



To: the Bucharest Stock Exchange
the Romanian Financial Supervisory Authority

CURRENT REPORT NO. 36/2022

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:	05.05.2022
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 514,828,058.80
Total number of shares:	2,574,140,294 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 regarding the increase of the share capital

The management of One United Properties S.A. (hereinafter referred to as the “**Company**”) informs the market regarding the Decision of the Board of Directors no. 26 dated 5 May 2022 which, in accordance with the Resolution of the Extraordinary General Meeting of the Shareholders no. 62 dated 26 April 2022 (items 5¹ and 6¹), approved the increase of the share capital with the amount of up to RON 66,003,597.2 (nominal value) (the “**Share Capital Increase**”), by issuance of up to 330,017,986 new shares having a nominal value of RON 0.2 per share and a total nominal value of RON 66,003,597.2.

For more details regarding the Share Capital Increase please refer to the excerpt of the Decision of the Board of Directors no. 26 dated 5 May 2022 attached to this current report.

Executive Member of the Board of Directors,

Victor Capitanu





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 514,828,058.80

(the “Company”)

**EXCERPT I FROM THE
RESOLUTION OF THE BOARD OF DIRECTORS OF
ONE UNITED PROPERTIES S.A.**

No. 26 dated 5 May 2022

The Board of Directors:

CLAUDIO CISULLO,

VICTOR CĂPITANU,

ANDREI-LIVIU DIACONESCU,

DRAGOȘ-HORIA MANDA,

MARIUS-MIHAIL DIACONU,

AUGUSTA-VALERIA DRAGIC, and

MAGDALENA SOUČKOVÁ.

WHEREAS:

(A) On 26 April 2022, the Extraordinary General Meeting of Shareholders of the Company(the “**EGMS**”) has approved, *inter alia*, the delegation of the EGMS duties regarding the decision to increase the share capital of the Company to the Company’s Board of Directors, for a period of three (3) years, in order to raise funds of up to EUR 150,000,000 or the equivalent of this amount in any other currency to finance the current activity of the Company and its group, respectively to finance ongoing projects and/or new projects, through one or more issues of ordinary, registered and dematerialized shares, with a nominal value not exceeding RON 66,003,597.2 (respectively by issuing up to 330,017,986 shares), as follows:

- a) with the exercise of the preference rights of shareholders, or
- b) with the disapplication of the preference rights of shareholders, to the extent the issuance of shares takes place following the conversion of Convertible Bonds (as such term is defined in the EGMS),



with the Board of Directors being authorized to establish the characteristics of the share capital increase operation and its related processes.

(B) The Board of Directors envisages to approve a share capital increase, in accordance with the delegated authority referred at Recital (A) above.

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,

UNANIMOUSLY RESOLVES AS FOLLOWS:

1. The Board of Directors approved the increase of the share capital with the amount of up to RON 66,003,597.2 (nominal value) (the **"Share Capital Increase"**), by issuance of up to 330,017,986 new shares having a nominal value of RON 0.2 per share and a total nominal value of RON 66,003,597.2 (the **"New Shares"**), as follows:
 - 1.1 The New Shares will be offered for subscription:
 - a) During the first phase, to shareholders registered in the Company's shareholders' registry held by Depozitarul Central S.A. at the registration date of 20 May 2022; and
 - b) During the second phase, any unsubscribed New Shares in the first phase, as described at letter a) above, shall be offered via private placements, addressed to investors from the European Union in reliance on the exceptions allowed from the publication of a prospectus, including those provided in article 1 (4), letters (a) - (d) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published in the case of a public offering of securities or the admission of securities to trading on a regulated market, and repealing Directive 2003/71/EC (**"Prospectus Regulation"**) and/or investors to whom such private placements may be otherwise lawfully addressed to and directed, in reliance of Regulation S (**"Regulation S"**) under the U.S. Securities Act of 1933, as amended (the **"U.S. Securities Act"**) and without the need to undertake any other formalities whatsoever under any applicable law, to the extent, and only provided that, an investment in New Shares does not constitute a violation of any applicable law by such investor (the **"Private Placement"**), in accordance with a decision adopted by the Board of Directors on this matter.
 - 1.2 Any New Shares remaining unsubscribed after the Private Placement will be cancelled by decision of the Board of Directors acknowledging the final results of the Share Capital Increase (for the avoidance of doubt, the Board of Directors will have to power to initiate a new share capital increase operation following the Share Capital Increase, on the basis of the EGMS authorisation referred in Recital (A) above, having as object a number of shares equal to the one cancelled.
 - 1.3 The subscription price for one (1) New Share shall be determined as follows:
 - a) During the first phase, the subscription price for a New Share shall be set within the price range of RON 1.30 – RON 1.45; and
 - b) During the second phase, the subscription price shall be determined by the resolution of the Board of Directors, considering the subscription price applicable during the first phase.
 - 1.4 The difference between the subscription price for a New Share and the nominal value of a New Share will represent share premium.
 - 1.5 The number of preference rights issued will be equal to the number of shares issued by the Company, as registered in the Company's shareholders' registry held by Depozitarul Central S.A., with the registration date



of 20 May 2022.

- 1.6 Each shareholder registered in the Company's shareholders' registry held by Depozitarul Central S.A. with the registration date of 20 May 2022, shall receive a number of preference rights equal with the number of shares held.
 - 1.7 The preference rights will not be traded.
 - 1.8 The period for exercising the preference rights shall be of one (1) month (as the case may be, starting after the trading period for the preference rights), being subsequent to the registration date of 20 May 2022.
 - 1.9 For subscription of one New Share, during the period of exercise of preference rights, a person must hold 7.8 preference rights (if the case, with any rounding applicable under the regulations in force, including those drawn up by the Central Depository).
 - 1.10 A shareholder of the Company registered in the Company's shareholders' registry held by Depozitarul Central S.A. at the registration date of 20 May 2022 may subscribe a maximum number of New Shares calculated by dividing the number of preference rights held by the number of preference rights needed to subscribe one New Share (7.8) (if the case, with any rounding applicable under the regulations in force, including those drawn up by the Central Depository).
 - 1.11 In case the maximum number of shares that can be subscribed during the period of exercise of preference rights (resulting from applying the above calculations) is not a natural number, the maximum number of shares that can actually be subscribed will be rounded down to the next lower natural number.
 - 1.12 Details on the subscription procedure, subscription period, subscription price, payment procedure and method, subscription validation, subscription form etc. regarding New Shares will be included in the prospectus to be approved by the Financial Supervisory Authority in connection with the Share Capital Increase.
 - 1.13 The Share Capital Increase has as purpose obtaining funds to finance the current activity of the Company and its group, respectively to finance ongoing projects and/or new projects.
2. The Board of Directors approves the designation of each of Victor Căpitanu and Andrei-Liviu Diaconescu (the "**Representatives**"), acting individually and not jointly, the signature of any of the Representatives being mandatory and binding for the Company, to fulfil any act or action in the name and on behalf of the Company with respect to the Share Capital Increase, including regarding the following aspects:
- i. selecting intermediaries for the Share Capital Increase, ensuring the drafting and publication of any offer prospectus, offer document, as well as negotiating, approving and signing any documents related to the Share Capital Increase, as the case may be, negotiating and signing any agreements with intermediaries and consultants, fulfilling any necessary, useful or timely acts and deeds in connection with the above;
 - ii. to approve any agreements regarding the Share Capital Increase or any other arrangements, commitments, offer prospectuses, offer documents, any subscription, sales, stabilization, agency, consulting agreements, certificates, statements, registers, notifications, additional documents and any other acts and necessary documents, to complete any formalities and to authorize and / or execute any other actions necessary to give full effect to the Share Capital Increase (including the publication of the decision hereby with the Romanian Official Gazette, Part IV); and
 - iii. to represent the Company in front of any competent authorities and institutions (such as the Trade Registry, the Financial Supervisory Authority, the Bucharest Stock Exchange, Depozitarul Central S.A.) with respect to the Share Capital Increase.

The Representatives may sub-delegate any and all of the powers granted hereby, as deemed appropriate and



within the limits imposed on the Representatives.

3. The Board of Directors hereby approves setting the following dates:

- a) 20 May 2022 as registration date, identifying the shareholders who will benefit from the effects of the resolutions adopted hereby, in accordance with the provisions of art. 87 para. (1) of Law no. 24/2017;
- b) 19 May 2022 as “ex-date”, computed in accordance with the provisions of art. 2 (2) letter (l) of no. Regulation 5/2018;
- c) 18 May 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
- d) 23 May 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.

This Resolution has been signed today, the date mentioned above in 3 (three) original counterparts, in Romanian and English languages. In case of discrepancies between the two versions, the Romanian language version shall prevail.