



To: Bucharest Stock Exchange  
Financial Supervisory Authority

## Annual report on the remuneration of the directors of the company ONE UNITED PROPERTIES S.A. (the “Company”)

Pursuant to the provisions of art. 107 of Law no. 24/2017 on issuers of financial instruments and market operations, as amended and supplemented, the Nomination and Compensation Committee of the Company has prepared in accordance with the remuneration policy for the Company’s directors this annual remuneration report (the “**Remuneration Report**”) which includes the remuneration and other benefits granted to the Company’s executives during the financial exercise ended 31 December 2022.

Date of report:	April [25/26], 2023
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 740,563,717.2
Total number of shares:	3,702,818,586 ordinary shares
Symbol:	ONE
Market where securities are traded:	Bucharest Stock Exchange, Main Segment, Category Premium

The Remuneration Report will be submitted to the consultative vote of the ordinary general meeting of shareholders of the Company (the “**OGMS**”) dated 25/26 April 2023, will be published on the Company’s website at <https://www.one.ro/en/investor-relations/> and will remain available to the public for 10 (ten) years from its publication, in accordance with the applicable legal provisions.

The Remuneration Report provides an overview of the remuneration, including all benefits, in whatever form, given or due during the last financial year, to individual directors.

The Company applies the remuneration policy, duly adopted by the Resolution of the Company’s Ordinary General Meeting of Shareholders no. 61



of 26 April 2022 published on the Company's website at <https://www.one.ro/en/investor-relations/general-ordinary-and-extraordinary-meetings-of-the-shareholders-26-27-april-2022/ogsm-documents/remuneration-policy.pdf?v=1648215119>, which establishes the remuneration principles, the main characteristics of the remuneration policy, as well as the specific remuneration criteria applicable in the Company.

The Remuneration Policy applies the following principles: (i) qualified and expert persons, capable to deliver the Company's strategy, are recruited and retained, by ensuring the alignment of executive and non-executive remuneration, as the case may be, with the level of responsibility of the relevant position at the level of the Company, the professional experience of the respective persons, as well as ensuring that the remuneration is competitive when compared with similar businesses; (ii) members of the Board of Directors, respectively managers are rewarded in accordance with the Company's performance, without however encouraging them to act in their own interest or to take risks that are not in line with the Company's strategy and risk appetite; and (iii) executive and non-executive remuneration is used as a tool which contributes to the Company's business strategy and its sustainability, being appropriate to the dimension and the structure of the Company, as well as to the nature, business sector and the complexity of the business.

#### I. Remuneration structure of the company's directors for the financial exercise 2022

No.	Name and surname  Position	Total remuneration (broken down by component), relative proportion of fixed and variable remuneration (gross value)	Remuneration received from any entity belonging to the same group (gross value)	The number of shares and options per share granted or offered, as well as the main conditions for the exercise of the related rights, including the strike price and the date, together with any changes thereto	Information on the use of the possibility of recovering variable remuneration	Information on any deviation/derogation from the procedure for the implementation of the exceptional remuneration policy
1.	<b>Claudio Cisullo</b> – non-executive member and Chairman of the	RON 188,677, exclusively fix component	0	0	N/A	N/A



No.	Name and surname  Position	Total remuneration (broken down by component), relative proportion of fixed and variable remuneration (gross value)	Remuneration received from any entity belonging to the same group (gross value)	The number of shares and options per share granted or offered, as well as the main conditions for the exercise of the related rights, including the strike price and the date, together with any changes thereto	Information on the use of the possibility of recovering variable remuneration	Information on any deviation/derogation from the procedure for the implementation of the exceptional remuneration policy
	Board of Directors	Other benefits: 0				
2.	<b>Victor Căpitanu</b> – executive member of the Board of Directors and manager	0  Other benefits: 0	0	0	N/A	N/A
				By the Resolution of the Company's Ordinary General Meeting of Shareholders no. 61 of 26 April 2022, the stock option plan (" <b>SOP</b> ") granted to the executive members of the Company's Board of Directors was updated <sup>1</sup> .		

<sup>1</sup> The updated SOP according to the decision mentioned above is available on the Company's website, at <https://www.one.ro/en/investor-relations/general-ordinary-and-extraordinary-meetings-of-the-shareholders-26-27-april-2022/ogsm-documents/updated-sop-point-7-of-the-agenda.pdf?v=1648154572>. The informative material regarding the SOP update is available



No.	Name and surname	Total remuneration (broken down by component), relative proportion of fixed and variable remuneration (gross value)	Remuneration received from any entity belonging to the same group (gross value)	The number of shares and options per share granted or offered, as well as the main conditions for the exercise of the related rights, including the strike price and the date, together with any changes thereto	Information on the use of the possibility of recovering variable remuneration	Information on any deviation/derogation from the procedure for the implementation of the exceptional remuneration policy
	Position					
3.	<b>Andrei - Liviu Diaconescu</b> - executive member	0	0	<p>Currently, the Options (term defined in the SOP) have not yet been exercised, but are recognized under international financial reporting standards (<i>IFRS 2</i>) – the amount recognized as expense in 2022 being of RON 46,150,940 (total) and RON 23,075,470 (individually for Mr. Victor Căpitanu).</p>	N/A	N/A
				By the Resolution of the		

on the Company's website, at <https://www.one.ro/en/investor-relations/general-ordinary-and-extraordinary-meetings-of-the-shareholders-26-27-april-2022/ogsm-documents/memo-on-point-7-on-the-agenda-sop.pdf?v=1648154540>.



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	of the Board of Directors and general manager	Other benefits: 0		<p>Company's Ordinary General Meeting of Shareholders no. 61 of 26 April 2022, the SOP granted to the executive members of the Company's Board of Directors was updated<sup>2</sup>.</p> <p>Currently, the Options (term defined in the SOP) have not yet been exercised, but are recognized under international financial reporting standards (IFRS 2) – the amount recognized as expense in 2022 being of</p>		

<sup>2</sup> The updated SOP according to the decision mentioned above is available on the Company's website, at <https://www.one.ro/en/investor-relations/general-ordinary-and-extraordinary-meetings-of-the-shareholders-26-27-april-2022/ogsm-documents/updated-sop-point-7-of-the-agenda.pdf?v=1648154572>. The informative material regarding the SOP update is available on the Company's website, at <https://www.one.ro/en/investor-relations/general-ordinary-and-extraordinary-meetings-of-the-shareholders-26-27-april-2022/ogsm-documents/memo-on-point-7-on-the-agenda-sop.pdf?v=1648154540>.



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				RON 46,150,940 (total) and RON 23,075,470 (individually for Mr. Andrei- Liviu Diaconescu).		
4.	<b>Dragos Horia Manda</b> – non-executive member of the Board of Directors	RON 188,657, exclusively fix component  Other benefits: 0	0	0	N/A	N/A
5.	<b>Marius – Mihail Diaconu</b> - non-executive member of the Board of Directors	RON 103,456, exclusively fix component  Other benefits: 0	0	0	N/A	N/A



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6.	<b>Magdalena Souckova</b> - non-executive member of the Board of Directors	RON 103,456, exclusively fix component  Other benefits: 0	0	0	N/A	N/A
7.	<b>Augusta – Valeria Dragic</b> - non-executive member of the Board of Directors	RON 103,456, exclusively fix component  Other benefits: 0	0	0	N/A	N/A
8.	<b>Valentin – Cosmin Samoilă</b> – chief financial officer	RON 100,020, exclusively fix component  Other benefits: 0	RON 98,916 variable component and RON 664,721 fix	0	N/A	N/A



No.	Name and surname  Position	Total remuneration (broken down by component), relative proportion of fixed and variable remuneration (gross value)	Remuneration received from any entity belonging to the same group (gross value)	The number of shares and options per share granted or offered, as well as the main conditions for the exercise of the related rights, including the strike price and the date, together with any changes thereto	Information on the use of the possibility of recovering variable remuneration	Information on any deviation/derogation from the procedure for the implementation of the exceptional remuneration policy
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component

**II. Annual variation of remuneration, Company performance and average remuneration on the basis of the full-time equivalent of the Company's employees who are not directors, over the course of the last 5 financial years**

Annual variation	Financial year 2018 compared to financial year 2017	Financial year 2019 compared to financial year 2018	Financial year 2020 compared to financial year 2019	Financial year 2021 compared to financial year 2020	Financial year 2022 compared to financial year 2021
<b>Directors' remuneration</b>					
<b>Claudio Cisullo</b> – non-executive member and Chairman of the	0%	0%	0%	0%	86.73%





Annual variation	Financial year 2018 compared to financial year 2017	Financial year 2019 compared to financial year 2018	Financial year 2020 compared to financial year 2019	Financial year 2021 compared to financial year 2020	Financial year 2022 compared to financial year 2021
Board of Directors					
<b>Victor Căpitanu</b> – executive member of the Board of Directors and manager	N/A	N/A	N/A	N/A	N/A
<b>Andrei - Liviu Diaconescu</b> - executive member of the Board of Directors and general manager	N/A	N/A	N/A	N/A	N/A
<b>Dragos Horia Manda</b> – non-executive member of the Board of Directors	0%	0%	33.33%	30.60%	4.32%
<b>Marius – Mihail Diaconu</b> - non-executive member of the Board of	0%	0%	0%	0%	0%



Annual variation	Financial year 2018 compared to financial year 2017	Financial year 2019 compared to financial year 2018	Financial year 2020 compared to financial year 2019	Financial year 2021 compared to financial year 2020	Financial year 2022 compared to financial year 2021
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Directors

<b>Magdalena Souckova</b> - non-executive member of the Board of Directors	0%	0%	0%	0%	0%
<b>Augusta – Valeria Dragic</b> - non-executive member of the Board of Directors	0%	0%	0%	0%	0%
<b>Valentin – Cosmin Samoilă</b> – chief financial officer	0%	0%	0%	0%	0%

**Company's performance**

Consolidated net profit	RON 106,119,537	RON 197,406,676	RON 176,936,343	RON 509,687,153	RON 502,477,465
%change year on year	-19%	86%	-10%	188%	-1%

**Average remuneration based on the full-time equivalent of the Company's employees<sup>3</sup>**

17.49%	-9.71%	7.06%
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<sup>3</sup> We refer only to the relevant figures available following the listing of the Company on the Bucharest Stock Exchange Market.