

To: the Bucharest Stock Exchange
the Romanian Financial Supervisory Authority

CURRENT REPORT NO. 38/2021

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:	06.12.2021
Name of the issuer:	One United Properties S.A.
Registered office:	20 Maxim Gorki Street, District 1, Bucharest, Romania
Registration no. with Trade Registry:	J40/21705/2007
Sole registration code:	22767862
Share Capital:	RON 286,015,588.20
Total number of shares:	1,430,077,941 ordinary shares
Symbol:	ONE
Market where securities are traded:	Bucharest Stock Exchange, Main Segment, Category Premium

Important events to report: Decision of the Board of Directors with respect to the share capital increase

The management of One United Properties S.A. (hereinafter referred to as the "Company") informs the market about the Decision of the Board of Directors no. 19 from 06.12.2021 whereby, in accordance with the Extraordinary General Meeting of the Shareholders ("EGMS") no. 60 (items 1¹, 2, 8¹, and 9 on the agenda) dated 10.09.2021, among others, the Board of Directors confirmed the final amount of the share capital increase (the "**Share Capital Increase**") of RON 228,812,470.6 by issuing 1,144,062,353 new ordinary, nominative and dematerialized shares with a nominal value of 0.20 RON per share (the "**New Shares**"). The New Shares will be allotted to the Company's shareholders on a pro rata basis with their shareholdings, as follows:

- a) for each 5 shares held in the Company's share capital 4 New Shares will be allotted;
- 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, while the settlement price of the shares fractions resulting from the implementation of the algorithm set out above and rounding of the results will be RON 2;
- c) the New Shares resulting from the shares fractions will be allotted to the Company; the rights related to the shares allotted to the Company, including the voting rights, will be suspended for the entire period of their holding by the Company.

In accordance with the EGMS resolution no 60 from 10.09.2021, the registration date identifying shareholders who will benefit from the Share Capital Increase operation is 17.12.2021, ex-date is 16.12.2021, payment date of the new shares is 20.12.2021 and 27.12.2021 is the payment date for settlement of the shares fractions.



Pursuant to the Share Capital Increase, the Company's share capital is in value of RON 514,828,058.80, divided into 2,574,140,294 shares, each having a nominal value of RON 0.20. The Company will carry out all the formalities provided by law for the registration of the Share Capital Increase with the competent authorities.

For more information about the share capital increase, the information document regarding the distribution of shares by One United Properties S.A. is attached to this current report.

Executive Member of the Board of Directors,

Victor Căpitanu



One North Gate

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Voluntari, Romania, 077190



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ONE UNITED PROPERTIES S.A.
sediul social: Mun. București, str. Maxim Gorki nr.20, sector 1,
(EUID) ROONRCJ40/21705/2007, RO 22767862



ONE UNITED PROPERTIES S.A.
București Sectorul 1, Strada Maxim Gorki, Nr. 20
J40/21705/2007, CUI 22767862, EUID:
ROONRC.J40/21705/2007,
capital social subscris și integral vărsat: 286.015.588,20
RON
(„Societatea”)

ONE UNITED PROPERTIES S.A.
Bucharest, Sector 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 286,015,588.20
(the “Company”)

DECIZIA CONSILIULUI DE ADMINISTRAȚIE AL

RESOLUTION OF THE BOARD OF DIRECTORS OF

ONE UNITED PROPERTIES S.A.

ONE UNITED PROPERTIES S.A.

Nr. 19 din data de 6 decembrie 2021

No. 19 dated 6 December 2021

Consiliul de Administrație:

The Board of Directors:

CLAUDIO CISULLO, Președinte al Consiliului de
Administrație;

CLAUDIO CISULLO, President of the Board of
Directors;

VICTOR CĂPITANU, membru executiv al
Consiliului de Administrație,

VICTOR CĂPITANU, executive member of the
Board of Directors,

ANDREI-LIVIU DIACONESCU, membru executiv
al Consiliului de Administrație,

ANDREI-LIVIU DIACONESCU, executive member
of the Board of Directors,

DRAGOȘ-HORIA MANDA, membru neexecutiv al
Consiliului de Administrație,

DRAGOȘ-HORIA MANDA, non-executive member
of the Board of Directors,

GABRIEL-IONUȚ DUMITRESCU, membru
neexecutiv al Consiliului de Administrație;

GABRIEL-IONUȚ DUMITRESCU, non-executive
member of the Board of Directors,

ADRIANA-ANCA DAMOUR, membru neexecutiv
al Consiliului de Administrație,

ADRIANA-ANCA DAMOUR, non-executive
member of the Board of Directors,

MARIUS-MIHAIL DIACONU, membru neexecutiv
al Consiliului de Administrație.

MARIUS-MIHAIL DIACONU, non-executive
member of the Board of Directors.

AVÂND ÎN VEDERE URMĂTOARELE:

WHEREAS:

(A) Hotărârea nr. 60 (punctele 1¹, 2, 8¹ și 9 de pe
ordinea de zi) adoptată la data de 10

(A) The resolution no. 60 (items 1¹, 2, 8¹ and 9 on
the agenda) passed on 10 September 2021 by



septembrie 2021 de către adunarea generală extraordinară a acționarilor Societății („**Hotărârea AGEA 60/10 septembrie 2021**”), prin care s-au aprobat, printre altele, următoarele:

- 1) Majorarea capitalului social cu suma de până la 228.812.470,60 RON, prin emisiunea unui număr de până la 1.144.062.353 de acțiuni noi ordinare, nominative și dematerializate, cu valoarea nominală de 0,20 RON per acțiune („**Acțiunile Noi**”), în urma încorporării a aproximativ 80% din primele de emisiune rezultate în urma derulării ofertei publice în perioada 22 iunie 2021 – 2 iulie 2021 („**Oferta Publică Inițială**”) („**Majorarea Capitalului Social**”), precum și aprobarea unui preț de 2 RON per acțiune pentru compensarea fracțiunilor de acțiuni rezultate în urma aplicării algoritmului specific arătat mai jos și rotunjirii numărului de Acțiuni Noi ce vor fi emise, conform prevederilor legale în vigoare, după cum urmează:

- a) Acțiunile Noi vor fi alocate acționarilor Societății proporțional cu deținerile în capitalul social al Societății; în cadrul Majorării Capitalului Social, pentru fiecare 5 acțiuni deja deținute vor fi alocate 4 Acțiuni Noi, sub rezerva prevederilor literei b) de mai jos;
- b) În cazul în care numărul de acțiuni la care ar fi îndreptățit un acționar în cadrul Majorării Capitalului Social nu este un număr natural, numărul de acțiuni care vor fi efectiv alocate respectivului acționar va fi rotunjit în jos la următorul număr natural inferior;
- c) Prețul pentru compensarea fracțiunilor de acțiuni rezultate în urma aplicării algoritmului arătat la litera a) de mai sus și rotunjirii rezultatelor conform literei b) de mai sus, stabilit în conformitate prevederilor legale aplicabile va fi de 2 RON; și

the extraordinary general meeting of the Company's shareholders (the “**EGMS Resolution no. 60/10 September 2021**”), approving *inter alia*:

- 1) 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



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| <p>d) În urma Majorării Capitalului Social, capitalul social al Societății, acesta va fi de până la 514.828.058,8 RON (din care 505.502.157,3 RON și 1.922.633,5 EUR), integral subscris și vărsat de acționari, împărțit într-un număr de până la 2.574.140.294 acțiuni nominative, dematerializate, cu o valoare nominală de 0,2 RON/acțiune.</p> | <p>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.</p> |
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| <p>2) Împuternicirea Consiliului de Administrație să adopte orice decizie și să efectueze orice acte sau fapte care ar fi necesare, utile sau recomandabile pentru implementarea Majorării de Capital Social, inclusiv cu privire la următoarele aspecte:</p> <ul style="list-style-type: none"> a) confirmarea sumei finale a Majorării de Capital Social; b) asigurarea listării pe piața reglementată a Acțiunilor Noi, modificarea Actului Constitutiv în vederea reflectării noului capital social al Societății în urma finalizării Majorării de Capital Social; c) aprobarea și executarea oricăror documente care au legătură cu Majorarea de Capital Social, inclusiv orice certificate, declarații, registre, notificări, acte adiționale și orice alte acte și documente care sunt necesare, în vederea îndeplinirii oricăror formalități și autorizarea și/sau executarea oricăror alte acțiuni care sunt necesare în vederea acordării de efecte depline Majorării de Capital Social; și d) reprezentarea Societății în fața oricăror autorități și instituții competente (cum ar fi Oficiul Registrului Comerțului, Autoritatea de Supraveghere Financiară, Bursa de Valori București, Depozitarul Central etc.) în vederea înregistrării Majorării de Capital Social. | <p>2) 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:</p> <ul style="list-style-type: none"> a) confirmation of the final amount of the Share Capital Increase b) 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; c) 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 d) 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. |
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(B) Copii ale versiunilor/ proiectelor actuale ale

(B) Copies of the documents/ current forms of the

documentelor care au fost aprobate și/sau la care se face referire în prezenta hotărâre au fost furnizate în prealabil Consiliului de Administrație și fiecare membru a avut suficient timp pentru analiza acestora în vederea luării unei decizii în cunoștință de cauză.

documents approved through and/or referred in this resolution have been previously provided to the Board of Directors and each member had sufficient time to analyse them in order to make an informed decision.

Constatând îndeplinirea tuturor condițiilor prevăzute de legislația din România și de Actul Constitutiv al Societății pentru validitatea acestei ședințe a Consiliului de Administrație și pentru luarea de hotărâri,

Ascertaining the fulfillment of all requirements under the Romanian legislation and the Company's Articles of Incorporation for the validity of this meeting of the Board of Directors and for passing resolutions,

HOTĂRĂȘTE DUPĂ CUM URMEAZĂ:

RESOLVES AS FOLLOWS:

1. Confirmarea sumei finale a Majorării de Capital Social

1. Confirmation of the final amount of the Share Capital Increase

1.1. Consiliul de Administrație confirmă prin prezenta suma de 228.812.470,60 RON ca reprezentând suma finală a Majorării de Capital Social prin emiterea unui număr de 1.144.062.353 acțiuni noi ordinare, nominative și dematerializate, fiecare având o valoare nominală de 0,20 RON.

1.1. The Board of Directors hereby confirms the final amount of the Share Capital Increase of RON 228,812,470.6 by issuance of 1,144,062,353 new ordinary, nominative and dematerialised shares with a nominal value of 0.20 RON per share.

1.2. Acțiunile Noi vor fi alocate acționarilor Societății proporțional cu deținerile în capitalul social al Societății; în cadrul Majorării Capitalului Social, pentru fiecare 5 acțiuni deja deținute vor fi alocate 4 Acțiuni Noi, sub rezerva prevederilor punctului 1.3. de mai jos;

1.2. 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 1.3. below;

1.3. În cazul în care numărul de acțiuni la care ar fi îndreptățit un acționar în cadrul Majorării Capitalului Social nu este un număr natural, numărul de acțiuni care vor fi efectiv alocate respectivului acționar va fi rotunjit în jos la următorul număr natural inferior, iar prețul pentru compensarea fracțiunilor de acțiuni rezultate în urma aplicării algoritmului arătat mai sus și rotunjirii rezultatelor este de 2 RON; și

1.3. 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, while the settlement price of the shares fractions resulting from the implementation of the algorithm set out above and rounding of the results shall be RON 2; and

1.4. Acțiunile Noi rezultate din fracțiunile de acțiuni conform mecanismului prevăzut la punctul 1.3. de mai sus vor fi alocate Societății. Drepturile aferente acțiunilor

1.4. The New Shares resulting from the shares fractions pursuant to the mechanism provided at item 1.3. above shall be allotted to the Company. The rights related to the



alocate Societății, inclusiv dreptul de vot, vor fi suspendate pe toată perioada deținerii lor de către Societate.

shares allotted to the Company, including the voting rights, shall be suspended for the entire period of their holding by the Company.

1.5. În urma Majorării de Capital Social conform punctului 1.1. de mai sus, capitalul social al Societății va fi în valoare de 514.828.058,8 RON, fiind împărțit în 2.574.140.294 acțiuni, fiecare având o valoare nominală de 0,20 RON.

1.5. Pursuant to the Share Capital Increase according to item 1.1. above, the Company's share capital is in value of RON 514,828,058.8, divided into 2,574,140,294 shares, each having a nominal value of RON 0.20.

2. Modificarea Actului Constitutiv.

2. Amendments to the Articles of Incorporation.

2.1. Consiliul de Administrație aprobă prin prezenta modificarea Actului Constitutiv pentru a reflecta Majorarea de Capital Social.

2.1. The Board of Directors hereby approves the amendment of the Articles of Incorporation to reflect the Share Capital Increase.

2.2. Articolul 4.1 din Actul Constitutiv se va modifica și va avea următorul conținut:

2.2. Article 4.1 of the Articles of Incorporation shall be amended and will read as follows:

„4.1 Capitalul social subscris și vărsat al Societății este de 514.828.058,8 RON (din care 505.502.157,3 RON și 1.922.633,5 EUR), integral subscris și vărsat de acționari, împărțit într-un număr de 2.574.140.294 acțiuni ordinare, nominative și dematerializate, cu o valoare nominală de 0,2 RON/acțiune.”

“4.1 The subscribed and paid-up share capital of the Company is of RON 514,828,058.8 (from which RON 505,502,157.3 and EUR 1,922,633.5), fully subscribed and paid-up by the shareholders, divided into 2,574,140,294 ordinary, nominative shares, dematerialized, having a nominal value of RON 0.2 /share.”

2.3. Consiliul de Administrație aprobă în unanimitate înlocuirea versiunii actuale a Actului Constitutiv cu o versiune actualizată care reflectă modificările aprobate la punctul 2.2 de mai sus.

2.3. The Board of Directors hereby unanimously approves the replacement of the current version of the Articles of Association with an updated version reflecting the amendments approved at point 2.2 above.

3. Aprobă desemnarea și împuternicirea fiecăruia dintre Dl. Victor Căpitan și Dl. Andrei-Liviu Diaconescu („**Reprezentanții**”), acționând individual și nu împreună, semnătura oricăruia dintre Reprezentanți angajând în mod valabil și fiind obligatorie pentru Societate, pentru a îndeplini următoarele acte și fapte în numele și pe seama Societății („**Împuternicirea**”):

3. Approves the empowerment and appointment of each of Mr. Victor Căpitan and Mr. Andrei-Liviu Diaconescu (the “**Representatives**”), individually and not jointly, the signature of any one of the Representatives being binding upon and mandatory for the Company, to do the following acts and things in the name of and on behalf of the Company (the “**Power of Attorney**”):

(i) cu putere și autoritate depline, să semneze orice document și să realizeze orice altă

(i) with full power and authority, to execute any document, as well as to perform any other



formalitate necesară, utilă sau oportună pentru înregistrarea și opozabilitatea hotărârilor adoptate, inclusiv semnarea Actului Constitutiv actualizat, după cum va fi cazul, precum și să semneze, să ștampileze și să transmită orice alte documente care sunt necesare, adecvate, dezirabile, cerute, utile sau recomandabile în legătură cu exercitarea de către Societate a tuturor drepturilor și îndeplinirea tuturor obligațiilor sale rezultând din sau în legătură cu deciziile aprobate prin prezenta; și

- (ii) să reprezinte Societatea, personal sau prin reprezentanți, cu puteri și autoritate deplină în fața Registrului Comerțului, notarilor publici și a oricărei alte autorități sau terți relevanți și să îndeplinească toate formalitățile necesare cu privire la înregistrarea sau implementarea hotărârilor luate prin prezenta la orice registru sau autoritate și să îndeplinească orice altă acțiune, să semneze și să modifice orice document și să îndeplinească orice formalitate necesară pentru ca aspectele decise prin prezenta să producă efecte depline.

Reprezentanții pot să subdelege oricare și toate puterile acordate lor prin prezenta, după cum consideră de cuviință și cu respectarea oricăror limite impuse Reprezentanților.

Prezenta Decizie a fost semnată astăzi, data menționată mai sus, în 5 (cinci) exemplare originale, în limbile română și engleză. În caz de discrepanță între cele două versiuni, versiunea în limba română va prevala.

formality necessary, useful or desirable in connection with the registration and the effect towards third parties of the resolutions approved herein, including the updated Articles of Incorporation, as the case may be, as well as to sign, seal, execute and deliver any other documents, necessary, appropriate, desirable, required, useful or advisable in relation to the performance by the Company of all its rights and obligations under or in connection with the decisions adopted herein; and

- (ii) to represent the Company, in person or through proxies, with full powers and authority in front of the Trade Registry Office, notary public, and of any other authorities or relevant third parties and to carry out all the required formalities regarding the registration and implementation of the resolutions passed hereunder with any registrars or authorities and to take any other action, execute and amend any document and to perform any formalities necessary in order to give full effect to the matters decided herein.

The Representatives are entitled to sub-delegate any and all of their powers granted hereunder, as they may seem fit and with the observance of any limits imposed on the Representatives.

This Resolution has been signed today, the date mentioned above in 5 (five) original counterparts, in Romanian and English languages. In case of discrepancies between the two versions, the Romanian language version shall prevail.

Președintele de Ședință / Chairman of the Meeting

ANDREI-LIVIU DIACONESCU

Secretarul de Ședință / Secretary of the Meeting



ADRIANA-ANCA DAMOUR

Membru al Consiliului de Administrație / Member of the Board of Directors

GABRIEL-IONUȚ DUMITRESCU





ONE UNITED PROPERTIES S.A.

(a joint stock company incorporated in accordance with the laws of Romania, with its registered office located at 20 Maxim Gorki Street, District 1, Bucharest, Romania, registered with the Bucharest Trade Registry Office under no. J40 / 21705/2007, (EUID): ROONRC. J40 / 21705/2007, sole registration code 22767862)

INFORMATION DOCUMENT REGARDING THE DISTRIBUTION OF SHARES BY ONE UNITED PROPERTIES S.A.

This document (the “**Document**”) is issued in connection with the distribution of a number of 1,144,062,353 shares, each having a nominal value of RON 0.20 and a total nominal value of RON 228,812,470.60 to the shareholders of ONE UNITED PROPERTIES S.A., a joint stock company registered with the Trade Register attached to the Bucharest Tribunal under no. J40/21705/2007, EUID ROONRC. J40/21705/2007, unique registration code 22767862, having its registered office in Str. Maxim Gorki nr. 20, Sector 1, Bucharest, Romania (the “**Company**”) as this operation was approved by the Resolution of the Extraordinary General Meeting of Shareholders no. 60 (items 1¹, 2, 8¹ and 9 on the agenda) dated 10 September 2021 (“**EGMS Resolution 60/10 September 2021**”).

This document has been published and is made available to the public on the Company's website at <https://one.ro/>. The information in this Document is accurate only on the date mentioned on the first page of this Document.

1. RESPONSIBLE PERSONS

The Company, One United Properties SA, declares that it is a joint stock company established accordingly and validly operating in accordance with the laws of Romania, with its registered office in 20 Maxim Gorki street, District 1, Bucharest, Romania, registered with the Bucharest Trade Registry Office under no. J40 / 21705/2007, (EUID): ROONRC. J40 / 21705/2007, sole registration code 22767862 and accepts responsibility for the information contained in this Document. The persons responsible on behalf of the Company for the information contained in this Document are the members of the Board of Directors, respectively:

- a) CLAUDIO CISULLO – President of the Board of Directors;
- b) VICTOR CĂPITANU – executive member of the Board of Directors;

- c) ANDREI-LIVIU DIACONESCU – executive member of the Board of Directors;
- d) DRAGOȘ-HORIA MANDA – non-executive member of the Board of Directors;
- e) GABRIEL-IONUȚ DUMITRESCU – non-executive member of the Board of Directors;
- f) ADRIANA-ANCA DAMOUR – non-executive member of the Board of Directors;
- g) MARIUS-MIHAIL DIACONU – non-executive member of the Board of Directors.

Based on all the knowledge available to the Company (taking reasonable steps to ensure that it is correct), the information contained in this Document is in accordance with reality and does not contain omissions that may significantly affect this information.

2. INFORMATION ABOUT THE COMPANY

2.1 The company name is ONE UNITED PROPERTIES S.A.

One United Properties S.A. is a joint stock company established accordingly and validly operating in accordance with the laws of Romania, with its registered office in 20 Maxim Gorki street, District 1, Bucharest, Romania, registered with the Bucharest Trade Registry Office under no. J40/21705/2007, (EUID): ROONRC. J40 / 21705/2007, sole registration code 22767862 and has its fiscal residency in Romania. According to its articles of association, the Company operates for an undetermined period.

2.2 The share capital of the Company is 286,015,588.20 RON (of which RON 276,689,686.7 and EUR 1,922,633.5), fully subscribed and paid-up by the shareholders, divided into a number of 1,430,077,941 ordinary, nominative shares, dematerialized, having a nominal value of RON 0.20 /share, having the following holding structure:

NAME	NUMBER OF SHARES	VALUE	PERCENTAGE IN THE SHARE CAPITAL
VINCI VER HOLDING S.R.L.	425,562,457	85,112.491,4 RON	29.7580%
OA LIVIU HOLDING INVEST S.R.L.	425,562,457	85,112,491.4 RON	29.7580%
Individuals	300,928,045	60,185,609 RON	21.0428%
Legal entities	278,024,982	55,604,996.4 RON	19.4412%



3. INFORMATION ON THE ISSUANCE OF SHARES

3.1 Decision-making acts establishing the issuance of shares

The issuance of new shares was approved by EGMS Resolution 60/10 September 2021, thus approving the increase of the share capital by the amount of up to RON 228,812,470.60, by issuing a number of 1,144,062,353 new ordinary, nominative and dematerialized shares, with the nominal value of RON 0.20 per share, following the incorporation of approximately 80% of the issue premiums resulting from the public offer between June 22, 2021 and July 2, 2021 ("**Share Capital Increase**"), as well as the empowerment of the Board of Directors to adopt any decision and to carry out any acts or deeds that would be necessary, useful or advisable for the implementation of this decision.

The Board of Directors subsequently adopted Decision No. 19 dated 6 December 2021, which confirmed the final amount of the Share Capital Increase, respectively the amount of RON 228,812,470.60, by issuance of 1,144,062,353 new ordinary, nominative and dematerialized shares, with the nominal value of RON 0.20 per share.

3.2 Registration date for identifying the shareholders who will benefit from the shares distribution and who will be allotted shares

By the EGMS Resolution 60/10 September 2021 the following dates have been set:

- 17 December 2021 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;
- 16 December 2021 as "ex-date", computed in accordance with the provisions of art. 2 (2) letter (I) 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.

3.3 Description of the operation: the total value of the shares, the reason for the issuance and distribution of the shares, the number of newly issued shares and by which the share capital will be increased



Among the reasons for the Share Capital Increase is primarily the Company's desire to strengthen its relationship with its shareholders. The company registered as an issue premium resulting from the public offer in the period 22 June 2021 – 2 July 2021 (the “**Initial Public Offer**”) the amount of RON 233,111,060.28, representing the difference between the total amount paid as subscription price for all the new subscribed shares and the total nominal value of all the new shares subscribed under the Initial Public Offering (the “Issue Premiums”). Subsequently, by means of the EGMS Resolution 60/10 September 2021, the increase of the share capital by the amount of up to RON 228,812,470.60 was approved, by issuance of up to 1,144,062,353 new ordinary, nominative and dematerialized shares, with the nominal value of RON 0.20 per share, following the incorporation of approximately 80% of the Issue Premiums. Thus, the goal pursued by the implementation of the Share Capital Increase is that all the shareholders of the Company benefit from the success of the Initial Public Offer.

Subsequently, by the Decision of the Board of Directors no. 19 dated 6 December 2021, the total amount of the Share Capital Increase was confirmed, respectively the amount of RON 228,812,470.60 by issuance of 1,144,062,353 new ordinary, nominative and dematerialized shares, each having a nominal value of RON 0.20.

The New shares will be allotted to the Company's shareholders in proportion to their current holdings in the share capital of the Company; within the Share Capital Increase, for every 5 shares already held, 4 New Shares will be allotted. If the number of shares to which a shareholder would be entitled in the Share Capital Increase is not a natural number, the number of shares that will be effectively allotted to that shareholder will be rounded down to the next lower natural number, and the settlement price for the fractions of shares resulting from the application of the algorithm shown above and the rounding of the results is RON 2, while the New Shares resulting from the share fractions will be allotted to the Company. The rights related to the shares allotted to the Company, including the voting rights, shall be suspended for the entire period of their holding by the Company.

3.4 Description of the type and class of securities allotted

The New Shares are ordinary, nominative, dematerialized shares, having a nominal value of RON 0,20/share. The ISIN Code of the New Shares is ROJ8YZPDHWW8. The currency of the New Shares is RON, the national currency of Romania. The denomination per unit of the New Shares is RON 0.20 and the number of New Shares is 1,144,062,353.

Th rights related to the New Shares:

- Right to participate and to vote within the general meeting of shareholders (each New Share attaching one (1) vote);
- Right to dividends, namely to participate in the distribution of the Company's net profit;
- Preference right;
- Right to information;

- Right to elect, and be elected to, the management bodies;
- Right of withdrawal in certain cases and conditions provided by law;
- Right to participate in the distribution of assets in case of liquidation;
- The right to challenge the decisions of the general meeting of shareholders;
- The right to secure registration and confirmation of the ownership of shares issued by the Company;
- Other shareholders rights;
- Obligation to report an important shareholding; and
- Provisions regarding shareholders' squeeze-out from the Company.

3.5 The number of shares allotted for holding one share

For each 5 shares already held, 4 New Shares will be allotted, subject to the mentions regarding the shares fractions, as reflected under item 3.3. above.

3.6 The value of the increased share capital

Pursuant to the issuance of the New Shares, the Company's share capital shall be in value of RON 514,828,058.8, divided into 2,574,140,294 shares, each having a nominal value of RON 0.20.

COMPANY

ONE UNITED PROPERTIES S.A.

By: Diaconescu Andrei-Liviu

In capacity of: General Manager

Signature: _____

