



**ONE UNITED PROPERTIES S.A.**

Bucharest, District 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 765,771,503.40

(the “**Company**”)

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

**ONE UNITED PROPERTIES S.A.**

**convened for 10 October 2024**

**Output no. 1686 dated 23 September 2024**

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, European Unique Identifier (EUID): ROONRC.J40/21705/2007, having subscribed and fully paid-up share capital of RON 765,771,503.40 (“**OUP**” or the “**Company**”),

Whereas:

(A) on 4 September 2024, the convening notice of the Ordinary and Extraordinary General Meetings of the Company’s Shareholders was published in the Official Gazette of Romania, Part IV, no. 4115, convened for 10 October 2024 (first call) and on 11 October 2024 (second call);

(B) Vinci Ver Holding S.R.L., in capacity as shareholder of the Company holding 952,816,110 shares representing 24.8851% of the subscribed share capital of the Company, has requested the Board of Directors to complete the agenda of the EGMS (as defined below),

pursuant to Article 117<sup>1</sup> 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, republished, as subsequently amended and supplemented (“**Law no. 24/2017**”), Regulation no. 5/2018 on issuers of financial instruments and market operations, as subsequently amended and supplemented (“**Regulation no. 5/2018**”), and the Company’s articles of association (the “**Articles of Association**”),

**Supplements the agenda of:**

**The Extraordinary General Meeting of the Company’s Shareholders (the “EGMS”), convened for the date of 10 October 2024, at 10:30 at One Cotroceni Park Office,**



**Building A, 1st floor, 44 Sergent Nuțu Ion Street, District 5, 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 2024, 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 **11 October 2024**, at **10:30**, at the same place and with the same agenda and having the same Reference Date.

The agenda of the **Ordinary General Meeting of the Company's Shareholders (the "OGMS")**, convened for the date of **10 October 2024, at 10:00 at One Cotroceni Park Office, Building A, 1st floor, 44 Sergent Nuțu Ion Street, District 5, 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 2024, set as 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 **11 October 2024**, at **10:00**, at the same place and with the same agenda and having the same Reference Date.

#### **The agenda of the Ordinary General Meeting of Shareholders – unchanged:**

1. Approval of the election of Mr. Alexandru-Victor Savi-Nims as meeting secretary of the OGMS and Mrs. Anca Minescu as technical secretary of the OGMS, both of them having the identification data available at the Company's headquarters.
2. Approval of the individual and consolidated annual financial statements prepared for the first six months of the financial year ending 31 December 2024, accompanied by the report prepared by the Board of Directors and the report of the independent auditor. In the first half of the financial year ending 31 December 2024, the Company recorded a consolidated net profit of RON 228,649,416 and recorded a distributable net profit of RON 74,215,539 in the individual financial statements.
3. Approval of the distribution of interim dividends for the first six months of the financial year ending 31 December 2024 in the amount of 38,288,575.17 RON (gross), i.e. a dividend of 0.01 RON/share (gross, by reference to the total number of shares issued by the Company on the date of the convening of the AGM) out of the distributable net profit in the amount of 140,868,290 RON (of which 74,215,539 RON represents the distributable net profit for the first half of the financial year ending 31 December 2024). To the extent that treasury shares will be registered on the applicable registration date, they will not be entitled to dividends.
4. Approval of setting the date of:
  - 30 October 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
  - 29 October 2024 as "ex-date", computed in accordance with the provisions of art.



2 (2) letter (l) of Regulation no. 5/2018; and

- 11 November 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 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. Alexandru-Victor Savi-Nims as meeting secretary of the EGMS and Ms. Anca Minescu, technical secretary of the EGMS, both of them having the identification data available at the Company's headquarters.
2. Approval of the consolidation of the nominal value of a share issued by the Company 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 total number of shares in the Company's share capital resulting from the Nominal Value Consolidation will be equal to the number of shares issued prior to the Nominal Value Consolidation divided 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), subject to adjustments made in accordance with the applicable legal provisions (*i.e.*, if any share fractions result from the Nominal Value Consolidation, the number of shares will be rounded down to the next natural number).
3. Approval of the proposal of the Board of Directors to set a price amounting RON 46.225/consolidated share, for the compensation of the fractions of shares resulting from the Nominal Value Consolidation. The price thus proposed 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)).

4. Approval of the terms and conditions of payment and approval of the calculation instructions for the amounts to be paid in accordance with the resolution to be adopted following the approval of item 3 on the EGMS agenda, in accordance with the information document and the procedure on consolidation operations which are made available to shareholders as supporting material to this item on the EGMS agenda.
5. Approval to empower the Board of Directors of the Company to issue any resolution and to perform all legal acts and deeds necessary, useful and/or opportune for the fulfilment of the resolution to be adopted by the EGMS on the Nominal Value Consolidation, including with regard to the following matters:
  - negotiating, approving and signing any documents in connection with the Nominal Value Consolidation, performing any legal acts and deeds necessary, useful and/or opportune in connection with the above;
  - to approve any agreements relating to the Nominal Value Consolidation or any other arrangements, commitments, disclosure documents, certificates, statements, declarations, registers, notices, addenda and any other necessary acts and documents, to perform any formalities and to authorize and/or execute any other actions necessary to give full effect to the Nominal Value Consolidation (including the amendment, update and execution of the Articles of Association as effect of the Nominal Value Consolidation, as well as performing all necessary, useful and advisable operations for the registration and amendment of the Articles of Association with the Trade Registry, the Financial Supervisory Authority, Bucharest Stock Exchange, Depozitarul Central S.A. and any other competent authorities);
  - to empower representatives of the Company to sign any such documents, carry out any such formalities and perform any such actions; and
  - to represent the Company before any competent authorities and institutions (such as the Trade Registry Office, the Financial Supervisory Authority, the Bucharest Stock Exchange, Depozitarul Central S.A.) in connection with the Nominal Value Consolidation.
6. Approval of the ratification of point 7 of the Decision of the Board of Directors of One United Properties S.A. no. 55 dated on 19.04.2024, which concerns the approval of the granting of a guarantee by One United Properties S.A. in favour of Banca Comercială Intesa Sanpaolo Romania S.A. to guarantee the financing in the amount of EUR 13,250,000, as well as the other related payment obligations, contracted by One Cotroceni Park S.R.L. from Banca Comercială Intesa Sanpaolo Romania S.A..
7. Approval of the ratification of the decision of the executive members of the Board of



Directors of One United Properties S.A. no. 152/05.06.2024 approving the increase by the amount of EUR 300,000 of the loan in the amount of EUR 46,700,000 (approved by the Extraordinary General Meeting of Shareholders of ONE UNITED PROPERTIES S.A no. 70/25.04.2024), resulting in a loan in the total amount of EUR 47,000,000 taken by ONE UNITED TOWER S.R.L. from Banca Transilvania S.A..

8. 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 carried out at (a) the minimum price of RON 0.2 per share and a maximum price of RON 1.50 per share (amounts applicable for the period prior to the implementation of the Nominal Value Consolidation, following the approval of item 3 on the agenda of the EGMS, as well as in case this item is rejected by the EGMS), or (b) the minimum price of RON 10 per share and a maximum price of RON 75 per share (amounts applicable for the period following the implementation of the Nominal Value Consolidation, following the approval of item 3 on the agenda of the EGMS);
  - the aggregate value of the buyback program is up to RON 20,000,000;
  - the buyback program will target the buyback of a maximum number of (a) 100,000,000 shares (in case of the rejection of item 3 on the agenda of the EGMS), or (b) 2,000,000 shares (in case of the approval of item 3 on the agenda of the EGMS);
  - the buyback program will take place for a maximum period of 18 months from the date of the EGMS resolution adopted in this regard;
  - 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 fulfill the criteria to 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 approval and adequate public disclosure, prior to the start of trading in the buyback program, of the purpose of the program.

9. Approval of the ratification of the decision of the executive members of the Board of Directors of One United Properties S.A. no. 153/06.06.2024 by which it was approved the provision by ONE UNITED TOWER S.R.L. of the immovable mortgage in favour of Banca Transilvania S.A. on the immovable asset identified with cadastral no. 278663, registered in the Land Register no. 278663 of Bucharest, Sector 1, property of ONE UNITED TOWER S.R.L., in order to guarantee the loan totalling EUR 47,000,000 contracted by ONE UNITED TOWER S.R.L. from Banca Transilvania S.A..
10. Approval of setting the date of:
  - 11 December 2024 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;
  - 10 December 2024 as “ex-date”, computed in accordance with the provisions of art. 2 (2) letter (l) of Regulation no. 5/2018;
  - 12 December 2024 as the payment date, in accordance with the provisions of art. (2) letter h) and art. 178 of Regulation 5/2018; and
  - 19 December as the payment date calculated in accordance with the provisions of Art. 178 para. (1) of Regulation 5/2018, for the payment of the price at which the fractions of shares resulting from the application of the algorithm specific to the Nominal Value Consolidation are compensated.

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 guaranteed participation.

11. 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 the resolutions of the EGMS of the Company, to file, to request the publication of the resolutions in Part IV of the Official Gazette of Romania, to pick up any documents, as well as to fulfil any necessary formalities in front of the Trade Registry Office, as well as in front of any other authority, public institution, legal entities and individuals, as well as to carry out any acts for implementing and ensuring the opposability of the resolutions which will be adopted by the EGMS.

## Miscellaneous



**a) Information on the payment of the equivalent value of fractions resulting from the consolidation of the nominal value of shares**

The equivalent value of the fractions resulting from the consolidation operation due to the shareholders registered in the register of shareholders kept by the Central Depository S.A. on the registration date (11 December 2024), shall be paid as of the payment date (12 December 2024).

The payment of the equivalent value of the fractions resulting from the consolidation of the nominal value of the shares will be made in accordance with the terms and conditions set forth in the Payment Procedure published on the Company's website together with this convening notice.

**b) Documents related to the agenda of the OGMS and EGMS**

Starting on 6 September 2024, all the information materials regarding the items included on the agenda of the OGMS and of the EGMS shall be made available 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 OGMS and EGMS.

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

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

(i) to introduce new items on the agenda of the general meeting of shareholders, provided that every new item is accompanied by a reasoning memo, or a draft resolution proposed for adoption to the general meeting; and

(ii) to make resolution proposals for the items included or proposed to be included on the agenda of the OGMS and 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](mailto:investors@one.ro)) no later than 20 September 2024.

The identification requirements mentioned at letter d) below are also applicable to the shareholder(s) – natural person(s) and/or the legal representative of the shareholder - legal person that request the insertion of new items on the 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.



## d) 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 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.

## e) General Powers of Attorney

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

Before their first use, general powers of attorney, together with the proof of identity of the relevant shareholder natural person/ the legal representative of the legal entity shareholder, and a copy of the certificate of status (in Romanian *certificat constatator*) issued by the trade registry or of any equivalent document issued by a competent authority of the state in which



the shareholder that is a legal person is duly registered, submitted in original or in certified copy (the documents attesting the capacity as legal representative of the shareholder that is a legal person will be issued no later than 30 days before the Reference Date), shall be deposited/sent to the Company's registered headquarters at Bucharest, 20 Maxim Gorki Street, District 1, in copy, containing the mention of conformity with the original under the signature of the representative (or sent by e-mail with extended electronic signature, in compliance with the regulations issued by FSA, to the address [aga@one.ro](mailto:aga@one.ro)) so as to be registered with the Company's registration desk until 7 October 2024.

For the validity of the mandate, the proxy should have to be an intermediary (investment professional) (pursuant to the provisions of art. 2 para. (1) point (19) of Law no. 24/2017) or a lawyer and the relevant shareholder should be a client of the proxy. Also, the proxy should not be in a state of conflict of interest, pursuant to the provisions of art. 105 para. (15) of the Law no. 24/2017. The proxy cannot be substituted by another person. To the extent the empowered person is a legal entity, it may exercise its mandate through any person belonging to the administrative or management body or its employees.

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

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

#### **f) Special Powers of Attorney and the Correspondence Voting Ballot**

The special powers of attorney and correspondence voting ballots will use the format provided by the Company and shall indicate the vote for each item on the agenda (meaning vote "For", vote "Against" or vote "Abstention").

The special powers of attorney may be granted to any person for the representation within one general meeting of shareholders and contains specific voting instructions from the issuer shareholder.

The special powers of attorney/ correspondence voting ballots and the related documents (*i.e.*, the proof of identity of the relevant shareholder natural person/ the legal representative of the legal entity shareholder, and a copy of the certificate of status (in Romanian, *certificat constatator*) issued by the trade registry or of any equivalent document issued by a competent authority of the state in which the shareholder that is a legal person is duly registered, submitted in original or in certified copy (the documents attesting the capacity as legal representative of the shareholder that is a legal person will be issued no later than 30 days before the Reference Date)) shall be deposited/sent to the Company's registered headquarters at Bucharest, 20 Maxim Gorki Street, District 1, Romania, or by e-mail with extended electronic signature (in case of special powers of attorney) or by e-mail (in case of correspondence vote ballots), in compliance with the regulations issued by FSA, to the



address [aga@one.ro](mailto: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 7 October 2024, 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 October 2024”.

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 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 b) above.

## g) Electronic vote

The electronic vote may be exercised by using electronic means of voting according to art. 197 of Regulation no. 5/2018, by accessing the link <https://one.evot.ro/> on any device connected to the Internet.

For identification purposes and online access to the EGMS, the shareholders will provide the following information:

In the case of natural persons:

- last name and first name;
- personal numerical code;
- e-mail address;
- copy of the identity document (identity card, passport, residence permit)\*;
- telephone number (optional).

In the case of legal persons:

- name of the legal person;
- sole registration code (CUI);
- last name and first name of the legal representative;
- personal numerical code of the legal representative;
- e-mail address;
- the identity document of the legal representative (identity card, passport, residence permit)\*;
- copy of the certificate of status (in Romanian, *certificat constatator*) issued by the trade registry or of any equivalent document issued by a competent authority of the state in which the shareholder that is a legal person is duly registered, submitted in original or in certified copy. The documents attesting the capacity as legal representative of the shareholder that is a legal person will be issued no later than 30 days before the reference date\*;



- telephone number (optional).

Any documents submitted in a foreign language, other than English, shall be accompanied by the translation into Romanian/English made by a certified translator whose signature has been certified by the notary public.

\*the electronic copy of the above-mentioned documents will be uploaded online in the dedicated fields. The files that can be uploaded can have one of the following extensions: .jpg, .pdf, .png.

The shareholder can log in and vote whenever he/she/it wants in the interval designated for voting by mail and/or live, the last voting option (before the expiration of the voting session) being the registered one.

**Bucharest, 23.09.2024**

**Mr. Claudio Cisullo – Chairman of the Board of Directors**

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