



**Supplemented convening notice for the General Ordinary and Extraordinary Meetings of the shareholders of**

**ONE UNITED PROPERTIES S.A.**

**convened for 10/11 September 2021**

**Output no. 553 from 20 August 2021**

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 286,015,588.20 RON ("**OUP**" or the "**Company**")

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

WHEREAS:

- A. on 30 July 2021 the convening notice for the General Ordinary and Extraordinary Meeting of the Shareholders of the Company was sent, meeting which was convened for the date of 10 September 2021 (first calling), respectively 11 September 2021 (second calling); and
- B. Mr. Victor Căpitanu, in his capacity as shareholder holding 425,562,457 shares, representing 29.76% of the Company's subscribed share capital, requested the Board of Directors to supplement the agenda of EGMS (as such term is defined below) with additional points,

**Convenes:**

**The Ordinary General Meeting of the Company's Shareholders (the "OGMS") for the date of 10 September 2021, 10:00 AM at Courtyard by Marriott Bucharest Floreasca, room Alfa, 1<sup>st</sup> floor, at the address 2 A Blvd. Dimitrie Pompeiu, Bucharest, 1<sup>st</sup> District, Romania**, to which all shareholders of the Company registered in the shareholders' registry (held by Depozitarul Central S.A.) until the end of day of **25 August 2021**, 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 11 September 2021, at 10:00 AM at the same place and with the same agenda and having the same Reference Date; and

**The Extraordinary General Meeting of the Company's Shareholders ("EGMS") for the date of 10 September 2021, 11:00 AM at Courtyard by Marriott Bucharest Floreasca, room Alfa, 1<sup>st</sup> floor, at the address 2 A Blvd. Dimitrie Pompeiu, Bucharest, 1<sup>st</sup> District, Romania**, to which all shareholders of the Company registered in the shareholders' registry (held by Depozitarul Central S.A.) until the end of day of **25 August 2021**, 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 11 September 2021, at 11:00 AM at the same place and with the same agenda and having the same Reference Date.

### **The agenda of the Ordinary General Meeting of Shareholders**

1. Approval of the distribution of dividends in the aggregate amount of RON 25,000,000 to the Company's shareholders from the Company's undistributed profit for the previous financial years.

**The affirmative vote on this point of the OGMS agenda, is alternative to the affirmative vote on point 2 of the OGMS agenda (equals to a negative vote on the respective point of the OGMS agenda).**

2. Approval of the distribution of dividends in the aggregate amount of RON 32,500,000 to the Company's shareholders from the Company's undistributed profit for the previous financial years.

**The affirmative vote on this point of the OGMS agenda, is alternative to the affirmative vote on point 1 of the OGMS agenda (equals to a negative vote on the respective point of the OGMS agenda).**

3. Approval of the appointment of a permanent invitee to the Board of Directors meetings, in the person of Mr. Daniel Dines or a suitable representative of Mr. Daniel Dines, accepted by the executive members of the Board of Directors.

4. Setting the date of:

- 28 September 2021 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. 86 para. (1) of Law no. 24/2017
- 27 September 2021 as "ex-date", computed in accordance with the provisions of art. 2 (2) letter (l) of Regulation no. 5/2018
- 11 October 2021 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 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 OGMS 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 OGMS.



## **The supplemented agenda of the Extraordinary General Meeting of Shareholders**

1. Approval of the increase of the Company's share capital with the amount of up to RON 228,812,470.6 by issuance of a number of up to 1,144,062,353 new ordinary, nominative and dematerialised shares with a nominal value of 0.20 RON per share (the „**New Shares**”), by incorporating approximately 80% of the share premiums resulted from the public offering conducted between 22 June 2021 and 2 July 2021 (the “**IPO**”) (the “**Share Capital Increase**”), as follows:
  - a) The New Shares shall be allotted to the shareholders of the Company on a pro rata basis with their current shareholdings in the Company's share capital; within the Share Capital Increase, for each 5 shares already held in the Company's share capital 4 New Shares shall be allotted, subject to the provisions set out at letter b) below;
  - b) In case the number of shares to which a shareholder may be entitled in the Share Capital Increase is not a natural number, the number of shares that will be actually allotted to such shareholder will be rounded down to the next lower natural number; and
  - c) Pursuant to the Share Capital Increase, the Company share capital will amount to up to RON 514,828,058.8 (of which RON 505,502,157.3 and EUR 1,922,633.5), fully subscribed and paid by the shareholders, divided into a number of up to 2,574,140,294 registered dematerialized shares, with a nominal value of 0.2 RON / share.

**The affirmative vote on this point of the agenda, is alternative to the affirmative vote on point 1<sup>1</sup> of the EGMS agenda (equals to a negative vote on the relevant point of the agenda).**

- 1<sup>1</sup> Approval of the increase of the Company's share capital with the amount of up to RON 228,812,470.6 by issuance of a number of up to 1,144,062,353 new ordinary, nominative and dematerialised shares with a nominal value of 0.20 RON per share (the „**New Shares**”), by incorporating approximately 80% of the share premiums resulted from the public offering conducted between 22 June 2021 and 2 July 2021 (the “**IPO**”) (the “**Share Capital Increase**”), as well as the approval of a price of RON 2 per share for the settlement of the shares fractions resulting from the implementation of the specific algorithm set out below and rounding of the number of New Shares to be issued, in accordance with the legal provisions in force, as follows:
  - a) The New Shares shall be allotted to the shareholders of the Company on a pro rata basis with their shareholdings in the Company's share capital; within the Share Capital Increase, for each 5 shares held in the Company's share capital 4 New Shares shall be allotted, subject to the provisions set out at letter b) below;
  - b) In case the number of shares to which a shareholder may be entitled in the Share Capital Increase is not a natural number, the number of shares that will be actually allotted to such shareholder will be rounded down to the next lower natural number;
  - c) The settlement price of the shares fractions resulting from the implementation of the algorithm set out at letter a) above and rounding of the results according to letter b) above, set in accordance with the applicable legal provisions shall be RON 2; and
  - d) Pursuant to the Share Capital Increase, the Company share capital will amount to up to RON 514,828,058.8 (of which RON 505,502,157.3 and EUR 1,922,633.5), fully subscribed and paid, divided into a number of up to 2,574,140,294 registered dematerialized shares, with a nominal value of 0.2 RON / share.

**The affirmative vote on this point of the agenda, is alternative to the affirmative vote on point 1 of the EGMS agenda (equals to a negative vote on the relevant point of the agenda).**



2. Approval of the authorisation of the Board of Directors to adopt any decision and perform any acts or deeds that would be necessary, useful or advisable for the implementation of the Share Capital Increase, including in connection with the following aspects:
- (i) confirmation of the final amount of the Share Capital Increase;
  - (ii) ensuring the listing of the New Shares on the regulated market, amendment of the Articles of Association in order to reflect the new share capital of the Company following the completion of the Share Capital Increase;
  - (iii) approving and executing any documents in relation to the Share Capital Increase, including any certificates, statement, registries, notifications, additional act and any other acts and documents that are necessary, in order to complete any formalities and authorization and / or execution any other actions that are necessary in order to give full effect to the Share Capital Increase; and
  - (iv) representing the Company before any competent authorities and institutions (such as the Trade Registry Office, the Financial Supervisory Authority, the Bucharest Stock Exchange, the Central Depository, etc.) in order to register the Share Capital Increase.

3. **WHEREAS:**

- (A) According to the provisions of article 101 of Law no. 31/1990, each paid share entitles its holder to one voting right in the general meeting of shareholders, to the extent that the articles of association does not stipulate otherwise;
- (B) The interpretation of the above-mentioned provisions, as issued inclusively by the High Court of Justice by Decision no. 1148/2011 dated 16 March 2011, acknowledges that such provisions grant the shareholders of a company the freedom to stipulate in the articles of association that certain shares grant their respective holders more than one voting right;
- (C) The capital markets legislation, as applicable to the Company, acknowledges repeatedly the possibility to establish classes of shares with multiple voting rights in art. 42 and art. 43, art. 69 para. (1) of Law no. 24/2017, art. 2 para. (2) letter e), art. 188 and art. 201 of Regulation no. 5/2018; and
- (D) The frequency of capital structures with different voting rights on the international capital markets and more recently on the Romanian capital market, as well as the Company's shareholders' wish to acknowledge the involvement and the role of each of Mr. Victor Căpitanu and Mr. Andrei-Liviu Diaconescu, as the Company's founders (the "**Founding Shareholders**"); și
- (E) The intention communicated within the Initial Public Offering to establish a new class of shares with multiple votes in the share capital of the Company, having the Founding Shareholders as the holders of such shares,

Approval to establish a new class of shares with multiple votes in the share capital of the Company ("**Class B**"), each share of Class B being a registered and dematerialized share, having a nominal value equal to 0.2 RON / share and conferring 5 voting rights per share (the creation of this Class B of shares is performed in view of the conversion of shares referred at point 4 below, the shares in Class B will be thus held by the Founding Shareholders and will be subject to the provisions described at points 4 and 5 below) and the approval of the renaming of the current class of ordinary, registered and dematerialized shares from the share capital of the Company in "**Class A**".

**The affirmative vote on this point of the agenda, is alternative to the affirmative vote on point 3<sup>1</sup> of the EGMS agenda (equals to a negative vote on the relevant point of the agenda).**



3<sup>1</sup> WHEREAS:

- (A) According to the provisions of article 101 of Law no. 31/1990, each paid share entitles its holder to one voting right in the general meeting of shareholders, to the extent that the articles of association does not stipulate otherwise;
- (B) The interpretation of the above-mentioned provisions, as issued inclusively by the High Court of Justice by Decision no. 1148/2011 dated 16 March 2011, acknowledges that such provisions grant the shareholders of a company the freedom to stipulate in the articles of association that certain shares grant their respective holders more than one voting right;
- (C) The capital markets legislation, as applicable to the Company, acknowledges repeatedly the possibility to establish classes of shares with multiple voting rights in art. 42 and art. 43, art. 69 para. (1) of Law no. 24/2017, art. 2 para. (2) letter e), art. 188 and art. 201 of Regulation no. 5/2018; and
- (D) The frequency of capital structures with different voting rights on the international capital markets and more recently on the Romanian capital market, as well as the Company's shareholders' wish to acknowledge the involvement and the role of each of Mr. Victor Căpitanu and Mr. Andrei-Liviu Diaconescu, as the Company's founders (the "Founding Shareholders");
- (E) The intention communicated within the Initial Public Offering to establish a new class of shares with multiple votes in the share capital of the Company, having the Founding Shareholders as the holders of such shares;
- (F) Each of the Founding Shareholders intention to contribute all their shares in the share capital of the Company to companies wholly owned by each of them, i.e.:
  - Mr. Victor Căpitanu will contribute all the shares held by him in the share capital of the Company to the share capital of Vinci VER Holding S.R.L., a limited liability company, incorporated in accordance with the Romanian laws, headquartered at 20 Maxim Gorki Street, District 1, Bucharest, Romania, registered with the Trade Registry under number J40/14243/2021, EUID ROONRC.J40/14243/2021, sole registration code 44759402 („**Vinci**”), of which he is the sole shareholder (holding 100% of the share capital and voting rights); and
  - Mr. Andrei – Liviu Diaconescu will contribute all the shares held by him in the share capital of the Company to the share capital of OA Liviu Holding Invest S.R.L., a limited liability company, incorporated in accordance with the Romanian laws, headquartered at 20 Maxim Gorki Street, District 1, Bucharest, Romania, registered with the Trade Registry under number J40/14248/2021, EUID ROONRC.J40/14248/2021, sole registration code 44759623 („**OA**”), of which he is the sole shareholder (holding 100% of the share capital and voting rights)(Vinci and OA are hereinafter referred to as the „**Founding Shareholders' Companies**”); and
- (G) The contribution by the Founding Shareholders to the Founding Shareholders' Companies, as referred in recital (F) above being contemplated to take place on or about 1 September 2021,

Approval to establish a new class of shares with multiple votes in the share capital of the Company (“**Class B**”), each share of Class B being a registered and dematerialized share, having a nominal value equal to 0.2 RON / share and conferring 5 voting rights per share (the creation of this Class B of shares is performed in view of the conversion of shares referred at point 41 below, the shares in Class B will be thus held by the Founding Shareholders' Companies and will be subject to the provisions described at points 41 and 51 below) and the approval of the renaming of the current class of ordinary, registered and dematerialized shares from the share capital of the Company in “**Class A**.”



**The affirmative vote on this point of the agenda, is alternative to the affirmative vote on point 3 of the EGMS agenda (equals to a negative vote on the relevant point of the agenda).**

4. Subject to the approval by the EGMS of item 3 of the above agenda, the approval of the conversion 22.74% of the ordinary shares issued in the share capital of the Company (by reference to the share capital of the Company, as increased following the issuance of New Shares, to the extent the EGMS approves the resolution at point 1 of the above agenda), in Class B shares, as follows:
- a number of ordinary, registered and dematerialized shares from the share capital of the Company (Class A), having a nominal value of RON 0.2 each, representing 11.37% from the share capital of the Company, owned by the shareholder Victor Căpitanu will be converted into Class B shares; and
  - a number of ordinary, registered and dematerialized shares from the share capital of the Company (Class A), having a nominal value of RON 0.2 each, representing 11.37% from the share capital of the Company, owned by the shareholder Andrei-Liviu Diaconescu will be converted into Class B shares.

**The affirmative vote on this point of the agenda, is alternative to the affirmative vote on point 4<sup>1</sup> of the EGMS agenda (equals to a negative vote on the relevant point of the agenda).**

- 4<sup>1</sup> Subject to the approval by the EGMS of item 31 of the above agenda, the approval of the conversion 22.74% of the ordinary shares issued in the share capital of the Company (as the case may be, by reference to the share capital of the Company, as increased following the issuance of New Shares, to the extent the EGMS approves the resolution at point 11 of the above agenda), in Class B shares, as follows:
- a number of ordinary, registered and dematerialized shares from the share capital of the Company (Class A), having a nominal value of RON 0.2 each, representing 11.37% from the share capital of the Company, owned by Vinci VER Holding S.R.L. will be converted into Class B shares; and
  - a number of ordinary, registered and dematerialized shares from the share capital of the Company (Class A), having a nominal value of RON 0.2 each, representing 11.37% from the share capital of the Company, owned by OA Liviu Holding Invest S.R.L. will be converted into Class B shares.

**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. Subject to the approval by the EGMS of items 3 and 4 of the above agenda, approval to amend the Articles of Incorporation, as follows:
- 5.1 The current article 4.2 shall be amended as follows  
*"4.2 The shares issued by the Company are registered, issued in dematerialized form by registration in:*
- *the register of Class A shareholders of the Company, kept by Depozitarul Central S.A., in case of Class A shares, which are ordinary and freely transferable; and*
  - *the register of Class B shareholders of the Company, kept by the Board of Directors of the Company, in case of Class B shares, which are transferred in accordance with the provisions of these Articles of Incorporation."*
- 5.2 The current article 4.3 will be amended and will have the following content:  
*"4.3 Each share:*
- *of Class B, issued by the Company, and held by a shareholder (other than the Company), confers five (5) voting rights at shareholders' meetings; and*



- of Class A, issued by the Company, and held by a shareholder (other than the Company), confers one (1) voting right in the shareholders' meetings,

*unless certain voting rights of the shares are suspended in accordance with the applicable law. If at a certain general meeting there are suspended voting rights, the suspended voting rights shall not be taken into account when determining the quorum of attendance and the majority required for the adoption of decisions."*

5.3 Article 4.7 will be amended and will have the following content:

*„4.7 The Class A Shares of the Company are admitted to trading on the regulated market, the Main segment, the Premium category of the Bucharest Stock Exchange S.A. ("BVB")."*

5.4 Article 4.8 will be amended and will have the following content:

*„4.8 The ownership right over the Class A shares of the Company will be transferred, after the admission to trading of the Class A shares, in accordance with the regulations of the capital market. The ownership right over the Class B shares of the Company will be transferred in accordance with the provisions of art. 4.11 herein."*

5.5 A new paragraph shall be added to the current Article 6.1, which shall read as follows:

*„6.1 (2) The owners of each Share Class meet in special meetings, in which they will discuss issues related to the interests of the shareholders of the respective Class, the decisions being adopted under the conditions provided for the extraordinary general meetings of the Company. Any owner of shares in that Class may attend such meetings. Any reference to the "GMS" or to the "general meeting of shareholders" in this Articles of Incorporation shall apply, mutatis mutandis, to special meetings. "*

5.6 The content of the current letter (g) of Article 6.3 shall be amended to read as follows:

*"6.3 (g) conversion/ acknowledgement of conversion of shares from one Class / category to another."*

5.7 Introducing a new article 4.9, as follows:

*„The Class B shares are freely transferable to and between the Founding Shareholders and the Affiliates of the Founding Shareholders, a transfer which may be concluded in any way, such as, but not limited to, sale, donation, contribution to the share capital of a company, for valuable consideration or free of charge. The transfer in accordance with this paragraph is made through the statement made in the register of Class B shareholders, signed by the seller and the purchaser or their proxies. If the respective seller and purchaser agree, the assignment of the Class B shares may be made exclusively under the shares sale-purchase agreement concluded between the seller and the purchaser, in which case the transfer will be recorded in the register of Class B shareholders only for the purpose of opposability and not for the validity of the transfer. This registration may be made by the director, without the signature of the seller and the purchaser being required.*

*Upon a transfer of Class B shares to any person who is not a Founding Shareholder or an Affiliate of a Founding Shareholder ("**Non-Affiliate Transferee**"), such Class B shares will be automatically converted into Class A shares. Any person who was an Affiliate of a Founding Shareholder on the date of the transfer and then ceases to be an Affiliate of a Founding Shareholder shall also be deemed to be a Non-Affiliate Transferee upon losing such affiliation and any Class B shares owned by he/she/it will be automatically converted into Class A shares on the date it ceases to be an Affiliate of a Founding Shareholder. The Board of Directors will acknowledge such conversion and convene the EGMS of the Company to acknowledge the conversion of the respective shares. For the avoidance of any doubt, the Non-Affiliate Transferee will be conflicted from voting upon any EGMS resolution with regards to the conversion of the relevant shares from Class B to Class A.*



*For the purposes of this article, the term “Affiliate” shall mean, with respect to any person, any other person that, directly or indirectly, alone or through one or more intermediaries, controls, is controlled by, or is under common control with that person; in relation to an individual, the affiliate shall also include the spouse, the ascendants and the descendants of 1<sup>st</sup> degree of kin, as well as the legal entities controlled by such persons; furthermore, Mr. Victor Căpitanu, as well as any of his Affiliates, will act as Affiliates of Mr. Andrei-Liviu Diaconescu and any of his Affiliates, and Mr. Andrei-Liviu Diaconescu, as well as any of his Affiliates, will act as Affiliates of Mr. Victor Căpitanu, as well as any of his Affiliates.”*

**The affirmative vote on this point of the agenda, is alternative to the affirmative vote on point 5<sup>1</sup> of the EGMS agenda (equals to a negative vote on the relevant point of the agenda).**

5<sup>1</sup> Subject to the approval by the EGMS of items 3<sup>1</sup> and 4<sup>1</sup> of the above agenda, approval to amend the Articles of Incorporation, as follows:

5.1<sup>1</sup> The current article 4.2 shall be amended as follows

*“4.2 The shares issued by the Company are registered, issued in dematerialized form by registration in:*

- the register of Class A shareholders of the Company, kept by Depozitarul Central S.A., in case of Class A shares, which are ordinary and freely transferable; and*
- the register of Class B shareholders of the Company, kept by the Board of Directors of the Company, in case of Class B shares, which are transferred in accordance with the provisions of these Articles of Incorporation.”*

5.2<sup>1</sup> The current article 4.3 will be amended and will have the following content:

*“4.3 Each share:*

- of Class A, issued by the Company, and held by a shareholder (other than the Company), confers one (1) voting right in the shareholders' meetings; and*
- of Class B, issued by the Company, and held by a shareholder (other than the Company), confers five (5) voting rights at shareholders' meetings,*

*unless certain voting rights of the shares are suspended in accordance with the applicable law. If at a certain general meeting there are suspended voting rights, the suspended voting rights shall not be taken into account when determining the quorum of attendance and the majority required for the adoption of decisions.”*

5.3<sup>1</sup> Article 4.7 will be amended and will have the following content:

*“4.7 The Class A Shares of the Company are admitted to trading on the regulated market, the Main segment, the Premium category of the Bucharest Stock Exchange S.A. (“BVB”).”*

5.4<sup>1</sup> Article 4.8 will be amended and will have the following content:

*“4.8 The ownership right over the Class A shares of the Company will be transferred, after the admission to trading of the Class A shares, in accordance with the regulations of the capital market. The ownership right over the Class B shares of the Company will be transferred in accordance with the provisions of art. 4.9 of these Articles of Incorporation.”*

5.5<sup>1</sup> A new paragraph shall be added to the current Article 6.1, which shall read as follows:

*“6.1 (2) The owners of each Share Class meet in special meetings, in which they will discuss issues related to the interests of the shareholders of the respective Class, the decisions being adopted under the conditions provided for the extraordinary general meetings of the Company. Any owner of shares in that Class may attend such meetings. Any reference to the “GMS” or to the “general meeting of shareholders” in this Articles of Incorporation shall apply, mutatis mutandis, to special meetings.”*

5.6<sup>1</sup> The content of the current letter (g) of Article 6.3 shall be amended to read as follows:

*“6.3 (g) conversion/ acknowledgement of conversion of shares from one Class / category to another.”*





5.7<sup>1</sup> Introducing a new article 4.9, as follows:

*“(1) The Class B shares are freely transferable to and between Mr. Victor Căpitanu and Mr. Andrei-Liviu Diaconescu, as the Company’s founders (the “**Founding Shareholders**”) and the Affiliates of the Founding Shareholders, including, but without limitation, Vinci VER Holding S.R.L. (the sole shareholder of this company being Mr. Victor Căpitanu) and OA Liviu Holding Invest S.R.L. (the sole shareholder of this company being Mr. Andrei-Liviu Diaconescu) (the “**Founding Shareholders’ Companies**”) a transfer which may be concluded in any way, such as, but not limited to, sale, donation, contribution to the share capital of a company, for valuable consideration or free of charge. The transfer in accordance with this paragraph is made through the statement made in the register of Class B shareholders, signed by the seller and the purchaser or their proxies. If the respective seller and purchaser agree, the assignment of the Class B shares may be made exclusively under the shares sale-purchase agreement concluded between the seller and the purchaser, in which case the transfer will be recorded in the register of Class B shareholders only for the purpose of opposability and not for the validity of the transfer. This registration may be made by the Board of Directors, without the signature of the seller and the purchaser being required.*

*(2) Upon a transfer of Class B shares to any person who is not a Founding Shareholder or an Affiliate of a Founding Shareholder (“**Non-Affiliate Transferee**”), such Class B shares will be automatically converted into Class A shares. Any person who was an Affiliate of a Founding Shareholder on the date of the transfer and then ceases to be an Affiliate of a Founding Shareholder shall also be deemed to be a Non-Affiliate Transferee upon losing such affiliation and any Class B shares owned by he/she/it will be automatically converted into Class A shares on the date it ceases to be an Affiliate of a Founding Shareholder. The Board of Directors will acknowledge such conversion and convene the EGMS of the Company to acknowledge the conversion of the respective shares. For the avoidance of any doubt, the Non-Affiliate Transferee will be conflicted from voting upon any EGMS resolution with regards to the conversion of the relevant shares from Class B to Class A.*

*(3) For the purposes of this article, the term “**Affiliate**” shall mean, with respect to any person, any other person that, directly or indirectly, alone or through one or more intermediaries, controls, is controlled by, or is under common control with that person; the affiliate shall also include the spouse, the ascendants and the descendants of 1st degree of kin, as well as the legal entities controlled by such persons; furthermore, Mr. Victor Căpitanu, as well as any of his Affiliates, will act as Affiliates of Mr. Andrei-Liviu Diaconescu and any of his Affiliates, and Mr. Andrei-Liviu Diaconescu, as well as any of his Affiliates, will act as Affiliates of Mr. Victor Căpitanu, as well as any of his Affiliates.”*

**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 of the entry into force of the resolutions adopted pursuant to points 3 to 5 above (subject to their approval) from the date of admission of the registration by the relevant Trade Registry Office.

**The affirmative vote on this point of the agenda, is alternative to the affirmative vote on point 6<sup>1</sup> of the EGMS agenda (equals to a negative vote on the relevant point of the agenda).**

- 6<sup>1</sup> Approval of the entry into force of the resolutions adopted pursuant to points 3<sup>1</sup> to 5<sup>1</sup> above (subject to their approval) from the date of admission of the registration by the relevant Trade Registry Office.

**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. Approval of the authorisation of the Board of Directors to adopt any decision and perform any acts or deeds that would be necessary, useful or advisable for the implementation of the of the resolutions to be



adopted by the EGMS on items 3 to 6 above (subject to their approval), including in connection with the following aspects:

- (i) confirmation of the final number of Class B Shares in the share capital of the Company, following the conversion of Class A shares, respectively confirmation of the final structure of share capital of the Company;
- (ii) ensuring the amendment of the Articles of Association in order to reflect the new share capital structure of the Company, split into classes of shares;
- (iii) approving and executing any documents in relation to the resolutions to be adopted by the EGMS on items 3 and 4 above, including any certificates, statements, registries, notifications, additional act and any other acts and documents that are necessary, in order to complete any formalities and authorization and / or execution any other actions that are necessary in order to give full effect to the abovementioned resolutions; and
- (iv) representing the Company before any competent authorities and institutions (such as the Trade Registry Office, the Financial Supervisory Authority, the Bucharest Stock Exchange, the Central Depository, etc.) in order to register abovementioned resolutions.

**The affirmative vote on this point of the agenda, is alternative to the affirmative vote on point 7<sup>1</sup> of the EGMS agenda (equals to a negative vote on the relevant point of the agenda).**

7<sup>1</sup>. Approval of the authorisation of the Board of Directors to adopt any decision and perform any acts or deeds that would be necessary, useful or advisable for the implementation of the of the resolutions to be adopted by the EGMS on items 3<sup>1</sup> to 6<sup>1</sup> above (subject to their approval), including in connection with the following aspects:

- (i) confirmation of the final number of Class B Shares in the share capital of the Company, following the conversion of Class A shares, respectively confirmation of the final structure of share capital of the Company;
- (ii) ensuring the amendment of the Articles of Association in order to reflect the new share capital structure of the Company, split into classes of shares; for this purpose, but without any limitation, article 4.1 of the Articles of Incorporation will be amended to reflect the final structure, split into classes of shares, of the Company's share capital, as well as the number of shares and the total nominal value of shares in each class, the share capital proportion represented by each class of shares, the currency of the subscriptions etc.;
- (iii) approving and executing any documents in relation to the resolutions to be adopted by the EGMS on items 3<sup>1</sup> to 6<sup>1</sup> above, including any certificates, statements, registries, notifications, additional act and any other acts and documents that are necessary, in order to complete any formalities and authorization and / or execution any other actions that are necessary in order to give full effect to the abovementioned resolutions; and
- (iv) representing the Company before any competent authorities and institutions (such as the Trade Registry Office, the Financial Supervisory Authority, the Bucharest Stock Exchange, the Central Depository, etc.) in order to register abovementioned resolutions.

**The affirmative vote on this point of the agenda, is alternative to the affirmative vote on point 7 of the EGMS agenda (equals to a negative vote on the relevant point of the agenda).**

8. Setting the date of:



- 28 September 2021 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. 86 para. (1) of Law no. 24/2017
- 27 September 2021 as “ex-date”, computed in accordance with the provisions of art. 2 (2) letter (l) of no. Regulation 5/2018
- 24 September 2021 – as the date of guaranteed participation, in accordance with the provisions of art. 2 para. (2) letter j) of Regulation no. 5/2018
- 5 October 2021 as payment date, computed in accordance with the provisions of art. 178 (2) of Regulation no. 5/2018.

**The affirmative vote on this point of the agenda, is alternative to the affirmative vote on point 8<sup>1</sup> of the EGMS agenda (equals to a negative vote on the relevant point of the agenda).**

8<sup>1</sup>. Setting the date of:

- 17 December 2021 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. 86 para. (1) of Law no. 24/2017;
- 16 December 2021 as “ex-date”, computed in accordance with the provisions of art. 2 (2) letter (l) of no. Regulation 5/2018;
- 15 December 2021 – as the date of guaranteed participation, in accordance with the provisions of art. 2 para. (2) letter j) of Regulation no. 5/2018;
- 20 December 2021 as payment date, computed in accordance with the provisions of art. 178 (4) of Regulation no. 5/2018; and
- 27 December 2021 as payment date, computed in accordance with the provisions of art. 178 (1) of Regulation no. 5/2018, for the payment of the price for the settlement of the shares fractions resulting from the implementation of the specific algorithm of the Share Capital Increase.

**The affirmative vote on this point of the agenda, is alternative to the affirmative vote on point 8 of the EGMS agenda (equals to a negative vote on the relevant point of the agenda).**

9. Approval of the authorisation of the executive members of the Board of Directors and/or of the Company’s Managers, with the right to sub-delegate, in the name and on behalf of the Company, with full power and authority, to execute any documents, including the resolutions of the EGMS 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.

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## Miscellaneous

Considering the epidemiological context and the measures imposed 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 10 August 2021, all the information materials regarding the items included on the agenda of the OGMS and the EGMS shall be made available to the shareholders on the company's website, the investor relations section (<https://one.ro/investor-relations/>). The shareholders of the Company may receive, upon request, copies of the documents related to the items on the agenda of the EGMS and OGMS.

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

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

- a) 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
- b) 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 at 20 Maxim Gorki Street, District 1, Bucharest, Romania or via e-mail, in compliance with the regulations issued by the FSA, to the address [investors@one.ro](mailto:investors@one.ro)) no later than 19 August 2021.

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 EGMS and OGMS agenda.

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

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

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

The access and/or the correspondence vote by shareholders entitled to attend the EGMS and OGMS is allowed, subject to simple proof of their identity made by presenting, in case of shareholders who are natural persons, their identity document and, in case of legal entities, based on the identity document of the legal representative, accompanied by 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, in order to allow the identification of the shareholder in the list of shareholders of the Company issued by the Central Depository and which, if the Central Depository was not informed in time about the change of legal representative of the shareholder, will prove the capacity of legal representative of the relevant shareholder.

The documents presented in a language other than Romanian or English will be accompanied by the translation made by an authorized translator, the legalization / apostille of the translation not being necessary.

The representatives of shareholders – natural/legal persons will be identified based on their identity document, accompanied by the special or general power of attorney signed by the shareholder who is a natural person/the legal representative of the shareholder that is a legal person, as the case may be.

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

#### **d) General Powers of Attorney**

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

Before their first use, general powers of attorney shall be deposited/sent to the Company's registered headquarters at 20 Maxim Gorki Street, District 1, Bucharest, Romania, 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](mailto:investors@one.ro)) so as to be registered with the Company's registration desk until 8 September 2021, at 10 AM.

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 (20) 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. 92 para. (15) of the Law no. 24/2017. The proxy cannot be substituted by another person. To the extent the empowered person is a legal entity, it may exercise its mandate through any person belonging to the administrative or management body or its employees.

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

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

The general powers of attorney will be accompanied, in case of shareholders who are natural persons, by their identity document and, in case of legal entities, based on the identity document of the legal representative, accompanied by 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, in order to allow the identification of the shareholder in the list of shareholders of the Company issued by the Central Depository and which, if the Central Depository was not informed in time about the change of legal representative of the shareholder, will prove the capacity of legal representative of the relevant shareholder.

The documents presented in a language other than Romanian or English will be accompanied by the translation made by an authorized translator, the legalization / apostille of the translation not being necessary.

The representatives of shareholders – natural/legal persons will be identified based on their identity document, accompanied by the general power of attorney.

#### **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 will be accompanied, in case of shareholders who are natural persons, by their identity document and, in case of legal entities, based on the identity document of the legal representative, accompanied by 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, in order to allow the identification of the shareholder in the list of shareholders of the Company issued by the Central Depository and which, if the Central Depository was not informed in time about the change of legal representative of the shareholder, will prove the capacity of legal representative of the relevant shareholder.

The documents presented in a language other than Romanian or English will be accompanied by the translation made by an authorized translator, the legalization / apostille of the translation not being necessary.

The representatives of shareholders – natural/legal persons will be identified based on their identity document, accompanied by the special power of attorney signed by the shareholder who is a natural person/the legal representative of the shareholder that is a legal person, as the case may be.

The special powers of attorney/ correspondence voting ballots and the related documents shall be deposited/sent to the Company’s registered headquarters at 20 Maxim Gorki Street, District 1, Bucharest, Romania (Monday to Friday, 10:00 to 17:00), 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](mailto: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 8 September 2021, 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 10/11 September 2021”.

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



#### f) Electronic vote

The electronic vote may be exercised by using electronic means of voting according to art. 197 of Regulation no. 5/2018, by accessing the link <https://one.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, **20 August 2021.**

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**Mr. Claudio Cisullo – Chairman**

