



To: the Bucharest Stock Exchange
the Romanian Financial Supervisory Authority

CURRENT REPORT NO. 50/2023

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:	22.09.2023
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 759,530,863
Total number of shares:	3,797,654,315 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 Extraordinary General Meeting of the Company's Shareholders convened for 9/10 October 2023

One United Properties S.A. (hereinafter referred to as the "**Company**") informs the investors that, pursuant to the request of shareholders VINCI VER HOLDING S.R.L., respectively OA LIVIU HOLDING INVEST S.R.L. to add new points to the agenda of the Extraordinary General Meeting of Shareholders convened on 9/10 October 2023 (the "**EGMS**"), considering that such requests comply with the requirements provided by the applicable law, the agenda of the EGMS was duly supplemented by inserting items numbered from 3 to 8, as reflected in the supplemented convening notice.

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

Chairman of the Board of Directors

Claudio Cisullo





Annex 1

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 759,530,863

(the “Company”)

Supplemented convening notice for the General Ordinary and Extraordinary Meetings of the Shareholders of

ONE UNITED PROPERTIES S.A.

convened for 9 October 2023

Output no. 1157 of 22 September 2023

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 759,530,863 (“**OUP**” or the “**Company**”),

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**”),

WHEREAS:

- (A) On 5 September 2023, the convening notice of the Ordinary and Extraordinary General Meetings of the Company’s Shareholders was published in the Official Gazette, Part IV, no. 3939, convened for 9 October 2023 (first call) and 10 October 2023 (second call);
- (B) Each of VINCI VER HOLDING S.R.L., as a shareholder holding 1,005,749,043 shares representing 26.4834% of the Company’s subscribed share capital, respectively OA LIVIU HOLDING INVEST S.R.L. as shareholder holding 1,005,749,043 shares representing 26.4834% of the subscribed and paid share capital of the Company, has requested the Board of Directors to complete the agenda of the EGMS (as such term is defined below);

Supplements the agenda of:



The Extraordinary General Meeting of the Company's Shareholders (the "EGMS") for the date of 9 October 2023, 10:30 AM 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 27 September 2023, 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 **10 October 2023, 10:30 AM**, at the same place and with the same agenda and having the same Reference Date.

The Ordinary General Meeting of the Company's Shareholders (the "OGMS") for the date of 9 October 2023, 10:00 AM 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 27 September 2023, set as reference date (the "**Reference Date**"), will take part of, **remains unchanged**. In case the necessary quorum will not be met at the first convocation, a second meeting of the OGMS will take place on **10 October 2023, 10:00 AM**, at the same place and with the same agenda and having the same Reference Date; and

The agenda of the Ordinary General Meeting of Shareholders - unchanged:

1. **Approval of the election of Mr. Victor-Savi Nims as secretary of the OGMS and Ms. Irena Pavel as technical secretary of the OGMS, both having the identification data available at the Company's headquarters.**
2. **Approval of the half-year individual and consolidated financial statements prepared for the first six months of the financial year ending on 31 December 2023, together with the Board of Directors' report and the independent auditor's report. In the first six months of the financial year ending on 31 December 2023, the Company has registered a net consolidated profit in value of RON 286,943,120, registering a distributable net profit in the individual financial statements in value of RON 16,899,806.**
3. **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 2023 in value of RON 37,976,491.71 (gross amount) i.e., a dividend of RON 0.01/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 64,960,806 (of which RON 16,899,806 represents the distributable net profit for the first half of the financial year ending on 31 December 2023).**
4. **Approval of setting the date of:**
 - **16 January 2024 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**
 - **15 January 2024 as "ex-date", computed in accordance with the provisions of art. 2 (2) letter (I) of Regulation no. 5/2018; and**
 - **31 January 2024 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.

5. **Approval of the authorisation of the executive members of the Board of Directors and/or the Company's Managers acting jointly or severally, 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, 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.**

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

1. **Approval of the election of Mr. Victor-Savi Nims as secretary of the EGMS and Ms. Irena Pavel as technical secretary of the EGMS, both having the identification data available at the Company's headquarters.**
2. **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 12,481,281, in order to carry out and implement the provisions of any share allocations plans already approved (including 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, supplemented and updated) or which will be approved, and, respectively, the approval of the amendment of Article 5.1. 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 [9]/ [10] October 2026, 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 12,481,281, 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 (as well as to determine the manner of the share capital increase, including to determine that the share capital increase will take place by offsetting certain, liquid and payable claims in accordance with Article 89 of Law no. 24/2017 on issuers of financial instruments and market operations, republished, as subsequently amended and supplemented) and its related processes.”

3. **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 1.50 per share;
 - the aggregate value of the buyback program is up to RON 15,000,000;
 - 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 buy-back 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 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 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 contracting by the subsidiary ONE PROIECT 15 S.R.L., a legal entity of Romanian nationality, with registered office in Bucharest, Sector 1, Maxim Gorki Street no. 20, registered with the Trade Register Office of the Bucharest Court of Justice under number J40/13376/2022, (EUID) ROONRC J40/13376/2022, with unique registration code 46463119 (“One Proiect 15”), from a financing bank or a consortium of financing banks a credit facility of up to EUR 30,500,000 for the purpose of financing/ refinancing in part of the costs related to the One Gallery Project and a VAT**



credit facility of up to EUR 4,600,000 (or RON equivalent) for the purpose of financing/ refinancing the VAT recoverable related to the One Gallery Project (“One Gallery Facilities”), under the following terms and conditions:

- a) For the purpose of securing the One Gallery Facilities, the Company may provide in favor of the financing bank the consortium of financing banks the following guarantees:
 - movable mortgage on all present and future shares held by the Company in the share capital of One Proiect 15, as well as on all rights and accessories attached thereto;
 - a guarantee by which the Company will secure to the finance parties during the development period of One Gallery Project: (i) the performance of the obligation of One Proiect 15 to fund any cost overrun of the original budget envisaged; (ii) the performance of the obligation of One Proiect 15 to provide an equity contribution excess in the amount of EUR 3,000,000 for the completion of One Gallery Project; and (iii) the performance of the obligation of One Proiect 15 for the completion of One Gallery Project within the estimated timetable; and
 - a payment guarantee of any amounts owed by One Proiect 15 to the finance parties and unpaid on the due date under the finance documents (including any cost overrun of the original budget envisaged, the equity contribution in the amount of EUR 3,000,000 for the completion of One Gallery Project, as well as all necessary funds for the completion of One Gallery Project within the estimated timetable).
 - b) In the context of entering into the One Gallery Facilities, the Company may enter into a subordination agreement for all receivables resulting from loans granted by the Company to One Proiect 15 and all dividends owed by One Proiect 15 to the Company.
5. Approval of contracting by the subsidiary ONE HIGH DISTRICT S.R.L., a legal entity of Romanian nationality, with registered office in Bucharest, Sector 1, Maxim Gorki Street no. 20, registered at the Trade Registry Office of the Bucharest Court under no. J40/8190/2021, (EUID) ROONRC. J40/8190/2021, with unique registration code RO44235874 (“One High District”) from a financing bank or a consortium of financing banks for a credit facility in the amount of up to EUR 30,000,000 for the financing of One High District project costs and a VAT credit facility in the amount of up to EUR 6,000,000 (or RON equivalent) for the purpose of financing/refinancing VAT related to One High District project costs (“One High District Facilities”), under the following terms and conditions:
- a) For the purpose of securing the One High District Facilities, the Company may provide the following guarantees in favor of the financing bank or a consortium of financing banks:
 - movable mortgage over all present and future shares held by the Company in the share capital of One High District and all rights and appurtenances thereto; and
 - a guarantee by which the Company will secure: (i) any additional cost necessary for the completion of the One High District project, which was not estimated in the initial budget agreed with the financing bank or a consortium of financing banks; and (ii) the completion of the One High District project within the estimated timetable.
 - b) In the context of entering into the One High District Facilities, the Company may enter into a subordination agreement with respect to all claims arising from loans granted by the Company to the One High District or any other commitment pursuant to which the Company would have to recover any claim from the One High District and all dividends owed by the One High District to the Company.



6. **Approval of contracting by the subsidiary ONE LAKE DISTRICT S.R.L., a legal entity of Romanian nationality, having its registered office in Bucharest, Sector 1, Maxim Gorki Street, no. 20, registered at the Trade Registry Office of the Bucharest Court under no. J40/16082/2017, (EUID) ROONRC.J40/16082/2017, with unique registration code 38236450 (“One Lake District”) from a financing bank or a consortium of financing banks of a credit facility in the amount of up to EUR 30,000,000 for the purpose of financing/refinancing the costs related to the One Lake District project (“One Lake District Facility”), under the following terms and conditions:**
- a) **For the purpose of guaranteeing the One Lake District Facility, the Company may provide the following guarantees to the financing bank or a consortium of financing banks:**
 - **movable mortgage on all present and future shares held by the Company in the share capital of One Lake District and all rights and accessories attached thereto;**
 - **joint and several surety or corporate guarantee;**
 - **guarantee whereby the Company will secure: (i) any additional costs necessary for the completion of the One Lake District project, which were not estimated in the initial budget agreed with the financing bank or a consortium of financing banks; and (ii) to complete the One Lake District project within the estimated timetable.**
 - b) **In the context of entering into One Lake District Facility, the Company will be able to sign the related documentation as joint and several co-obligor for the payment of all amounts due to the financing bank or a consortium of financing banks; and**
 - c) **In the context of entering into the One Lake District Facility, the Company may enter into a subordination agreement in respect of all claims arising out of the loans granted by the Company to the One Lake District and all dividends owed by the One Lake District to the Company.**
7. **Approval of contracting by the subsidiary ONE LAKE CLUB S.R.L., a legal entity of Romanian nationality, with registered office in Bucharest, Sector 1, Maxim Gorki Street no. 20, registered at the Trade Registry Office of the Bucharest Court under no. J40/8913/2021, (EUID) ROONRC.J40/8913/2021, with unique registration code 44312314 (“One Lake Club”) from a financing bank or a consortium of financing banks for a credit facility in the amount of up to EUR 30,000,000 for the purpose of financing/financing the costs related to the One Lake Club project (“One Lake Club Facility”), under the following terms and conditions:**
- a) **For the purpose of guaranteeing the One Lake Club Facility, the Company may provide the following guarantees in favour of the financing bank or a consortium of financing banks:**
 - **movable mortgage over all present and future shares held by the Company in the share capital of One Lake Club and all rights and accessories attached thereto;**
 - **joint and several surety or corporate guarantee;**
 - **guarantee by which the Company will secure: (i) any additional cost necessary for the completion of the One Lake Club Project which was not estimated in the initial budget agreed with the financing bank or a consortium of financing banks and (ii) the completion of the One Lake Club Project within the estimated timetable.**
 - b) **In the context of entering into the One Lake Club Facility, the Company may sign the related documentation as joint and several co-obligor for the payment of all amounts due to the financing bank or a consortium of financing banks; and**



- c) In the context of entering into the One Lake Club Facility, the Company may enter into a subordination agreement in respect of all claims arising from the loans granted by the Company to One Lake Club and all dividends owed by One Lake Club to the Company.
8. The approval of the empowerment of the executive members of the Board of Directors, with full and individual powers, with the right of sub-delegation, so that, in the name and on behalf of the Company, they may negotiate, sign, deliver or deliver the documentation relating to the facilities and guarantees approved pursuant to items 4 - 7 hereof and take or cause to be taken any and all actions that the executive members of the Board of Directors shall deem necessary, appropriate or advisable to carry out the intent and purposes of the foregoing resolutions, including, without limitation:
- a) to negotiate, execute and deliver, in the name and on behalf of the Company, credit agreements, security agreements, subordination agreements or affidavits, and any other documents to be issued or executed by the Company to give effect to the resolutions in items 4 - 7 hereof and any correspondence to be executed and delivered pursuant to or in connection therewith, it being understood that the executive members of the Board of Directors are authorised and empowered to agree, on behalf of the Company, to any amendments, modifications or changes to be made thereto (if any, including changing the relevant credit institution which shall grant the facilities), any other contracts, documents or instruments to which the Company is a party or is intended to be a party, as they shall think fit, subject to the provisions of law and the Articles of Association;
 - b) to register any guarantees, loan agreements, movable share mortgage agreements, subordination agreements or affidavits (if required) and any other documents required to be issued or signed by the Company to give effect to the resolutions under items 4 - 7 above to which the Company is a party or is intended to be a party, if required, and to complete any and all formalities and take any other necessary steps, appropriate or advisable, to give full effect to the resolutions in paragraphs 4 to 7 above (including, without limitation, the registration to be made with the National Registry of Movable Publicity or the representation and signing of any necessary documents before the notary public or any other persons, institutions, authorities with competence in respect of registration in any public registers; and
 - c) to represent the Company at the general meeting of the shareholders of the subsidiaries referred to in the resolutions under items 4 - 7 above for the purpose of approving the facilities and guarantees approved thereunder.
9. Approval of setting the date of:
- 31 October 2023 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; and
 - 30 October 2023 as “ex-date”, computed in accordance with the provisions of art. 2 (2) letter (I) of Regulation no. 5/2018

As they are not applicable to this EGMS, 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 or payment date.



10. **Approval of the authorisation of the executive members of the Board of Directors and/or the Company's Managers acting jointly or severally, 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 EGMS of the Company, 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 EGMS.**

Miscellaneous

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

All the information materials regarding the items included on the agenda of the OGMS and of the EGMS shall be made available to the shareholders on the company's website, the investor relations section (<https://one.ro/investor-relations/>) at least 30 days prior to the date of the OGMS and EGMS. The shareholders of the Company may receive, upon request, copies of the documents related to the items on the agenda of the OGMS and EGMS.

- 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 OGMS and of the EGMS.

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 21 September 2023.

The identification requirements mentioned at letter c) 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 OGMS and EGMS 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 OGMS and EGMS



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 OGMS and EGMS, 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 OGMS and the EGMS 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.

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, 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 aga@one.ro) so as to be registered with the Company's registration desk until 4 October 2023, at 11:59 PM.



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.

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 (*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 aga@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 4 October 2023, at 11:59 PM, clearly mentioning on the envelope or in the subject of the e-mail “For the Ordinary/ Extraordinary General Meeting of Shareholders convened for 9/10 October 2023”.

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 OGMS and of the EGMS 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.evot.ro/> on any device connected to the Internet.

For identification purposes and online access to the OGMS and 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, **22 September 2023**

Mr. Claudio Cisullo – Chairman of the Board of Directors
