



To: the Bucharest Stock Exchange
the Romanian Financial Supervisory Authority

CURRENT REPORT NO. 24/2022

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:	11.04.2022
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 Ordinary and Extraordinary General Meeting of the Company's Shareholders convened for 26/27 April 2022

The Company wishes to inform its shareholders and investors that CC Trust Group AG, as shareholder holding 160,541,694 shares representing 6.24 % of the Company's subscribed share capital, has requested new points to be added to the agenda of the Ordinary and Extraordinary General Meeting of the Shareholders convened for 26/27 April 2022.

The request is attached to this current report. 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.

Executive member of the Board of Directors,

Victor Căpitanu

To: 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, **CC TRUST GROUP AG**, with its headquarters at Turmstrasse no. 18, 6312 Steinhausen, Canton Zug, Switzerland, with registration no. CHE – 103.617.568, as shareholder holding 160,541,694 shares representing 6.24 % 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**”),

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.
- (A)** 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.
- (B)** Upon analysing the items included on the agenda of the OGMS and the EGMS, as provided in the convening notice, the subscribed consider necessary, useful or desirable to amend and supplement the OGMS and EGMS agenda, in order to add (i) a new item to the OGMS agenda regarding the appointment of Deloitte Audit S.R.L. for a mandate comprising the review of the Company’s individual and consolidated financial statements for the period ending on 30 June 2022, as well as authorising the Board of Directors to negotiate the contractual conditions and execute the relevant documents; and (ii) alternative points to items 5 and 6 on the agenda of the EGMS, with the view of allowing the Company to explore alternative means of financing.

THEREFORE,

1. The subscribed hereby request supplementing the agenda of the OGMS with the following new point 12, which is at the same time a draft resolution proposed for adoption:

“12. Approval of the appointment of Deloitte Audit S.R.L. for a mandate comprising the review of the Company’s individual and consolidated financial statements for the period ending on 30 June 2022 and approval of the authorization of the Board of Directors, in the name and on behalf of the Company, with full power and authority:

- i) to negotiate the terms and conditions of Deloitte Audit S.R.L. mandate, as well as to negotiate and sign any document, as well as fulfil any necessary, useful or desirable acts and deeds in connection with the above; and
- ii) to authorize representatives of the Company to sign any such documents, to complete any such formalities and to perform any such actions.”

2. The subscribed hereby request supplementing the agenda of the EGMS with the following new point 5¹, which is at the same time a draft resolution proposed for adoption:

“5¹. 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, for a period of three (3) years, in order to raise funds of up to EURO 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 below).

To this end, an approval in principle is put forward to vote in the EGMS for:

- the issuance by the Company of nominative, dematerialized and convertible, senior unsecured bonds, with or without discount, with a total value of up to a maximum amount of EURO 150,000,000 or the equivalent of this amount in any other currency, with fixed or variable interest rate, as the case may be, and with a maturity that will not exceed three (3) years, which will be governed by any applicable law (the “**Convertible Bonds**”);
- the disapplication of the preference right of shareholders to subscribe the Convertible Bonds, in accordance with the provisions of art. 217 of the Companies Law and of art. 88 para. (1) of Law no. 24/2017;
- carrying out an offering (the “**Offering**”) having as object the Convertible Bonds, addressed via private placements, addressed to investors from the European Union 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 (“**Prospectus Regulation**”) and/or investors to whom such private placements may be otherwise lawfully addressed to and directed, in reliance of Regulation S (“**Regulation S**”) under the U.S. Securities Act of 1933, as amended (the “**U.S. Securities Act**”) and without the need to undertake any other formalities whatsoever under any applicable law, to the extent, and only provided that, an investment in New Shares does not constitute a violation of any applicable law by such investor, in accordance with a decision adopted by the Board of Directors on this matter;
- the undertaking by the Company of all necessary actions and formalities, useful and / or appropriate for the admission to trading of the Convertible Bonds on a regulated market or on another trading venue, following the Offering (the “**Listing**”); and
- the Board of Directors shall have full discretion regarding the adoption of any decision to issue the Convertible Bonds, carry out the Offering and the Listing, being fully authorised not to proceed with such issuance of Convertible Bonds, Offering and Listing to the extent it adopts a decision in this sense.

Pursuant to the above, the EGMS will vote on the approval of the amendment of the Articles of Association, by amending Article 5.1 of the Articles of Association (the amendments thus approved will be cumulative with the ones referred at items 4 or 4¹ of the EGMS agenda, subject to their approval), 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)]/ [c)] 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 years which is set to lapse on [26]/ [27] April 2025, to decide to increase the Company's share capital through one or more issues of registered and dematerialized ordinary 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 (pursuant to the decision adopted by the Board of Directors), to the extent the issuance of shares takes place following a conversion of any debt instruments issued by the Company.

The above operations will be carried out 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 authorized to establish the characteristics of the share capital increase operation and its related processes.”

The affirmative vote on this point of the agenda, is alternative to the affirmative vote on point 5 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.

3. The subscribed hereby request supplementing the agenda of the EGMS with the following new point 6¹, which is at the same time a draft resolution proposed for adoption:

“6¹ Subject to the approval of point 5¹ on the agenda of the EGMS, approval to empower the Board of Directors to issue any decision and to fulfill all the necessary, useful and / or opportune legal acts and deeds for the fulfillment of the decisions to be adopted by the EGMS regarding the issuance of Convertible Bonds, Offering and Listing, including, without limitation, regarding the following matters:

- negotiating, determining and approving the issue amount, the issue price in accordance with market conditions, as well as other final terms and conditions of the Convertible Bonds and/or the Offering, the contractual terms, drawdown, conversion, early repayment, interest, taxes and fees, selecting the intermediaries for the Offering, ensuring the drafting and publication of a prospectus, an offering document, as well as the negotiation, approval and execution or any documents related to the Convertible Bonds, the Offering and the Listing, the approval of the listing markets, as well as the negotiation and execution of any agreements with intermediaries and advisors, and to carry out any other acts and deeds which are necessary, useful and / or opportune;
- approval of any agreements regarding the Convertible Bonds and/or the Offering and/or the Listing and any other arrangements, agreements, commitments, offering prospectuses, offering documents, any subscription agreements, sale, agency, trust, assistance agreements, certificates, affidavits, registers, notices, addenda and any other acts and documents which are necessary, useful and / or opportune to fulfil any formalities and to authorise and/or to execute any other actions which are necessary, useful and / or opportune in order to give full effect to the issuance of Convertible Bonds and/or the Offering and/or the Listing (as the case may be); and

- *empowering representatives of the Company to sign any such documents, to fulfil any such formalities and execute any such actions.”*

The affirmative vote on this point of the agenda, is alternative to the affirmative vote on point 6 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,

CC TRUST GROUP AG

By: Claudio Cisullo
