



To: the Bucharest Stock Exchange  
the Financial Supervisory Authority, Financial Instruments and Investments Sector

## CURRENT REPORT NO. 19/2025

Pursuant to Law no. 24/2017 on issuers of financial instruments and market operations and to the Romanian Financial Supervisory Authority Regulation no. 5/2018 on issuers and operations with securities, as subsequently amended and supplemented and the provisions of Article 99 of the Bucharest Stock Exchange Code, Title II, Issuers and Financial Instruments.

Report date:	25.03.2025
Name of the issuer:	One United Properties S.A.
Registered office:	20 Maxim Gorki Street, District 1, Bucharest, Romania
Registration no. Trade Registry:	J40/21705/2007
Sole registration code:	22767862
Share Capital:	RON 1,105,831,020
Total number of shares:	110,583,102 ordinary shares
Symbol:	ONE
Market where securities are traded:	Bucharest Stock Exchange, Main Segment, Premium Category

### **Important events to report: Convening of the Ordinary and Extraordinary General Meetings of Shareholders for 29.04.2025**

One United Properties S.A. (hereinafter referred to as the "Company") informs the market and the shareholders that the Board of Directors of the Company decided to convene the Ordinary General Meeting of Shareholders (OGMS) and the Extraordinary General Meeting of Shareholders (EGMS) of the Company for 29.04.2025 (first calling), respectively for 30.04.2025 (second calling) should the attendance quorum for the first meeting not be met.

The convening notice is attached to this current report.

Chairman of the Board of Directors  
Claudio Cisullo



**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 1,105,831,020

(the “**Company**”)

**Convening notice for the General Ordinary and Extraordinary meetings of  
the shareholders of**

**ONE UNITED PROPERTIES S.A.**

**convened for 29/30 April 2025**

**Output no. 1839 dated 24 March 2025**

The board of directors of **ONE UNITED PROPERTIES S.A.**, having its headquarters in Bucharest, District 1, 20 Maxim Gorki Street, 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 1,105,831,020 (“**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, 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**”),

**Convenes:**

**The Ordinary General Meeting of the Company’s Shareholders (the “OGMS”) for the date of 29 April 2025, at 10:00 at One United Tower, 16<sup>th</sup> Floor, 165 Calea Floreasca, 1<sup>st</sup> District, Bucharest, Romania**, to which all shareholders of the Company registered in the shareholders’ registry (held by Depozitarul Central S.A.) at the end of 16 April 2025, 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 **30 April 2025, at 10:00**, at the same place and with the same agenda and having the same Reference Date; and of

**The Extraordinary General Meeting of the Company’s Shareholders (the “EGMS”) for the date of 29 April 2025, at 11:00 at One United Tower, 16<sup>th</sup> Floor, 165 Calea Floreasca, 1<sup>st</sup> District, Bucharest, Romania**, to which all shareholders of the Company registered in the shareholders’ registry (held by Depozitarul Central



S.A.) at the end of 16 April 2025, 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 **30 April 2025**, at **11:00**, at the same place and with the same agenda and having the same Reference Date.

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

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 annual individual and consolidated financial statements prepared for the financial year ended on 31 December 2024, together with the annual report prepared by the Board of Directors and the independent auditor's report. In the financial year ended on 31 December 2024, the Company has registered: (a) **RON 372,625,552** net profit at consolidated level respectively (b) **RON 120,992,871** net profit at individual level, out of which **RON 6,307,086** will be registered as legal reserves, resulting a distributable net profit of **RON 114,685,785**.
3. Approval of the distribution of dividends in value of **RON 77,750,066.01** (gross dividend amount), corresponding to the financial year 2024, as follows: (i) the amount of **RON 38,152,523.73** (gross dividend amount) has been distributed in advance as a result of the Resolution of the Company's Ordinary General Meeting of Shareholders no. 73 of 10 October 2024, respectively (ii) the amount of **RON 39,597,542.28** (gross dividend amount), representing a gross dividend per share of **RON 0.36**, will be distributed according to this resolution, related to shares entitled to dividends (excluding treasury shares). To the extent that treasury shares are registered on the applicable registration date, such shares will not give the right to dividends.
4. Approval of the discharge of liability of the Board of Directors for the financial year ended on 31 December 2024.
5. Approval of the income and expenses budget for the financial year 2025, in accordance with the OGMS supporting documentation.
6. Approval of the Remuneration Report of the management of the Company for the financial year that ended on 31 December 2024, prepared by the Company's Nomination and Remuneration Committee, in accordance with the OGMS supporting documentation.
7. Approval of the amendment of the Company's remuneration policy, in accordance with the OGMS supporting documentation, in order to align its provisions with the updated version of the Corporate Governance Code of the



Bucharest Stock Exchange.

8. Approval of the appointment of the members of the Board of Directors amongst the candidates proposed by the Company's Nomination and Compensation Committee and shareholders of the Company, for a mandate of one (1) year, starting with the date of the OGMS resolution. The candidates which have been proposed by the Company's Nomination and Compensation Committee are the following:

- Claudio Cisullo;
- Victor Căpitanu;
- Andrei-Liviu Diaconescu;
- Dragoș-Horia Manda;
- Marius-Mihail Diaconu;
- Augusta Valeria Dragic; and
- Dirk Pahlke.

9. Approval of the fixed remuneration of the non-executive members of the Board of Directors for the mandates starting with the date of the OGMS, i.e. the amount of EUR 1,500 per month (net amount) (payable in EUR to non-executive members of the Board of Directors who are non-residents in Romania, respectively payable in RON equivalent to non-executive members of the Board of Directors who are residents in Romania) payable to each non-executive member, to which will be added, as the case may be, the amount of EUR 500 per month (net amount) (payable in EUR to non-executive members of the Board of Directors who are non-resident in Romania, respectively payable in RON equivalent to non-executive members of the Board of Directors who are resident in Romania), for the position of Chairman of a Committee established at the level of the Board of Directors.

For the year 2025, the fixed remuneration will be paid in a single instalment in the period between the date of the last meeting of the Board of Directors of the year and 31 December 2025.

10. Approval of setting the date of:

- 21 May 2025 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 Article 87 para. (1) of Law no. 24/2017; and
- 20 May 2025 as "ex-date", computed in accordance with the provisions of Article 2 para. (2) letter (I) of Regulation no. 5/2018; and
- 29 May 2025 as payment date, computed in accordance with the provisions



of Article 178 para. (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 Article 176 para. (1) of Regulation no. 5/2018 such as date of the 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, but without limitation, the resolution of the OGMS, to file and to request the publication of the resolution 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:**

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 update of the Company's main object of activity in accordance with the Classification of the Activities in the National Economy, CAEN Rev. 3 (approved through the Order of the President of the National Institute of Statistics no. 377/17.04.2024). Therefore, the Company's object of activity is as follows:  
  
The main business domain: 642 Activities of holding companies and financing channels  
  
The main activity of the Company: 6421 Activities of holding companies
3. Approval of the empowerment of the Board of Directors (i) to issue any decision and to fulfil all the necessary, useful and / or opportune legal acts and deeds for the amendment, respectively the update of the secondary object of activity of the Company in accordance with the Classification of the Activities in the National Economy, CAEN Rev. 3 (approved through the Order of the President of the National Institute of Statistics no. 377/17.04.2024), respectively (ii) to update the provisions of articles 2, 3 and 12.3 of the Articles of Association of the Company, for the fulfilment of the decisions to be adopted by the OGMS in accordance with point 8 of the OGMS agenda and by the EGMS in accordance with point 2 and this point of the EGMS agenda, respectively.



4. Approval of the ratification of the Decision of the Board of Directors no. 67 of 4 December 2024, through which it was approved the amendment of the relevant dates for the operation of consolidation of 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 reduction of the total number of shares.
5. Approval of the decrease of the Company's share capital pursuant to Article 207 para. (1) letter c) of Law no. 31/1990 on companies, with the amount of RON 831,020, by cancelling a number of 83,102 own shares with an individual nominal value of RON 10, from the shares repurchased by the Company in accordance with the share buyback programs approved through the EGMS Resolution no. 62 dated 26 April 2022, respectively through the EGMS Resolution no. 68 dated 9 October 2023.

Once the share capital decrease approved pursuant to this point 5 on the EGMS agenda is finalised, the subscribed and paid-up share capital of the Company will amount to RON 1,105,000,000, divided into 110,500,000 shares, with a nominal value of RON 10/share.

Article 4.1. of the Articles of Association of the Company shall be amended after the finalisation of the share capital decrease approved pursuant to this paragraph 5, as follows:

*“The subscribed and paid-up share capital of the Company is of RON 1,105,000,000 (of which RON 1,095,674,098.5 and EUR 1,922,633.5) fully subscribed and paid-up by the shareholders, divided into 110,500,000 ordinary, nominative and dematerialized shares, having a nominal value of RON 10/share.”*

The share capital decrease operation approved in accordance with this point 5 on the EGMS agenda will take effect once all of the following conditions have been met:

- a) This EGMS resolution is published in the Official Gazette of Romania, Part IV for a period of at least two months; and
  - b) This EGMS resolution is registered with the Trade Registry Office attached to the Bucharest Tribunal.
6. Approval of setting the date of:
    - 21 May 2025 as registration date for the identification of the shareholders who will benefit from the effects of the resolutions adopted by the EGMS, in accordance with the provisions of Article 87 para. (1) of Law no. 24/2017; and
    - 20 May 2025 as “ex-date”, computed in accordance with the provisions of Article 2 para. (2) letter (l) of no. Regulation 5/2018.



As they are not applicable to this EGMS, the shareholders do not decide on the other aspects set out in Article 176 para. (1) of Regulation no. 5/2018 such as date of the guaranteed participation and payment date.

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

## Miscellaneous

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

Starting on 28 March 2025, 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.

### b) The right to propose candidates for the position of member of the Board of Directors

The shareholders of the Company may submit proposals for candidates for appointment as a member of the Board of Directors. In this regard, they will specify in the proposal information about the name, place of residence and professional qualification of the proposed persons, accompanied by:

- (i) a copy of the valid identity document of the Company's shareholder (in the case of individuals, identity card, passport, residence permit, respectively in the case of legal entities, identity card, passport, residence permit of the legal representative);
- (ii) the curriculum vitae of the person proposed for the position of member of the Board of Directors;
- (iii) in the case of a candidate's proposal for the position of independent member, an affidavit confirming that all eligibility criteria have been met (the template of such document being available as part of the supporting materials); and



(iv) the consent form and the information note for collecting and processing personal data, filled in and signed by the candidate (the template of such document being available as part of the supporting materials).

The shareholders of the Company will be able to submit the proposals regarding the members of the Board of Directors (accompanied by the documents attesting the identity of the shareholder / candidate), sending in this regard a written request to the address [investors@one.ro](mailto:investors@one.ro), no later than 11 April 2025 at 23:59, with the written mention "Proposal for candidates for the position of member of the Board of Directors".

The list containing the information regarding the name, place of residence and professional qualification of the persons proposed for the position of member of the Board of Directors will be published on the Company's website, and will be updated daily, until 12 April 2025, at 18:00, in the section dedicated to the relationship with investors (<https://one.ro/investor-relations/>).

**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 11 April 2025.

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 through legal representatives), by proxy (based on a special or general power of attorney), considering the applicable 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, allowing 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*



*constator*) 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 20 Maxim Gorki Street, District 1, Bucharest, 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 25 April 2025, at 11:59 PM.

For the validity of the mandate, the proxy should have to be an intermediary (investment professional) (pursuant to the provisions of Article 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 Article 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 constator*) 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 20 Maxim Gorki Street, District 1, Bucharest, 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 25 April 2025, at 11:59 PM, clearly mentioning on the envelope or in the subject of the e-mail "For the Extraordinary/Ordinary General Meeting of Shareholders convened for 29/30 April 2025".

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 a) 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 OGMS and 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, 24 March 2025**

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

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