



## PROCEDURE REGARDING THE PAYMENT OF COMPENSATION FOR THE FRACTIONS RESULTING FROM THE NOMINAL VALUE CONSOLIDATION

### ONE UNITED PROPERTIES S.A.

**One United Properties S.A.**, with its registered office in Bucharest, District 1, 20 Maxim Gorki Street, registered at the Bucharest Trade Registry Office under no. J40/21705/2007, CUI 22767862, Unique European Identifier (EUID): ROONRC. J40/21705/2007, subscribed and fully paid-up share capital: RON 765,771,503.40 (the “**Company**” or “**ONE**”), informs the shareholders about the procedure for the payment of the compensations from the fractions resulting from the operation to consolidate the nominal value of the Company's shares from the nominal value of RON 0.2/share to the nominal value of RON 10/share, by increasing the nominal value of the shares concomitantly with the decrease of the total number of shares (50 shares with a nominal value of RON 0.2/share will represent one share with a nominal value of 10 RON/share) (“**Nominal Value Consolidation**”).

The Nominal Value Consolidation is proposed for approval during the meeting of the Extraordinary General Meeting of Shareholders (“**EGMS**”) convened on 10 October 2024 (first convening)/11 October 2024 (second convening).

According to the legal provisions applicable to the capital market, if fractions of financial instruments result following the application of the algorithm for calculating the number of shares due as a result of the Nominal Value Consolidation, the number of shares will be rounded down to the lower whole number.

If fractions of financial instruments result following the Nominal Value Consolidation, the Board of Directors has proposed for approval by the EGMS a price per consolidated share, with which the respective fractions will be compensated.

The price thus proposed by the Board of Directors:

- amounts RON 46.225/consolidated share, for the compensation of the fractions of shares resulting from the Nominal Value Consolidation;
- was calculated by multiplying the amount of RON 0.9245 (representing the average trading value of the share with a nominal value of RON 0.2, referring to the last 12 months prior to the convening of the EGMS, adjusted for changes generated by any corporate events during this period, if applicable) by 50 (representing the ratio between the consolidated nominal value (RON 10/share) and the nominal value prior to the Nominal Value Consolidation (RON 0.2/share)).

The effective compensation will comply with the following formula:

*Compensation value = Compensation price of fractions of consolidated share (RON 46.225) x Resulting fraction*

The consideration for the fractions resulting from the Nominal Value Consolidation, due to the shareholders registered in the Shareholders' Registry kept by Depozitarul Central S.A. as of 11 December 2024, the registration date, will be payable starting on 19 December 2024, the payment date for such fractions.



If the shareholder is represented by several Participants and/or appears with shares registered in both Sections 1 and 2 of Depozitarul Central, the new shares will be granted on a pro rata basis and rounding down to the lower whole number will be made in relation to each package of shares identified according to the above, and not in relation to the total shares held by the shareholder. As a consequence, in order to avoid possible rounding operations as a result of the Nominal Value Consolidation, in accordance with the applicable legal provisions, the recommendation addressed to shareholders is to ensure that, by 9 December 2024 inclusive (previous date to the *ex-date*), the portfolios they hold are unified, either in Section 1 or with a single Participant, and, regardless of the situation, they should be a number divisible by 50.

Also, shareholders who, following the Nominal Value Consolidation, would not benefit from the allocation of a whole number of shares, may trade on their own initiative, until 9 December 2024 inclusive (previous date to the *ex-date*), a number of shares with the symbol ONE to ensure the allocation, following the Nominal Value Consolidation, of a whole number of shares. We also specify that shareholders who will have a number of less than 50 shares will lose the status of shareholder of the Company as a result of the completion of the Nominal Value Consolidation, and will be appropriately compensated for the resulting fraction. The processes indicated above can only be carried out by each shareholder according to their own decision, the Company not being involved in this share trading process in any capacity. The payment of the compensation of the resulting fractions will be made to all impacted shareholders starting with 19 December 2024, as they are not subject to the statute of limitation in accordance with the applicable legal provisions.

Compared to the value of the fractions resulting from the Nominal Value Consolidation, the Company will bear the commission due to Depozitarul Central. The Company declares that it does not assume responsibility for the application of any commissions or expenses by the Participants, as well as any other commissions or expenses that may result from other transactions expressly requested by the shareholders, who will bear any such commissions or expenses.

## I. METHODS OF PAYMENT OF THE FRACTIONS

### 1. Payments in the accounts of Participants (intermediary participants to the clearing-settlement and register system of Depozitarul Central), for shareholders who hold accounts with the Participants.

1.1. For shareholders, who are individuals, legal entities or entities without legal personality for which, on 19 December 2024, the payment date for such fractions, the Participant provides main and/or related financial investment services, who, on 11 December 2024 (the registration date pertaining to the Nominal Value Consolidation) hold financial instruments issued by the Company, outlined in Section II of the Registry held by Depozitarul Central, in the account opened with the Participant, the compensation for the fractions will automatically be paid into the Participants' accounts, on 19 December 2024, without presenting additional documents.

### 2. By bank transfer to the accounts of the shareholders not represented by Participants, accounts communicated to Depozitarul Central

2.1. Depozitarul Central will distribute the compensation for fractions by bank transfer to the shareholders which are not represented by Participants, shareholders who transmit the documents mentioned in Annex 1, Item A, to Depozitarul Central. The documents must be provided to Depozitarul Central until 11 December 2024, the registration date.



- 2.2. In the event that a bank payment refusal is received (e.g. account closed), Depozitarul Central shall inform the shareholder which is not represented by a Participant regarding this circumstance, and the respective sums will be redirected for cash payment. The respective shareholders not represented by Participants will be able to withdraw the sums representing compensation for the fractions according to item 3.1 below or to instruct BT to make the payment into the relevant bank account, as per section 3.2 below.
- 2.3. If there are shareholders unrepresented by the Participant who opt for payment of the compensation for the fractions by bank transfer after 19 December 2024 by transmitting the documents listed in Annex 1, item A, Depozitarul Central will verify if those shareholders cashed the due amounts, representing compensation for the fractions. If those sums have not been cashed, Depozitarul Central will block their cash payment (for individuals) and will instruct payment by bank transfer within 3 days after blocking or, in case of legal persons or entities without legal personality, within 3 days after notification of the new bank account.
- 3. Through BT**
- 3.1. Payment of compensation for the fractions in cash will be made through BT counters in the case of individual shareholders who are not represented by Participants, observing the legal provisions on cash payments, except for those individual shareholders who choose the payment by bank transfer as per the procedure provided by this announcement.
- 3.2. Distribution of sums by bank transfer will be made through BT counters to the shareholders not represented by the Participants, individuals and legal entities or entities without legal personality, who do not have accounts opened with Participants. Shareholders, individuals and legal entities or entities without legal personality, that want payment by cash/bank transfer may require BT the payment by submitting to the bank offices the supporting documents listed in Annex 1, item B. Legal persons can use only bank transfer for receiving the sums resulting from the Nominal Value Consolidation.
- 3.3. **BT units list** is available on BT's webpage (<https://www.bancatransilvania.ro/retea-unitati>).

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If the supporting documents listed in Annex 1 are issued in a language other than Romanian, they must be accompanied by a legalized translation into Romanian and, if issued by a foreign authority, they must be authenticated by apostille or super legalized, as appropriate.

Only the shareholder may be the holder of the bank account to which the transfer of the sums representing the compensation for the fractions resulted from the Nominal Value Compensation is requested.

BT and Depozitarul Central, as applicable, reserve the right to require the shareholder / its representative additional documents for performing the payment for the compensation of the fractions resulting from the Nominal Value Consolidation.

Additional information on the payment procedure regarding the fractions may be requested from the Investor Relations department of ONE at email address: [investors@one.ro](mailto:investors@one.ro).



## ANNEX 1 – SUPPORTING DOCUMENTS FOR THE PAYMENT OF THE COMPENSATION FOR THE FRACTIONS RESULTING FROM THE NOMINAL VALUE CONSOLIDATION

### ANNEX 1, ITEM (A)

#### Supporting documents for payment by bank transfer in the account communicated to Depozitarul Central

- 1.1 Shareholders, who are individuals, in person or by legal or conventional representative, will submit to the Depozitarul Central the IBAN collection form, which specifies the bank and the account (IBAN code) opened in the name of THE shareholder (form is attached to this announcement as Annex 2, Item A, being also available on the website of the Depozitarul Central – (<https://www.roclear.ro>) and on ONE's website ([www.one.ro](http://www.one.ro)) accompanied by:
- (a) copy of a valid ID, with legible personal identification code, and the holder must certify "*according to the original*";
  - (b) bank statement or a document issued by the bank (signed and stamped), confirming the existence of the account on behalf of the shareholder, mentioning the IBAN code, in original;
  - (c) copy of documents proving the capacity of the application signatory, as legal or conventional representative, if necessary; the holder must certify "*according to the original*";
  - (d) copy of payment proof for the IBAN collection fee (if the documents are submitted to Depozitarul Central before the payment date). The registration fee of the IBAN used for making payments by bank transfer for individual shareholders is charged according to the pricing grid charged to the holders of the financial instruments, levied per request, being borne by each shareholder.
- 1.2 Shareholders, who are legal persons, by legal or conventional representative, will submit to Depozitarul Central the IBAN collection form in which the bank and the account (IBAN code) opened in the name of the shareholder are mentioned (form is attached to this announcement as Annex 2, Item A, available on the website of Depozitarul Central (<https://www.roclear.ro>) and on ONE's website ([www.one.ro](http://www.one.ro)), accompanied by:
- (a) copy of the registration certificate - holder must certify "*according to the original*";
  - (b) copy of the document certifying the capacity of the company's legal representative (certificate issued by the Trade Register/equivalent entity for entities of foreign nationality); holder must certify "*according to the original*";
  - (c) copies of documents certifying the capacity as the conventional representative of the application signatory, if necessary; holder must certify "*according to the original*";
  - (d) bank statement or a document issued by the bank (signed and stamped) confirming the existence of the account on the holder's name - legal entity, specifying the IBAN, in original;
  - (e) a copy of proof of the IBAN collection fee payment (if the documents are submitted to



Depozitarul Central). The registration fee of the IBAN used for making payments via bank transfer to the shareholder legal person is charged according to the pricing grid charged to the holders of the financial instruments, levied per request, being borne by each shareholder.

- 1.3 IBAN collection forms should be mailed to: Depozitarul Central S.A. - Bucharest, District 1, 4-8 Nicolae Titulescu Road, America House building, East Wing, 1<sup>st</sup> floor, or they may be submitted directly at the headquarters of Depozitarul Central.
- 1.4 Depozitarul Central verifies the documentation submitted by shareholders according to the provisions mentioned in paragraphs 1.1 and 1.2 above, and if the documentation is not complete, requests its completion.
- 1.5 If payment by bank transfer on the payment date is required, IBAN collection forms must be received by Depozitarul Central at least 4 days prior to the Payment Date.
- 1.6 In case of IBAN collection forms received after the deadline stipulated in section 1.5 above, the provisions of Section I. item 2.3 of this announcement become applicable. Depozitarul Central will take into consideration the IBAN collection forms received at least 3 days prior to the dividends distribution deadline, indicated in the order form.



## ANNEX 1, LETTER (B)

### Supporting documents for payment of the compensation for the fractions resulting from the Nominal Value Consolidation by cash/bank transfer, for payments instructed to BT

#### (1) List of documents necessary to cash/transfer the amounts due to the shareholders, individuals, payments processed in cash/bank transfer at BT counters:

##### 1.1 Resident shareholder, individual:

- identity card with PIN, in original; shareholder's identification by BT is made based on information found in the PIN field.

##### 1.2 Non-resident shareholder, individual:

- passport, whose series and number must correspond to the shareholder's information registered within Depozitarul Central, in original.

##### 1.3 Legal representative (namely legal guardian/parent) of an individual shareholder under 14 years old:

- legal guardian's/parent's identity card, in original;
- birth certificate (in original) of the shareholders, with PIN + 1 photocopy certified for conformity with the original (photocopy will be retained by BT);
- legal document which proves the guardianship, for the guardian who is not one of the parents + 1 photocopy certified for conformity with the original (photocopy will be retained by BT).

##### 1.4 As curator of shareholders, individuals, with curatorship:

- curator's identity card (in original);
- shareholder's identity card, in original, with PIN + 1 photocopy certified for conformity with the original (photocopy will be retained by BT);
- legal document which proves the curatorship + 1 photocopy certified for conformity with the original (photocopy will be retained by BT).

##### 1.5 As empowered of the shareholders, individuals:

- special notarized power of attorney (in original) that includes the empowerment to collect the due sums, issued no later than 3 years prior to the payment date, except for empowerments with a validity of more than 3 years, valid on the payment date + 1 photocopy certified for conformity with the original (photocopy will be retained by BT);
- the empowered person's identity card, with PIN, in original.

**Note 1:** In case of co-owners, the payments will be processed under the condition of the presence at the counter of all the co-owners, in person or by legal and/or conventional representative.



**Note 2:** Documents submitted in a foreign language will be accompanied by an authenticated translation into Romanian and, if a foreign authority issued them, then they will be authenticated by apostille or super legalized, as applicable.

**Note 3:** BT will be able to perform cash payments in the limit of amounts established by the applicable legislations.

**Note 4: In case of bank transfer payments to banks other than BT, the above documents will have attached a bank statement certified by the bank where the transfer of sums is required or a document, issued by the bank, which confirms the bank account holder. The account's holder can be only the shareholder.**

## 1.6 Exceptional situations

No payments will be made at the counter in the following cases:

- to the shareholders whose PIN of the documents submitted at the counter is inconsistent with the one mentioned in the BT records and received from Depozitarul Central. They will be guided to Depozitarul Central;
- to the shareholder's heirs, based on heir certificates. They will be guided to Depozitarul Central;
- any other exceptional situation, in which case the shareholders not represented by the Participant will be guided to Depozitarul Central.

## (2) List of documents necessary to cash/transfer sums to legal entities shareholders - payments processed by bank transfer at BT counters.

- registration certificate/registration of the legal person/ entity within the Trade Register/other equivalent document attesting registration of legal person/entity to the competent authority +1 photocopy which will be retained by BT;
- identity card of the legal representative or, if applicable, of the empowered representative;
- ascertain certificate from the Trade Register/equivalent document issued by the competent authority, not older than 3 months, mentioning the legal representative +1 photocopy which will be retained by BT;
- notarized power of attorney in original or certified copy (power of attorney will be retained by BT), if applicable. Payment to the shareholders, legal entities, will be made only by bank transfer.

**In case of payments by bank transfer in banks other than BT, the above documents will also contain a certified bank statement, issued by the bank where the transfer of due sums is requested, or supporting document issued by the bank, confirming the bank account holder. The account holder can be the **shareholder only**.**



## ANNEX 1, LETTER (C)

### OTHER PROVISIONS

#### (1) Financial instruments held in co-ownership

In case of financial instruments held in co-ownership by two or more shareholders, the payment of the compensation for the fractions resulting from the Nominal Value Consolidation will be made by observing the following features:

- 1.1. **In case of bank transfer payments to the account of shareholders not represented by a Participant**, Depozitarul Central will transfer the sums owed to the co-owners to the account indicated by ONE or, if this information has not been provided to Depozitarul Central, into the account indicated by all the co-owners, based on a joint request addressed to Depozitarul Central.
- 1.2. **In case of cash payments at BT counters**, payments will be made in cash or bank transfer, (depending on the request of the co-owners shareholders), provided that all co-owners come to BT in person or through legal and/or conventional representative, and submit the documents referred to in section 1 of Annex 1, item B.
- 1.3. **In case of payments into the Participants' accounts**, the sums owed to the co-owners will be paid to the Participant, whose clients these are.
- 1.4. In the event that the co-owners require registration to Depozitarul Central of the direct transfer of ownership over the financial instruments, as a result of exiting the tenancy, in accordance to the applicable legal regime, as well as direct payment to each of the co-owners of the due sums, Depozitarul Central will block payment of the sums and will inform ONE on the registration of that transfer of ownership and on the number of financial instruments acquired in exclusive ownership by each co-owner. ONE will calculate the amount corresponding to each former co-owner and will transmit to Depozitarul Central the information for each payment, the payment being made in accordance with this procedure, after the corresponding information was communicated to BT.

#### (2) Deceased shareholders

- 2.1. If the documents containing data required for payment to shareholders include deceased persons and their successors require registration of direct transfer of ownership of financial instruments, as a result of the succession, in accordance to the applicable legal regime, as well as the payment of inherited sums, Depozitarul Central will block payment of sums due to the deceased shareholder and will inform ONE on registration of transfer of ownership, heir/heirs identity, number of financial instruments acquired in ownership by him/them.
- 2.2. If, as result of the property transfer succession, financial instruments are acquired in ownership, provisions of section 1 of Annex 1, item C become applicable.
- 2.3. If, as a result of the property transfer, heirs acquire in exclusive property the financial instruments, ONE will calculate the sum corresponding to each heir and will transmit to Depozitarul Central information on the payment amounts due for each of them, the payment being made by Depozitarul Central, according to this procedure, after the corresponding information was





communicated to **BT**.

### (3) Limitations

ONE will have no liability if the payment will not be made or will be made late for reasons beyond ONE, including, but not limited to, if ONE is notified of establishment of sequestration on amounts due to the relevant shareholder representing the compensation for fractions resulting from the Nominal Value Consolidation or if the shareholder may not receive in cash the full amount as a result of exceeding any legal limits on cash payment.



**ANNEX 2: FORMS**

**ANNEX 2, LETTER (A): IBAN COLLECTION FORM**

The undersigned/subscribed .....  
residing/headquartered in ....., no .....,  
Street ..... block ....., building ....., apartment  
....., District/county ..... identified by ID/Passport no..... series  
..... / Registered at the Trade Register under no..... PIN / CUI.....,  
hereby request that payment of any sums of money that I am entitled as a result of holding financial  
instruments at the issuers registered within Depozitarul Central S.A. to be made to account no  
..... opened at the Bank  
.....

I declare that I assume the accuracy of the data provided and agree with the registration of the account  
number indicated above in the database of Depozitarul Central S.A. and its use to distribute any sums  
that I deserve/will deserve in my relationship with the issuers whom Depozitarul Central S.A. provides  
registry services/money distribution services.

Also, I undertake to communicate to Depozitarul Central any change of the account information  
indicated above, otherwise Depozitarul Central S.A. is exonerated from any liability regarding any  
payments by bank transfer made in this account and failed due to changes that have not been made  
aware.

I hereby request that payments are made to the account indicated above and for any amounts of  
money that have been directed for cash payment and have not been withdrawn by the date hereof,  
which are due to me from my relationship with the issuers for which Depozitarul Central S.A. provides  
registry services/money distribution services.

**PROCESSING OF PERSONAL DATA**

I acknowledged all rights in accordance with the provisions of Regulation (EU) 2016/679 of the  
European Parliament and of the Council of 27 April 2016 on the protection of individuals with regard to  
the processing of personal data and on the free movement of such data and repealing Directive  
95/46/EC (and the Policy on the processing of personal data issued by the Central Depository and  
available on the website <http://www.roclear.ro/>, section GDPR, and at its headquarters, as appropriate.

I attach:

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Applicant: \_\_\_\_\_



Surname and name: \_\_\_\_\_

Quality: \_\_\_\_\_

Signature/Stamp: