



**PRESENTATION MATERIAL REGARDING THE BUYBACK PROGRAM OF
ONE UNITED PROPERTIES S.A. (THE “COMPANY”)**

Bucharest, 20 Maxim Gorki Street, District 1

J40/21705/2007, Sole Registration Code 22767862, EUID: ROONRC.J40/21705/2007,

subscribed and fully paid-in share capital: RON 514,828,058.8

According to Article 103¹ of the Companies Law no. 31/1990, republished, as subsequently amended and supplemented (the “**Companies Law**”), the buyback of shares can take place under the following conditions:

„a) the authorization of the purchase of its own shares is given by the extraordinary general assembly of the shareholders that establishes the conditions to acquire the shares, mostly the maximum number of shares which is going to be purchased, the period for which the authorization is granted and which cannot exceed 18 months as from the date when the decision was published in the Official Gazette of Romania, Part IV, and in case of a purchase for a consideration, their minimum and maximum equivalent value;

b) the nominal value of the own shares purchased by the company, including those already existing in its portfolio, cannot exceed 10% of the subscribed registered capital;

c) the transaction can only have as object fully paid shares;

d) the payment of the shares thus purchased shall be done only out of the distributable profits or of the available reserves of the company, as registered in the last approved annual financial statement, except for the legal reserves”.

Consequently, the buyback program which is put to the shareholders’ vote in accordance with point 3 on the agenda of the Extraordinary General Meeting of Shareholders convened for 26/27 April 2022 (the “**EGMS**”) fulfils the requirements of the Companies Law.

In addition to the provisions of the Companies Law, in accordance with 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 (“**Regulation 2016/1052**”) and those of article 5 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**”), the prohibitions in articles 14 (prohibition of insider dealing and of unlawful disclosure of inside information) and 15 (prohibition of market manipulation) of MAR do not apply to trading in own shares in buy-back programmes where:

a) the full details of the program are disclosed prior to the start of trading;

- b) trades are reported as being part of the buy-back program to the competent authority of the trading venue in accordance with paragraph 3 and subsequently disclosed to the public;
- c) adequate limits with regard to price and volume are complied with; and
- d) it is carried out in accordance with the following objectives: (i) to reduce the capital of the issuer; (ii) to meet obligations arising from debt financial instruments that are exchangeable into equity instruments; or (iii) to meet obligations arising from share option plans, or other allocations of shares, to employees or to members of the administrative, management or supervisory bodies of the issuer or of an associate company; and
- e) the conditions set out in MAR and in the technical standards of Regulation 2016/1052 are complied.

Thus, the Company will either carry out the buyback program in accordance with the abovementioned provisions (the “*safe harbour*”) or, as the case may be, to the extent the buyback do not benefit from the safe harbour, in compliance with the prohibitions in articles 14 (prohibition of insider dealing and of unlawful disclosure of inside information) and 15 (prohibition of market manipulation) of MAR.

The Board of Directors will ensure adequate public disclosure, prior to the start of trading in the buyback program, of the purpose of the program (the purpose of the program currently still being subject to analysis at the level of the Board of Directors).