



To: the Bucharest Stock Exchange
the Romanian Financial Supervisory Authority

CURRENT REPORT NO. 26/2022

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:	12.04.2022
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: Supplementation of 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, pursuant to (i) the request of Vinci Ver Holding S.R.L. and OA Liviu Holding Invest S.R.L. to add new points to the agenda of the Extraordinary General Meeting of the Shareholders, respectively (ii) the request of CC Trust Group AG to add new points to the agenda of the Ordinary General Meeting of the Shareholders and of the Extraordinary General Meeting of the Shareholders convened for 26/27 April 2022 (the "OGMS" and the "EGMS"), considering that such request complies with the requirements provided by the applicable law, the Board of Directors of the Company supplemented the agenda of the OGMS and of the EGMS.

The supplemented convening notice is attached to this current report and will be published in accordance with the applicable law.

Executive Member of the Board of Directors,

Victor Capitanu



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”)

Supplemented convening notice for the General Ordinary and Extraordinary meetings of the shareholders of

ONE UNITED PROPERTIES S.A.

convened for 26/27 April 2022

Output no. 705 from 12 April 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 514,828,058.8 (“**OUP**” or the “**Company**”)

WHEREAS:

A. on 25 March 2022 the convening notice for the General Ordinary and Extraordinary Meeting of the Shareholders of the Company was published in the Official Gazette, Part IV, no. 1246, meeting which was convened for the date of 26 April 2022 (first calling), respectively 27 April 2022 (second calling);

B. Vinci Ver Holding S.R.L., as shareholder holding 766,012,422 shares representing 29.7580% of the subscribed and paid share capital of the Company, and OA Liviu Holding Invest S.R.L., as shareholder holding 766,012,422 shares representing 29.7580% of the subscribed and paid share capital of the Company, requested the Board of Directors to supplement the agenda of the EGMS (as such term is defined below) with an alternative point;

C. CC Trust Group AG, as shareholder holding 160,541,694 shares representing 6.24% of the subscribed and paid share capital of the Company, requested the Board of Directors to supplement the agenda of the OGMS and of the EGMS (as such terms are defined below);

Pursuant to article 117¹ of 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**”),

Supplements the agenda of:

The Ordinary General Meeting of the Company’s Shareholders (the “OGMS”) for the date of 26 April 2022, 10:00 a.m. at One Tower, 17th floor, 165 Calea Floreasca, 1st District, Bucharest, Romania, to which all



shareholders of the Company registered in the shareholders' registry (held by Depozitarul Central S.A.) until the end of 15 April 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 **27 April 2022, at 10:00 a.m.**, at the same place and with the same agenda and having the same Reference Date; and of

The Extraordinary General Meeting of the Company's Shareholders ("EGMS") for the date of 26 April 2022, 11:00 a.m., at One Tower, 17th floor, 165 Calea Floreasca, 1st District, Bucharest, Romania, to which all shareholders of the Company registered in the shareholders' registry (held by Depozitarul Central S.A.) until the end of 15 April 2022, set as 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 **27 April 2022, 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 - supplemented:

1. Approval of the annual individual and consolidated financial statements prepared for the financial year ended on 31 December 2021, together with the annual report prepared by the Board of Directors, and the independent auditor's report. In the financial year ended on 31 December 2021, the Company has registered net profit at individual level in value of RON 40,714,516.98, out of which RON 2,427,796.75 will be registered as legal reserves and RON 38,286,720.23 is distributable net profit.
2. Approval of the distribution of dividends in value of RON 42,473,314.85 (gross dividend amount), out of which RON 38,286,720.23 from the Company's net profit corresponding to the financial year 2021 and RON 4,186,594.62 representing undistributed profit registered for the previous years, resulting thus in a gross dividend per share of RON 0.0165.
3. Approval of the transfer of an amount of RON 4,307,781.61 from issuance premium (share premium) to the credit of the reserves account (other than legal reserves) and registration of this operation in the Company's accounting.
4. Approval of the discharge of liability of the Board of Directors for the financial year ended on 31 December 2021.
5. Approval of the income and expenses budget for the financial year 2022, in accordance with the materials presented.
6. Approval of the Company's remuneration policy, in accordance with the materials prepared for the OGMS.
7. Update of the stock options plans for the benefit of the executive members of the Board of Directors (the "**SOP**") approved by resolution of the Ordinary General Meeting of the Company's Shareholders no. 54 of 19 April 2021, which sets out the rules regarding the grant, accessing and exercising stock options by the eligible participants to the SOP, for adjusting it to the share split and, respectively, share capital increase operations which took place at the level of the Company during 2021.
8. Appointment of the members of the Board of Directors amongst the candidates proposed by the Company's Nomination and Remuneration Committee and shareholders, for a mandate of one (1) year, starting with the date of the OGMS resolution. The candidates which have been proposed by the Company's Nomination and Remuneration Committee are the following:



- Victor Căpitanu
- Andrei-Liviu Diaconescu
- Claudio Cisullo
- Dragoș-Horia Manda
- Marius-Mihail Diaconu
- Augusta Valeria Dragic
- Magdalena Součková*

The current mandates of the members of the Board of Directors (which were set to expire on 31 May 2022) will be terminated on the same date, *i.e.*, the date of the OGMS resolution appointing the members of the Board of Directors in accordance with this point.

* The clerical error within the name of Mrs. Magdalena Součková was corrected when supplementing the convening notice.

9. Approval of the remuneration for the non-executive members of the Board of Directors for mandates starting on the date of the OGMS, respectively EUR 1,500 per month (net amount) (payable in EUR to non-executive members of the Board of Directors who are non-residents in Romania, respectively payable in RON equivalent to non-executive members of the Board of Directors who are residents in Romania) payable to each non-executive member of the Board of Directors, plus, as the case may be, the amount of EUR 500 per month (net amount) (payable in EUR to non-executive members of the Board of Directors who are non-residents in Romania, respectively payable in RON equivalent to non-executive members of the Board of Directors who are residents in Romania), payable for holding the position of chairman of a committee set up at the level of the Board of Directors.

For the year 2022, the payment will be made in one installment during the period between the last meeting of the Board of Directors for the year and 31 December 2022. The level of remuneration thus approved will take into account the participation of the respective members in at least five (5) meetings of the Board of Directors per year. In the event of unjustified absence below the minimum referred to above, the aggregate annual remuneration will be reduced by 20% per absence.

10. Setting the date of:

- 13 May 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
- 12 May 2022 as “ex-date”, computed in accordance with the provisions of art. 2 (2) letter (l) of Regulation no. 5/2018; and
- 30 May 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.

11. Approval of the authorisation of the executive members of the Board of Directors and/or the Company’s Managers, acting independently or jointly, 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, but without limitation, the Resolutions of the OGMS of



the Company, the Articles of Association, to file and 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.

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.

The agenda of the Extraordinary General Meeting of Shareholders - supplemented:

1. Approval to empower the Board of Directors to issue any decision and to fulfil all the necessary, useful and / or opportune legal acts and deeds, respectively to update the provisions of article 12.3 of the Articles of Association, for the fulfilment of the decisions to be adopted by the OGMS in accordance with point 8 of the OGMS agenda.
2. Approval of the revocation of the resolutions adopted according to points 3¹, 4¹, 5¹, 6¹ and 7¹ on the agenda of the Extraordinary General Meeting of Shareholders of the Company which took place 10 September 2021, in their entirety, which approved the introduction of a new class of shares, conferring 5 voting rights per share to Vinci VER Holding S.R.L. and OA Liviu Holding Invest S.R.L., wholly owned by the two founding shareholders, respectively Victor Capitanu and Andrei-Liviu Diaconescu following the conversion of a total of 22.74% of the existing ordinary shares in the Company held by the respective entities, in equal proportions.
3. Approval of the buyback by the Company of its own shares, on the stock exchange where the shares are listed or by conducting public purchase bids, in accordance with the applicable legal provisions, subject to the following conditions:
 - the buyback program will be done at the minimum price of RON 0.2 per share and a maximum price equal to RON 1.75 per share;
 - the aggregate value of the buyback program is up to RON 10,000,000;
 - the buyback program will target the buyback of a maximum number of 10,000,000 shares;
 - the buyback program will take place for a maximum period of 18 months from the date of publication of the decision adopted in this regard in the Official Gazette of Romania, part IV;
 - the buyback transactions will have as object only fully paid-up shares and will be made only from the Company's distributable profit or available reserves, recorded in the last approved annual financial statement, except for legal reserves;
 - the buyback program will have as its purpose the objectives referred to in article 5 para. (2) of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission

Directives 2003/124/EC, 2003/125/EC and 2004/72/EC (“**MAR**”) or, to the extent the buyback transactions do not benefit from the exemptions set out by the MAR provisions and by the provisions of Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 supplementing Regulation (EU) No 596/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the conditions applicable to buyback programmes and stabilisation measures, such transactions will be performed in compliance with the provisions of art. 14 and 15 of MAR (each being assessed on a case-by-case basis); and

- the Board of Directors is authorised 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 this point on the agenda, including (but without limitation) regarding the adequate public disclosure, prior to the start of trading in the buyback program, of the purpose of the program.
4. 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 a quarter of the subscribed share capital, existing at the time of the decision and authorization, namely by up to RON 128,707,014, in order to carry out and implement the provisions of any share allocation program (such as “*stock option plan*”) to the directors, managers or to the employees of the Company and / or its subsidiaries) approved (including the ones 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 subsequently amended and supplemented) or to be approved in the future 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 128,707,014, 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 disapplied 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 4¹ of the EGMS agenda (equals to a negative vote on the relevant point of the agenda).

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 disapplied 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).



5. Approval of the increase of the Company's share capital with the amount of up to RON 66,003,597.2 (nominal value) (the "**Share Capital Increase**") by issuance of a number of 330,017,986 new shares with a nominal value of RON 0.2 per share and a total nominal value of RON 66,003,597.2 (the „**New Shares**”), as follows:

5.1 The New Shares will be offered for subscription:

- 5.1.1. During the first phase, New Shares will be offered for subscription to shareholders registered in the Company's shareholders' registry held by Depozitarul Central S.A. at the registration date of 13 May 2022, on the basis of their preference rights, as well as to persons who have purchased, preference rights from the Company's shareholders registered with the Company's shareholders' registry held by Depozitarul Central S.A. at the registration date of 13 May 2022, during the period the preference rights are traded, to the extent the offering prospectus prepared in connection with the Share Capital Increase indicates that preference rights will be traded; and
- 5.1.2. During the second phase, any unsubscribed New Shares in the first phase, as described at point 5.1.1 above, shall be offered (i) to the Romanian public (the "**Public Offering**") and / or (ii) 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 (the "**Private Placement**"), in accordance with a decision adopted by the Board of Directors on this matter; and
- 5.1.3. During the third phase, to the extent the second phase consists only of a Public Offering, any unsubscribed New Shares in the second phase can be offered in a Private Placement, in accordance with a decision adopted by the Board of Directors on this matter.
- 5.1.4. Any New Shares remaining unsubscribed after the Public Offering and/ or Private Placement (as the case may be) will be cancelled by decision of the Board of Directors acknowledging the final results of the Share Capital Increase.
- 5.1.5. The number of preference rights issued will be equal to the number of shares issued by the Company, as registered in the Company's shareholders' registry held by Depozitarul Central S.A., with the registration date of 13 May 2022.
- 5.1.6. Each shareholder registered in the Company's shareholders' registry held by Depozitarul Central S.A. with the registration date of 13 May 2022, shall receive a number of preference rights equal with the number of shares held.



- 5.1.7. The period for exercising the preference rights shall be of one (1) month (as the case may be, starting after the trading period for the preference rights), being subsequent to the registration date of 13 May 2022.
- 5.1.8. For subscription of one New Share, during the period of exercise of preference rights, a person must hold 7.8 preference rights (if the case, with any rounding applicable under the regulations in force, including those drawn up by the Central Depository).
- 5.1.9. A shareholder of the Company registered in the Company's shareholders' registry held by Depozitarul Central S.A. at the registration date of 13 May 2022 or, as the case may be, a person who has purchased, preference rights from the Company's shareholders registered with the Company's shareholders' registry held by Depozitarul Central S.A. at the registration date of 13 May 2022, during the period the preference rights are traded, may subscribe a maximum number of New Shares calculated by dividing the number of preference rights held by the number of preference rights needed to subscribe one New Share (7.8) (if the case, with any rounding applicable under the regulations in force, including those drawn up by the Central Depository).
- 5.1.10. In case the maximum number of shares that can be subscribed during the period of exercise of preference rights (resulting from applying the above calculations) is not a natural number, the maximum number of shares that can actually be subscribed will be rounded down to the next lower natural number.
- 5.1.11. Details on the subscription procedure, subscription period, subscription price, payment procedure and method, subscription validation, subscription form etc. regarding New Shares will be included in the prospectus to be approved by the Financial Supervisory Authority in connection with the Share Capital Increase.
- 5.1.12. The Share Capital Increase has as purpose obtaining funds to finance the current activity of the Company and its group, respectively to finance ongoing projects and/or new projects.

The affirmative vote on this point of the agenda is alternative to the affirmative vote on point 5¹ of the EGMS agenda (equals to a negative vote on the relevant point of the agenda).

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).

6. Approval to empower the Board of Directors to issue any decision and to fulfil all the necessary, useful and / or opportune legal acts and deeds for the fulfilment of the decisions to be adopted by the EGMS regarding the Share Capital Increase, including regarding the following matters:
 - i. setting the structure and the duration of the Share Capital Increase operation, negotiating, as well as determining and approving the subscription price within the Share Capital Increase (according to market conditions, as well as approving the other final terms and conditions of the Share Capital Increase), selecting intermediaries for the Share Capital Increase, ensuring the drafting and publication of any offer prospectus, offer document, as well as negotiating, approving and signing any documents related to the Share Capital Increase, as the case may be, negotiating and signing any agreements with intermediaries and consultants, fulfilling any necessary, useful or timely acts and deeds in connection with the above;
 - ii. to approve any agreements regarding the Share Capital Increase or any other arrangements, commitments, offer prospectuses, offer documents, any subscription, sales, stabilization, agency, consulting agreements, certificates, statements, registers, notifications, additional documents and any other acts and necessary documents, to complete any formalities and to authorize and / or execute any other actions necessary to give full effect to the Share Capital Increase (including updating the Articles of Association of the Company);
 - iii. to authorize representatives of the Company to sign any such documents, to complete any such formalities and to perform any such actions; and
 - iv. to represent the Company in front of any competent authorities and institutions (such as the Trade Registry, the Financial Supervisory Authority, the Bucharest Stock Exchange, Depozitarul Central S.A.) with respect to the Share Capital Increase.

The affirmative vote on this point of the agenda is alternative to the affirmative vote on point 6¹ of the EGMS agenda (equals to a negative vote on the relevant point of the agenda).



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 fulfil all the necessary, useful and / or opportune legal acts and deeds for the fulfilment 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).

7. Setting the date of:

- 13 May 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;
- 12 May 2022 as “ex-date”, computed in accordance with the provisions of art. 2 (2) letter (l) of no. Regulation 5/2018;
- 11 May 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
- 16 May 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.

8. Approval of the authorisation of the executive members of the Board of Directors and/or the Company’s Managers, acting independently or jointly, 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 of the Company, 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

Considering the epidemiological context and the measures recommended by the competent authorities for preventing the spread of COVID-19, the Company recommends its shareholders:

- to access the documents related to the agenda of the OGMS and EGMS in electronic format, available at the designated address (<https://one.ro/investor-relations/>);
- to access and vote within the OGMS and EGMS by using the designated electronic voting platform (<https://one.evot.ro/>), in accordance with the procedure set out at letter f) below, respectively to vote by correspondence, in accordance with the instructions set out at letter e) below; and
- to communicate with the Company, to the extent possible, by using electronic means of communications.

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

Starting with 25 March 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 right to propose candidates for the position of member of the Board of Directors

The shareholders of the Company may submit proposals for candidates for appointment as a member of the Board of Directors. In this regard, they will specify in the proposal information about the name, place of residence and professional qualification of the proposed persons, accompanied by:

- a copy of the valid identity document of the Company's shareholder (in the case of individuals, identity card, passport, residence permit, respectively in the case of legal entities, identity card, passport, residence permit of the legal representative);
- the curriculum vitae of the person proposed for the position of member of the Board of Directors;
- in the case of a candidate's proposal for the position of independent member, an affidavit confirming that all eligibility criteria have been met (the template of such document being available as part of the supporting materials); and
- the consent form and the information note for collecting and processing personal data, filled in and signed by the candidate (the template of such document being available as part of the supporting materials).

The shareholders of the Company will be able to submit the proposals regarding the members of the Board of Directors (accompanied by the documents attesting the identity of the shareholder / candidate), sending in this regard a written request to the address investors@one.ro, no later than 11 April 2022 at 23:59, with the written mention "Proposal for candidates for the position of member of the Board of Directors".

The list containing the information regarding the name, place of residence and professional qualification of the persons proposed for the position of member of the Board of Directors will be published on the Company's website, and will be



updated daily, until 12 April 2022, at 18:00, in the section dedicated to the relationship with investors (<https://one.ro/investor-relations/>).

c) 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 11 April 2022.

The identification requirements mentioned at letter d) 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.

d) 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 and a 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. 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, together with the proof of identity of the relevant shareholder natural person/ the legal representative of the legal entity shareholder, and a 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).

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.

e) 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, together with the proof of identity of the relevant shareholder natural person/ the legal representative of the legal entity shareholder, and a 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), 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 21 April 2022, at 10:00 a.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; and
- (ii) the general power of attorney is signed by the shareholder, including by attaching an extended electronic signature, if the case.

f) 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 (*i.e.*, the proof of identity of the relevant shareholder natural person/ the legal representative of the legal entity shareholder, and a 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)) 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 21 April 2022, at 10:00 a.m., clearly mentioning on the envelope or in the subject of the e-mail "For the Extraordinary/Ordinary General Meeting of Shareholders convened for 26/27 April 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.

g) 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.evot.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, 12 April 2022

Mr. Claudio Cisullo – Chairman of the Board of Directors