinci Ver Holding S.R.L., as shareholder holding 766,012,422 shares representing 29.7580% of the Company's subscribed share capital, together with OA Liviu Holding Invest S.R.L., as shareholder holding 766,012,422 shares representing 29.7580% of the Company's subscribed share capital, has requested new points to be added to the agenda of the Extraordinary General Meeting of the Shareholders convened for 26/27 April 2022 ("EGMS").

The request, which refers to adding an alternative point to point 4 on the agenda of the EGMS is attached to this current report. The proposed alternative point provides a significantly lower threshold for the authorization which may be granted by the EGMS to the Company's Board of Directors regarding issuances of new shares for the purpose of implementing stock option plans ("SOP") and covers only SOPs which are already in place, without extending to potential future SOPs.

The supplemented convening notice will be made available by the Board of Directors of the Company before the reference date (15 April 2022) in accordance with the applicable law.

The executive members of the Company's Board of Directors, Victor Căpitanu și Andrei-Liviu Diaconescu, hereby recommend to shareholders to vote **in favour** of the alternative point on the agenda of the EGMS, as it has been proposed by shareholders Vinci Ver Holding S.R.L. and OA Liviu Holding Invest S.R.L. (which sets a lower value for the authorised capital).

Executive members of the Board of Directors,

Victor Căpitanu

Andrei-Liviu Diaconescu



Date: 23 March 2022

One United Properties S.A.

20 Maxim Gorki Street

1st District, Bucharest

Romania

To the general meeting of shareholders One United Properties S.A. convened for 26 April 2022 (first calling)/ 27 April 2021 (second calling)

By hand delivery

Dear Sirs, Dear Madame,

The subscribed,

- **Vinci Ver Holding S.R.L.**, a limited liability company having its headquarters at in Bucharest, 20 Maxim Gorki Street, District 1, registered with the Bucharest Trade Registry under no. J40/14243/2021, having Sole Registration Code 44759402, (EUID): ROONRC.J40/14243/2021, as shareholder holding 766,012,422 shares representing 29.7580% of the subscribed and paid share capital 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 a subscribed and fully paid-up share capital of RON 514,828,058.80 (the “**Company**”); and
- **OA Liviu Holding Invest S.R.L.**, a limited liability company having its headquarters at in Bucharest, 20 Maxim Gorki Street, District 1, registered with the Bucharest Trade Registry under no. J40/14248/2021, having Sole Registration Code 44759623, (EUID): ROONRC.J40/14248/2021, as shareholder holding 766,012,422 shares representing 29.7580% of the subscribed and paid share capital of the Company,

WHEREAS:

- (A) The board of directors of the Company (the “**Board of Directors**”) has convened the ordinary general meeting (the “**OGMS**”) and the extraordinary general meeting (the “**EGMS**”) of the Company’s Shareholders for 26 April 2022, 10:00 a.m. and 11:00 a.m. respectively (first convening), and for 27 April 2022, 10:00 a.m. and 11:00 a.m. respectively (second convening), at One Tower, 17th floor, 165 Calea Floreasca, 1st District, Bucharest, Romania.
- (B) In accordance with the provisions of art. 117¹ (1) of Law no. 31/1990 on companies, as republished and subsequently amended, art. 105 para. (3) of Law no. 24/2017 on issuers of financial instruments and market operations, as subsequently amended and supplemented, and of art. 7 para. (5) of the Company’s articles of association, one or more shareholders holding, individually or together, at least 5% of the share capital of the Company may request additional points to be introduced on the agenda of general meetings of shareholders.



(C) Upon analysing the items included on the agenda of the OGMS and the EGMS, as provided in the convening notice, the undersigned consider necessary, useful or desirable to amend and supplement the EGMS agenda .

THEREFORE,

The undersigned hereby requests supplementing the agenda of the EGMS with the following new point 4¹, which is at the same time a draft resolution proposed for adoption:

“4¹ Approval of the delegation of the EGMS’ duties regarding the decision to increase the share capital of the Company to the Company’s Board of Directors under the provisions of art. 114 para. (1) and art. 220¹ para. (2) of the Companies Law, respectively the provisions of art. 86 para (2) of Law no. 24/2017, with the power to remove or restrict the preference right of shareholders in accordance with the provisions of art. 217 of the Companies Law and of art. 86 para. (3) and art. 88 para. (1) of Law no. 24/2017 and in accordance with the provisions of art. art. 220¹ para. (3) of the Companies Law, respectively, for a period of three (3) years, through one or more issues of ordinary, registered and dematerialized shares, with a nominal value not exceeding RON 23,647,626, in order to carry out and implement the provisions of the share allocations plans already approved by decision of the Extraordinary General Meeting of Shareholders of the Company no. 50 of 18 May 2020, respectively by decision of the Ordinary General Meeting of Shareholders of the Company of 19 April 2021 point 6, as such share allocation plans are subsequently amended and supplemented, and, respectively, approving the amendment of the Articles of Association, by amending Articles 5.1 and 5.3 of the Articles of Association, which will have the following content:

„5.1. The share capital of the Company may be increased as follows:

- a) By the decision of the extraordinary general meeting of the Company's shareholders in accordance with the applicable legislation, respectively*
- b) In accordance with the decisions adopted by the Board of Directors, pursuant to the delegation of the attributions of the extraordinary general meeting of shareholders to increase the share capital and to authorize the Board of Directors for a period of three (3) years which is set to lapse on [26]/ [27] April 2025, to decide to increase the Company's share capital - one or more issues of registered and dematerialized ordinary shares, with a nominal value not exceeding RON 23,647,626, with the power to disapply or restrict the preference right of shareholders for a certain issuance, subject to the terms and conditions set forth in these Articles of Association and in accordance with the provisions of Law 31/1990 on companies, republished, as further amended and supplemented and the provisions of Law no. 24/2017 on issuers of financial instruments and market operations, republished, as subsequently amended and supplemented and any other provisions of the capital markets legislation. In order to be able to implement the delegation of the duties regarding the decision to increase the share capital, the Board of Directors is authorised to establish the characteristics of the share capital increase operation and its related processes.”*

„5.3. Unless the pre-emption right is disappplied or restricted by the decision of the extraordinary general meeting of the Company's shareholders, respectively by the decision adopted by the Board of Directors, in accordance with the applicable legislation and the provisions of this Articles of Association, the shares issued for the capital increase will be offered for subscription primarily to existing shareholders, proportionally to the number of shares they own, and they may exercise their right of preference under the law.”



The affirmative vote on this point of the agenda, is alternative to the affirmative vote on point 4 of the EGMS agenda (equals to a negative vote on the relevant point of the agenda). The Board of Directors will mark this aspect accordingly in the supplemented convening notice.

We would be happy to provide any clarifications you may require in relation to this proposal to insert additional items on the agenda of the EGMS.

Sincerely,

VINCI VER HOLDING S.R.L.

By: Victor Căpitanu

OA LIVIU HOLDING INVEST S.R.L.

By: Andrei-Liviu Diaconescu
