

TO: The Bucharest Stock Exchange
The Romanian Financial Supervisory Authority Financial Instruments and Investments Sector

19 August 2021

CURRENT REPORT

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:	August 19, 2021
Name of the issuer:	One United Properties S.A. (the “ Company ”)
Registered office:	20 Maxim Gorki Street, District 1, Bucharest, Romania
Registration number with the Bucharest Trade Registry Office:	J40/21705/2007
Sole registration code:	22767862
Share Capital:	RON 286,015,588.20
Number of shares in issue:	1,430,077,941 ordinary shares
Number of listed shares:	1,430,077,941 ordinary shares
Regulated market on which the issued financial instruments are traded:	Bucharest Stock Exchange, Main Segment, Category Premium (Shares)

Important events to be reported: Request to supplement the agenda of the Extraordinary General Meeting of the Company’s Shareholders convened for 10 September 2021

The Company wishes to inform its shareholders and investors that Mr. Victor Căpitanu, in his capacity as shareholder holding 425,562,457 shares representing 29.76% of the Company’s subscribed share capital, has requested new points to be added to the agenda of the Extraordinary General Meeting of the Shareholders convened on 10 September 2021.

The request is attached to this current report. The supplemented convening notice will be made available by the Board of Directors of the Company before the reference date (25 August 2021) in accordance with the applicable law.

Manager,

Victor Căpitanu



Date: 19 August 2021

One United Properties S.A.

20 Maxim Gorki Street

1st District, Bucharest

Romania

To the general meeting of shareholders One United Properties S.A. convened for 10 September 2021 (first calling)/ 11 September 2021 (second calling)

By hand delivery

Dear Sirs,

The undersigned, Victor Căpitanu, in my capacity as shareholder holding 425,562,457 shares representing 29.76% of the subscribed share capital 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 a subscribed and fully paid-up share capital of 286.015.588,20 RON (the “**Company**”),

WHEREAS:

- A. The board of directors of the Company (the “**Board of Directors**”) has convened, in reunited meeting, the ordinary general meeting (the “**OGMS**”) and the extraordinary general meeting (the “**EGMS**”) of the Company’s Shareholders for 10 September 2021, 10:00 a.m. and 11:00 a.m. respectively (first convening), and for 11 September 2021, 10:00 a.m. and 11:00 a.m. respectively (second convening), at Courtyard by Marriott Bucharest Floreasca, room Alfa, 1st floor, at the address 2 A Blvd. Dimitrie Pompeiu, Bucharest, 1st District, Romania;
- B. In accordance with the provisions of art. 117¹ (1) of Law no. 31/1990 on companies, as republished and subsequently amended, art. 105 para. (3) of Law no. 24/2017 on issuers of financial instruments and market operations, as subsequently amended and supplemented, and of art. 7 para. (5) of the Company's articles of association, one or more shareholders holding, individually or together, at least 5% of the share capital of the Company may request additional points to be introduced on the agenda of general meetings of shareholders.
- C. Upon analysing the items included on the agenda of the OGMS and the EGMS, as provided in the convening notice, the undersigned considers necessary, useful or desirable to amend and supplement the EGMS agenda .



THEREFORE,

1. The undersigned hereby requests supplementing the agenda of the EGMS with the following new point 1¹, which is at the same time a draft resolution proposed for adoption:

“1¹ Approval of 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

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.”

The affirmative vote on this point of the agenda, is alternative to the affirmative vote on point 1 of the EGMS agenda (equals to a negative vote on the relevant point of the agenda). The Board of Directors will mark this aspect accordingly in the supplemented convening notice.

2. The undersigned hereby requests supplementing the agenda of the EGMS with the following new point 3¹, which is at the same time a draft resolution proposed for adoption:

“3¹ WHEREAS:

(A) According to the provisions of article 101 of Law no. 31/1990, each paid share entitles its holder to one voting right in the general meeting of shareholders, to the extent that the articles of association does not stipulate otherwise;

(B) The interpretation of the above-mentioned provisions, as issued inclusively by the High Court of Justice by Decision no. 1148/2011 dated 16 March 2011, acknowledges that such provisions grant the shareholders of a company the freedom to stipulate in the articles of association that certain shares grant their respective holders more than one voting right;



(C) The capital markets legislation, as applicable to the Company, acknowledges repeatedly the possibility to establish classes of shares with multiple voting rights in art. 42 and art. 43, art. 69 para. (1) of Law no. 24/2017, art. 2 para. (2) letter e), art. 188 and art. 201 of Regulation no. 5/2018; and

(D) The frequency of capital structures with different voting rights on the international capital markets and more recently on the Romanian capital market, as well as the Company's shareholders' wish to acknowledge the involvement and the role of each of Mr. Victor Căpitanu and Mr. Andrei-Liviu Diaconescu, as the Company's founders (the "**Founding Shareholders**");

(E) The intention communicated within the Initial Public Offering to establish a new class of shares with multiple votes in the share capital of the Company, having the Founding Shareholders as the holders of such shares;

(F) Each of the Founding Shareholders intention to contribute all their shares in the share capital of the Company to companies wholly owned by each of them, i.e.:

- Mr. Victor Căpitanu will contribute all the shares held by him in the share capital of the Company to the share capital of Vinci VER Holding S.R.L., a limited liability company, incorporated in accordance with the Romanian laws, headquartered at 20 Maxim Gorki Street, District 1, Bucharest, Romania, registered with the Trade Registry under number J40/14243/2021, EUID ROONRC.J40/14243/2021, sole registration code 44759402 („**Vinci**”), of which he is the sole shareholder (holding 100% of the share capital and voting rights); and
- Mr. Andrei – Liviu Diaconescu will contribute all the shares held by him in the share capital of the Company to the share capital of OA Liviu Holding Invest S.R.L., a limited liability company, incorporated in accordance with the Romanian laws, headquartered at 20 Maxim Gorki Street, District 1, Bucharest, Romania, registered with the Trade Registry under number J40/14248/2021, EUID ROONRC.J40/14248/2021, sole registration code 44759623 („**OA**”), of which he is the sole shareholder (holding 100% of the share capital and voting rights)

(Vinci and OA are hereinafter referred to as the „**Founding Shareholders' Companies**”); and

(G) The contribution by the Founding Shareholders to the Founding Shareholders' Companies, as referred in recital (F) above being contemplated to take place on or about 1 September 2021,

Approval to establish a new class of shares with multiple votes in the share capital of the Company ("**Class B**"), each share of Class B being a registered and dematerialized share, having a nominal value equal to 0.2 RON / share and conferring 5 voting rights per share (the creation of this Class B of shares is performed in view of the conversion of shares referred at point 4¹ below, the shares in Class B will be thus held by the Founding Shareholders' Companies and will be subject to the provisions described at points 4¹ and 5¹ below) and the approval of the renaming of the current class of ordinary, registered and dematerialized shares from the share capital of the Company in "Class A."

The affirmative vote on this point of the agenda, is alternative to the affirmative vote on point 3 of the EGMS agenda (equals to a negative vote on the relevant point of the agenda). The Board of Directors will mark this aspect accordingly in the supplemented convening notice.



3. The undersigned hereby requests supplementing the agenda of the EGMS with the following new point 41, which is at the same time a draft resolution proposed for adoption:

“4¹ Subject to the approval by the EGMS of item 3¹ of the above agenda, the approval of the conversion 22.74% of the ordinary shares issued in the share capital of the Company (as the case may be, by reference to the share capital of the Company, as increased following the issuance of New Shares, to the extent the EGMS approves the resolution at point 1¹ of the above agenda), in Class B shares, as follows:

- *a number of ordinary, registered and dematerialized shares from the share capital of the Company (Class A), having a nominal value of RON 0.2 each, representing 11.37% from the share capital of the Company, owned by Vinci VER Holding S.R.L. will be converted into Class B shares; and*
- *a number of ordinary, registered and dematerialized shares from the share capital of the Company (Class A), having a nominal value of RON 0.2 each, representing 11.37% from the share capital of the Company, owned by OA Liviu Holding Invest S.R.L. will be converted into Class B shares.”*

The affirmative vote on this point of the agenda, is alternative to the affirmative vote on point 4 of the EGMS agenda (equals to a negative vote on the relevant point of the agenda). The Board of Directors will mark this aspect accordingly in the supplemented convening notice.

4. The undersigned hereby requests supplementing the agenda of the EGMS with the following new point 5¹, which is at the same time a draft resolution proposed for adoption:

“5¹ Subject to the approval by the EGMS of items 3¹ and 4¹ of the above agenda, approval to amend the Articles of Incorporation, as follows:

5.1¹ The current article 4.2 shall be amended as follows

“4.2 The shares issued by the Company are registered, issued in dematerialized form by registration in:

- *the register of Class A shareholders of the Company, kept by Depozitarul Central S.A., in case of Class A shares, which are ordinary and freely transferable; and*
- *the register of Class B shareholders of the Company, kept by the Board of Directors of the Company, in case of Class B shares, which are transferred in accordance with the provisions of these Articles of Incorporation.”*

5.2¹ The current article 4.3 will be amended and will have the following content:

“4.3 Each share:

- *of Class A, issued by the Company, and held by a shareholder (other than the Company), confers one (1) voting right in the shareholders' meetings; and*
- *of Class B, issued by the Company, and held by a shareholder (other than the Company), confers five (5) voting rights at shareholders' meetings,*

unless certain voting rights of the shares are suspended in accordance with the applicable law. If at a certain general meeting there are suspended voting rights, the suspended voting rights shall not be



taken into account when determining the quorum of attendance and the majority required for the adoption of decisions.”

5.3¹ Article 4.7 will be amended and will have the following content:

“4.7 The Class A Shares of the Company are admitted to trading on the regulated market, the Main segment, the Premium category of the Bucharest Stock Exchange S.A. (“BVB”).”

5.4¹ Article 4.8 will be amended and will have the following content:

“4.8 The ownership right over the Class A shares of the Company will be transferred, after the admission to trading of the Class A shares, in accordance with the regulations of the capital market. The ownership right over the Class B shares of the Company will be transferred in accordance with the provisions of art. 4.9 of these Articles of Incorporation.”

5.5¹ A new paragraph shall be added to the current Article 6.1, which shall read as follows:

“6.1 (2) The owners of each Share Class meet in special meetings, in which they will discuss issues related to the interests of the shareholders of the respective Class, the decisions being adopted under the conditions provided for the extraordinary general meetings of the Company. Any owner of shares in that Class may attend such meetings. Any reference to the “GMS” or to the “general meeting of shareholders” in this Articles of Incorporation shall apply, mutatis mutandis, to special meetings. „

5.6¹ The content of the current letter (g) of Article 6.3 shall be amended to read as follows:

“6.3 (g) conversion/ acknowledgement of conversion of shares from one Class / category to another.”

5.7¹ Introducing a new article 4.9, as follows:

*“(1) The Class B shares are freely transferable to and between Mr. Victor Căpitanu and Mr. Andrei-Liviu Diaconescu, as the Company’s founders (the “**Founding Shareholders**”) and the Affiliates of the Founding Shareholders, including, but without limitation, Vinci VER Holding S.R.L. (the sole shareholder of this company being Mr. Victor Căpitanu) and OA Liviu Holding Invest S.R.L. (the sole shareholder of this company being Mr. Andrei-Liviu Diaconescu) (the “**Founding Shareholders’ Companies**”) a transfer which may be concluded in any way, such as, but not limited to, sale, donation, contribution to the share capital of a company, for valuable consideration or free of charge. The transfer in accordance with this paragraph is made through the statement made in the register of Class B shareholders, signed by the seller and the purchaser or their proxies. If the respective seller and purchaser agree, the assignment of the Class B shares may be made exclusively under the shares sale-purchase agreement concluded between the seller and the purchaser, in which case the transfer will be recorded in the register of Class B shareholders only for the purpose of opposability and not for the validity of the transfer. This registration may be made by the Board of Directors, without the signature of the seller and the purchaser being required.*

(2) Upon a transfer of Class B shares to any person who is not a Founding Shareholder or an Affiliate of a



Founding Shareholder (“**Non-Affiliate Transferee**”), such Class B shares will be automatically converted into Class A shares. Any person who was an Affiliate of a Founding Shareholder on the date of the transfer and then ceases to be an Affiliate of a Founding Shareholder shall also be deemed to be a Non-Affiliate Transferee upon losing such affiliation and any Class B shares owned by he/she/it will be automatically converted into Class A shares on the date it ceases to be an Affiliate of a Founding Shareholder. The Board of Directors will acknowledge such conversion and convene the EGMS of the Company to acknowledge the conversion of the respective shares. For the avoidance of any doubt, the Non-Affiliate Transferee will be conflicted from voting upon any EGMS resolution with regards to the conversion of the relevant shares from Class B to Class A.

(3) For the purposes of this article, the term “Affiliate” shall mean, with respect to any person, any other person that, directly or indirectly, alone or through one or more intermediaries, controls, is controlled by, or is under common control with that person; the affiliate shall also include the spouse, the ascendants and the descendants of 1st degree of kin, as well as the legal entities controlled by such persons; furthermore, Mr. Victor Căpitanu, as well as any of his Affiliates, will act as Affiliates of Mr. Andrei-Liviu Diaconescu and any of his Affiliates, and Mr. Andrei-Liviu Diaconescu, as well as any of his Affiliates, will act as Affiliates of Mr. Victor Căpitanu, as well as any of his Affiliates.”

The affirmative vote on this point of the agenda, is alternative to the affirmative vote on point 5 of the EGMS agenda (equals to a negative vote on the relevant point of the agenda). The Board of Directors will mark this aspect accordingly in the supplemented convening notice.

5. The undersigned hereby requests supplementing the agenda of the EGMS with the following new point 6¹, which is at the same time a draft resolution proposed for adoption:

“6¹. Approval of the entry into force of the resolutions adopted pursuant to points 3¹ to 5¹ above (subject to their approval) from the date of admission of the registration by the relevant Trade Registry Office.”

The affirmative vote on this point of the agenda, is alternative to the affirmative vote on point 6 of the EGMS agenda (equals to a negative vote on the relevant point of the agenda). The Board of Directors will mark this aspect accordingly in the supplemented convening notice.

6. The undersigned hereby requests supplementing the agenda of the EGMS with the following new point 7¹, which is at the same time a draft resolution proposed for adoption:

“7¹. Approval of 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 of the resolutions to be adopted by the EGMS on items 3¹ to 6¹ above (subject to their approval), including in connection with the following aspects:

(i) confirmation of the final number of Class B Shares in the share capital of the Company, following the conversion of Class A shares, respectively confirmation of the final structure of share capital of the Company;

(ii) ensuring the amendment of the Articles of Association in order to reflect the new share capital structure of the Company, split into classes of shares; for this purpose, but without any limitation, article 4.1 of the Articles of Incorporation will be amended to reflect the final structure, split into classes of shares, of the Company’s



share capital, as well as the number of shares and the total nominal value of shares in each class, the share capital proportion represented by each class of shares, the currency of the subscriptions etc.;

(iii) approving and executing any documents in relation to the resolutions to be adopted by the EGMS on items 3¹ to 6¹ above, including any certificates, statements, 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 abovementioned resolutions; 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 abovementioned resolutions.”

The affirmative vote on this point of the agenda, is alternative to the affirmative vote on point 7 of the EGMS agenda (equals to a negative vote on the relevant point of the agenda). The Board of Directors will mark this aspect accordingly in the supplemented convening notice.

7. The undersigned hereby requests supplementing the agenda of the EGMS with the following new point 8¹, which is at the same time a draft resolution proposed for adoption:

“8¹. Setting the date of:

- 17 December 2021 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. 86 para. (1) of Law no. 24/2017;*
- 16 December 2021 as “ex-date”, computed in accordance with the provisions of art. 2 (2) letter (l) 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.”*

The affirmative vote on this point of the agenda, is alternative to the affirmative vote on point 8 of the EGMS agenda (equals to a negative vote on the relevant point of the agenda). The Board of Directors will mark this aspect accordingly in the supplemented convening notice.

We would be happy to provide any clarifications you may require in relation to this proposal to insert additional items on the agenda of the EGMS.

Sincerely,

Victor Căpitanu

