



To: the Bucharest Stock Exchange
the Romanian Financial Supervisory Authority

CURRENT REPORT NO. 79/2022

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:	29.09.2022
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 555,422,788
Total number of shares:	2,777,113,940 ordinary shares
Symbol:	ONE
Market where securities are traded:	Bucharest Stock Exchange, Main Segment, Category Premium

Important events to report: The Resolutions of the Ordinary General Meetings and Extraordinary General Meetings of One United Properties S.A. held on 28 September 2022

The management of One United Properties S.A. informs the market and the shareholders that the Ordinary General Meetings of Shareholders and the Extraordinary General Meetings of Shareholders took place on 28 September 2022, at 10:00 A.M and 11:00 AM, respectively. The meetings were chaired by Victor Căpitanu, in his capacity of executive member of the Board of Directors. The legal and statutory quorum was met at the first convening. The resolutions adopted by the Ordinary and the Extraordinary General Meeting of Shareholders are attached to this current report.

Chairman of the Board of Directors

Claudio Cisullo



DECISIONS OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF ONE UNITED PROPERTIES S.A.

Bucharest, 20 Maxim Gorki Street, District 1

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

subscribed and fully paid-in share capital:

RON 555,422,788

No. 63 dated 28 September 2022

Shareholders 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, (EUID): ROONRC.J40/21705/2007, having subscribed and fully paid-up share capital of 555,422,788 RON (“**OUP**” or the ‘**Company**’), met today, 28 September 2022, at 10:00 A.M. (Romanian time) at One Tower, 17th floor, 165 Calea Floreasca, 1st District, Bucharest, Romania, in the Ordinary General Meeting of Shareholders (the “**OGMS**”) first calling, in accordance with the convening notice published in the Official Gazette of Romania, Part IV, number 3616 of 25 August 2022 and Ziarul Bursa of 25 August 2022, respectively in the Official Gazette of Romania, Part IV, number 3908 of 15 September 2022 and Ziarul Bursa of 15 September 2022.

Following the debates on the points included on the agenda, the shareholders present or represented at the OGMS adopted the following resolutions, which were duly recorded in the minutes of the meeting:

DECISION NO. 1

Approved:

The half-year individual and consolidated financial statements prepared for the first six months of the financial year ending on 31 December 2022, together with the Board of Director’s report and the independent auditor’s report. In the first six months of the financial year ending on 31 December 2022, the Company has registered a net consolidated profit in value of RON 347,805,834, registering a distributable net profit in the individual financial statements in value of RON 46,075,910.

DECISION NO. 2

Approved:

The distribution of interim dividends from the Company’s profit corresponding to the first six months of the financial year ending on 31 December 2022 in value of RON 36.102.481,22 (gross amount) i.e., a dividend of RON 0.013/share (gross, by reference to the total number of shares issued by the Company as at the date of the OGMS convening) from the distributable net profit of RON 46,075,910 for the first half of the financial year ending 31 December 2022.

The value of the dividend per share may be subject to further changes in case the total number of shares issued by the Company will change until the registration date set in accordance with item 5 of the agenda of the OGMS, including pursuant to the exercise of options by the beneficiaries of the share allocations plans already approved by decisions of the General Meeting of Shareholders of the Company.



DECISION NO. 3

Approved:

The application of item 9 of the Resolution of the Ordinary General Meeting of Shareholders no. 61 of 26 April 2022 regarding the establishment of the remuneration level of the non-executive members of the Board of Directors for year 2023. Thus, for the non-executive members of the Board of Directors who will not be reappointed in this capacity upon the expiration of their mandate, the payment of the remuneration related to the period within 2023 in which they held the capacity of non-executive members of the Board of Directors will be effected within 60 days as of the date of the annual general ordinary general meeting of shareholders in which the new composition of the Board of Directors will be voted on.

DECISION NO. 4

Approved:

The appointment of Deloitte Audit S.R.L. for a mandate that will include the audit of the individual and consolidated financial statements of the Company for the period ending on 31 December 2022, as well as the authorization of the Board of Directors, in the name and on behalf of the Company, with full power and authority:

- a) to negotiate the terms and conditions of the mandate of Deloitte Audit S.R.L., as well as to negotiate, approve and sign any documents, respectively to perform any necessary, useful or appropriate legal acts and facts in relation to the above; and
- b) to authorize representatives of the Company to execute any such documents, perform any such formalities and perform any such actions.

DECISION NO. 5

Approved:

Setting the date of:

- 18 October 2022 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
- 17 October 2022 as “ex-date”, computed in accordance with the provisions of art. 2 (2) letter (l) of Regulation no. 5/2018; and
- 3 November 2022 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.

DECISION NO. 6

Approved:

The authorization of the executive members of the Board of Directors and/or the Company's Managers, 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 resolution of the OGMS, 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 OGMS.

This decision was drafted and signed in the name and on behalf of the shareholders, today, 28 September 2022, in two (2) original copies, by the chairman of the meeting, Mr. Victor Căpitanu and the secretary of the meeting, Alexandru-Victor Savi-Nims.



DECISIONS OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF ONE UNITED PROPERTIES S.A.

Bucharest, 20 Maxim Gorki Street, District 1

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

subscribed and fully paid-in share capital:

RON 555,422,788

No. 64 dated 28 September 2022

Shareholders 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, (EUID): ROONRC.J40/21705/2007, having subscribed and fully paid-up share capital of RON 555,422,788 (“**OUP**” or the ‘**Company**’), met today, 28 September 2022, at 11:00 a.m. (Romanian time) at One Tower, 17th floor, 165 Calea Floreasca, District 1, Bucharest, Romania, in the Extraordinary General Meeting of Shareholders (the “**EGMS**”), first calling, in accordance with convening notice published in the Official Gazette of Romania, Part IV, number 3616 of 25 August 2022 and Ziarul Bursa of 25 August 2022, respectively in the Official Gazette of Romania, Part IV, number 3908 of 15 September 2022 and Ziarul Bursa of 15 September 2022.

Following the debates on the points included on the agenda, the shareholders present or represented at the EGMS adopted the following resolutions, which were duly recorded in the minutes of the meeting:

DECISION NO. 1

Approved:

The increase of the Company’s share capital with the amount of up to RON 185,140,929.20 by issuance of a number of up to 925,704,646 new ordinary, nominative and dematerialised shares with a nominal value of RON 0.2 per share (the „**New Shares**”), by incorporating approximately 87% of the share premiums resulted from the share capital increase operation conducted between 27 June 2022 – 3 August 2022 (the “**Share Capital Increase**”), as well as the approval of a price of RON 1.27 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 3 shares held 1 New Share shall be allotted (by reference to the total number of shares issued by the Company as at the date of the EGMS convening), subject to the provisions set out at letter b) below; the distribution algorithm may be subject to further changes in case the total number of shares issued by the Company will change until the date of registration set in accordance with item 12 on the EGMS agenda, including pursuant to the exercise of options by the beneficiaries of the share allocations plans already approved by decisions of the General Meeting of Shareholders of the Company;
- 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 1.27; and
- d) Pursuant to the Share Capital Increase, the Company share capital will amount to up to RON 740,563,717.2, fully subscribed and paid, divided into a number of up to 3,702,818,586 registered dematerialized shares, with a nominal value of 0.2 RON / share.

DECISION NO. 2

Approved:

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:

- (i) confirmation of the final amount of the Share Capital Increase;
- (ii) ensuring the listing of the New Shares on the regulated market operated by the Bucharest Stock Exchange, 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;
- (iii) approving and executing any documents in relation to the Share Capital Increase, including any certificates, statements, registries, notifications, additional acts 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
- (iv) 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.

DECISION NO. 3

Approved:

The amendment of article 12.2. from the Articles of Association in order to expressly indicate the duration of the mandates granted to the members of the Board of Directors. Thus, article 12.2. will have the following content:

“12.2 The Board of Directors is formed of seven (7) members – two (2) executive members and five (5) non-executive members – appointed by the OGMS for one (1) year mandates, with the possibility to be re-elected for subsequent mandates.”.

DECISION NO. 4

Approved:

The amendment of article 13.1. from the Articles of Association by amending the convening conditions, respectively the categories of meetings held by the Board of Directors. Thus, article 13.1. will have the following content:

“13.1 The Board of Directors shall meet in: (a) periodical meetings, convened by the Chairman of the Board of Directors, once every 3 months; the convocation for the periodical meetings shall be sent to the members of the Board of Directors at least five (5) calendar days before the date proposed for the periodical meeting as well as (b) one (1) multi-day strategy



meeting, convened yearly by the Chairman of the Board of Directors at a date and venue proposed by the Chairman of the Board of Directors.”

DECISION NO. 5

Approved:

The amendment of article 13.2. from the Articles of Association by amending the conditions for convening special meetings of the Board of Directors. Thus, article 13.2. will have the following content:

“13.2 If necessary, special meetings of the Board of Directors may be convened either by the Chairman of the Board of Directors or at the justified request of two members of the Board of Directors or of the Company’s General Manager, in each case with a convening notice sent to each member of the Board of Directors at least five (5) calendar days before the date of the meeting.”

DECISION NO. 6

Approved:

The amendment of article 13.3. from the Articles of Association in the sense of detailing the conditions under which the convening notices for the meetings of the Board of Directors are delivered. Thus, Article 13.3 will have the following content:

“13.3 The convening notices for the meetings of the Board of Directors shall be sent in writing, by courier, registered mail with acknowledgement of receipt or electronic mail and shall include the proposed agenda with support materials, the place of the meeting and any other additional documentation, as the Chairman of the Board of Directors shall deem necessary. The convening notices as well as all support materials can be made available to the members of the Board of Directors by means of an electronic digital access secured platform/software solution. The meetings of the Board of Directors may be held at any time without convocation if all members of the Board of Directors are present or if those who are not present expressly waived in writing the requirement to receive a convening notice for the meeting.”

DECISION NO. 7

Approved:

The amendment of article 13.4. from the Articles of Association by detailing the conditions under which the meetings of the Board of Directors can be held. Thus, Article 13.4 will have the following content:

“13.4 The Board of Directors may hold meetings with the physical attendance of its members, by teleconference or videoconference or by correspondence (including by means of an electronic digital access secured platform/software solution allowing review of meeting documentation, support materials, draft resolutions and minutes etc.). The contents of the minutes drawn up following such meeting of the Board of Directors by teleconference or videoconference shall be confirmed in writing by all members of the Board of Directors attending the meeting.”



DECISION NO. 8

Approved:

The amendment of article 14.3. from the Articles of Association in order to complete the prerogatives of the Board of Directors. Thus, Article 14.3 will have the following content:

“14.3 The Board of Directors has the following basic competences which cannot be delegated to the Managers:

- a) to establish and review the main strategy, business and development directions of the Company;*
- b) to establish the accounting policies and the financial control system, as well as to approve the financial planning;*
- c) to appoint and revoke the managers, to supervise the manager’s activity and to establish their remuneration;*
- d) to approve the mandate agreements for the Company’s managers;*
- e) to prepare the annual report, to hold the GMS and to implement its resolutions;*
- f) to file the request for opening the insolvency proceeding for the Company;*
- g) to fulfill the duties delegated to the Board of Directors by the GMS, if applicable;*
- h) to represent the Company in its relationships with the Company’s Managers;*
- i) to change the Company’s headquarters;*
- j) to change the Company’s scope of activity (except for the main business domain and activity of the Company which can be modified only by Resolution of the Extraordinary General Meeting);*
- k) to define and issue public communication in relation to all matters in the competence of the Board of Directors, all such communication to be coordinated and signed by the chairman of the Board of Directors.”*

DECISION NO. 9

Approved:

The amendment of article 15.1. from the Articles of Association by indicating the duration of the mandates of the managers of the Company. Thus, article 15.1. will have the following content:

“15.1 The Company’s managers are appointed by the Board of Directors for a one-(1) year mandate, with the possibility to be re-elected for subsequent mandates.”

DECISION NO. 10

Approved:

The insertion of a new article 15.5. pursuant to article 15.4. from the Articles of Association, in order to establish the prerogative of the Company’s managers to represent the Company in the management bodies (of which the Company is part) of the Company’s subsidiaries. Thus, article 15.5. will have the following content:

“15.5 Each of the General Manager and the Manager of the Company have the power to represent the Company, with full voting rights, individually and not jointly, in the general meetings or any other management body (of which the Company is a part of) of the Company’s subsidiaries and to execute in the name and on behalf of the Company any necessary



documents, the signature of each of the General Manager and the Manager of the Company being opposable to the Company.”

DECISION NO. 11

Approved:

The amendment of article 15.6. from the Articles of Association by including the Company's Financial Officer in the category of Company managers whose employment contracts are suspended while having the position of manager of the Company. Thus, article 15.6. will have the following content.

“15.6 If the Company’s Managers, respectively the General Manager, the other Manager and/or the Financial Manager, are employees of the Company on the date of acceptance of the mandate of General Manager, respectively Manager or Financial Manager, for the term of the mandate, the individual employment agreements of such persons shall be suspended.”

DECISION NO. 12

Approved:

The following credit facilities (the **“Credit Agreement”**) to be contracted by One Cotroceni Park SRL (the Company's subsidiary) from Banca Transilvania S.A.: (a) Investment credit (nonrevolving) – maximum EURO 25,000,000 having as purpose the financing/refinancing of hard and soft costs related to the project One Cotroceni Park SRL - phase II (**“Facility 1”**), and (b) VAT credit (revolving) – EURO 3,800,000 (in LEI equivalent) having as purpose exclusively 100% re/financing of the VAT related to the costs of the project One Cotroceni Park SRL - phase II (**“Facility 2”**).

DECISION NO. 13

Approved:

Setting-up by the Company of a guarantee in favour of Banca Transilvania S.A. for incurring any additional cost required to complete the project One Cotroceni Park SRL - phase II, which has not been estimated in the original budget agreed with Banca Transilvania S.A. (the **“Company’s Guarantee”**).

DECISION NO. 14

Approved:

Setting-up by the Company in favour of Banca Transilvania S.A. of a movable mortgage over the shares held by the Company in the share capital of One Cotroceni Park SRL to secure the Facility 1 and Facility 2, as well as all other commissions, taxes and costs related to both facilities mentioned above.

DECISION NO. 15

Approved:

To subordinate, until the full reimbursement of Facility 1 and Facility 2 by One Cotroceni Park SRL, all receivables arising from the loan facilities granted or to be granted by the Company to One Cotroceni Park SRL to the amounts owed by One Cotroceni Park SRL to Banca Transilvania SA based on the loan agreement(s) under which Facility 1 and Facility 2 will be granted.



DECISION NO. 16

Approved:

Granting a power of attorney to Mr. Victor Căpitanu and Mr. Andrei-Liviu Diaconescu, as the Company's Executive Managers (the "**Company's Representatives**"), acting individually and with the right to delegate such powers, in order to sign in the name of and on behalf of the Company the Company's Guarantee, the Credit Agreement (where available), the movable mortgage agreement over shares, the subordination deed, as well as any other documents to be issued or signed by the Company to give effect to the resolutions at Items 12 - 15 and take or cause to take any and all measures that the Company's Representatives shall deem fit, proper or advisable to fulfil the intention and purpose of the resolutions above, without limitation:

- a) to negotiate and sign, in the name and on behalf of the Company, the Company's Guarantee, the Credit Agreement (where available), the movable mortgage agreement over shares, the subordination deed, as well as any other documents to be issued or signed by the Company to give effect to the resolutions at Items 12 - 15 above, and any correspondence to be signed and sent in accordance or in connection therewith, it being understood that the Company's Representatives are authorised, empowered or have been instructed to agree in the Company's name on any amendment, change or alteration to be brought to the Company's Guarantee, the Credit Agreement (where available), the movable mortgage agreement over shares, the subordination deed, as well as any other documents to be issued or signed by the Company to give effect to the resolutions at Items 12 - 15 above, any other contract, document or instrument in which the Company is part or intends to be a part thereof, as the Company's Representatives shall deem fit upon their absolute discretion;
- b) to register the Company's Guarantee, the Credit Agreement (where available), the movable mortgage agreement over shares, the subordination deed (if needed), as well as any other documents to be issued or signed by the Company to give effect to the resolutions at Items 12 - 15 above, in which the Company is part or intends to be a part thereof, if required, and to complete the proper registrations which will be introduced in the Company's records, and to fulfil any and all formalities and take any other necessary, proper or advisable measures, to give effect and validity to the Company's Guarantee, the Credit Agreement (where available), the movable mortgage agreement over shares, the subordination deed, as well as any other documents to be issued or signed by the Company to give effect to the resolutions at Items 12 - 15 above (including, but not limited to the registration which will be made at the National Registry of Movable Property or representation and signing any necessary documents before the notary public or any other persons, institutions, authorities with powers to register the Company's Guarantee, the movable mortgage agreement over shares, the subordination deed (if needed), in any public registry); and
- c) to represent the Company at the general meeting of shareholders of One Cotroceni Park SRL with a view to approve the Credit Agreement, as well as all movable and immovable securities to be created by One Cotroceni Park SRL, as will be detailed in the decision of the general meeting of the shareholders.

DECISION NO. 17

Approved:

Setting the date of:

- 3 November 2022 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;



- 2 November 2022 as “ex-date”, computed in accordance with the provisions of art. 2 (2) letter (l) of no. Regulation 5/2018;
- 1 November 2022 as the date of guaranteed participation, in accordance with the provisions of art. 2 para. (2) letter j) of Regulation no. 5/2018; and
- 4 November 2022 as the date of payment, in accordance with the provisions of art. 2 para. (2) letter h) and of art. 178 of Regulation no. 5/2018; and
- 11 November 2022 as the date of payment calculated in accordance with the provisions of art. 178 para. (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.

DECISION NO. 18

Approved:

The authorization of the executive members of the Board of Directors and/or the Company’s Managers, 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, the Articles of Association, 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.

This decision was drafted and signed in the name and on behalf of the shareholders, today, 28 September 2022, in two (2) original copies, by the chairman of the meeting, Mr. Victor Căpitanu and the secretary of the meeting, Mr. Alexandru-Victor Savi-Nims.