



To: the Bucharest Stock Exchange
the Financial Supervisory Authority, Financial Instruments and Investments Sector

CURRENT REPORT NO. 13/2024

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:	21.03.2024
Name of the issuer:	One United Properties S.A.
Registered office:	20 Maxim Gorki Street, District 1, Bucharest, Romania
Registration no. Trade Registry:	J40/21705/2007
Sole registration code:	22767862
Share Capital:	RON 759,530,863
Total number of shares:	3,797,654,315 ordinary shares
Symbol:	ONE
Market where securities are traded:	Bucharest Stock Exchange, Main Segment, Premium Category

Important events to report: Convening of the Ordinary and Extraordinary General Meetings of Shareholders for 25.04.2024

The management of One United Properties S.A. (hereinafter referred to as the “**Company**”) informs the investors and the market that the Board of Directors of the Company decided to convene the Ordinary General Meeting of Shareholders (OGMS) and the Extraordinary General Meeting of Shareholders (EGMS) of the Company for 25.04.2024 (first calling), respectively for 26.04.2024 (second calling) should the attendance quorum for the first meeting not be met.

The convening notice and the cover letter from the Executive Members of the Board of Directors are attached to this current report.

Chairman of the Board of Directors
Claudio Cisullo



Bucharest, March 21st, 2024

Dear Shareholders,

We look forward to welcoming you to our upcoming General Meeting of Shareholders, which will take place on **April 25th, 2024**, in Bucharest and online.

Our agenda for the General Shareholders Meeting (GSM) is familiar to those who have followed us since our IPO two years ago. However, we are drawing your attention to two key items on the agenda of the Extraordinary General Meeting: the proposal to **waive preferential subscription rights for a potential share capital increase** and a **potential bond issuance**.

The global real estate sector has faced challenges over the past two years, with many developers struggling to survive. At ONE, our conservative and risk-averse strategy over the last 15 years has prepared us well, enabling us to maintain a low **Loan-to-Value (LTV) ratio of 28%** over last 2 years, complete 1,430 units in 2023 alone, and manage, over the course of last year, developments worth more than 1.5 billion euros. All this in a context where the pressure affected most of our competitors and peers.

The market has appreciated our prudent financial management and strong balance sheet. Since our IPO in mid-2021, ONE shares have generated a total return of 27% for our shareholders in EUR terms. Over the same period, pressured by the higher cost of capital, the EPRA index, a benchmark for listed real estate companies in developed Europe, has lost 37%. In other words, ONE has **outperformed broader European real estate peers by approximately 60%** since our IPO. In these 2 years and 8 months, we also raised, via an IPO and SPO, approximately 105 million euros of new equity that was used to accelerate the growth of our company.

Looking forward, we anticipate a period of strong growth for the real estate sector, especially in Bucharest. According to the government estimates, Romania's GDP is set to reach **350 billion euros in 2024**. Historically, the contribution of Bucharest economy to national GDP overpassed 28%, therefore the capital's GDP shall reach at least **98 billion euros in 2024**. We see the potential of our city as unparalleled, and this reflects in our goals for One United Properties – we want to double the business until 2030, and grow it four times until 2035, by leveraging Bucharest's positive evolution and our commitment to quality and sustainable housing.

We will share more about our vision at our **Capital Markets Day** on April 4th in Bucharest, including how equity and debt financing can accelerate our growth ambitions.

As you remember, we have undergone a **successful capital raise through an SPO** between June and August 2022, which we carried out by offering preference rights to our shareholders. Looking back, this process was hindered by lengthy and bureaucratic procedures required under Romanian law, affecting our stock price and liquidity for an extended period of 4 months.

Even though One United Properties is a significant business with **assets surpassing 1 billion euros** at the end of 2023, we remain highly agile. Our core team counts only around 100 people. We pride ourselves on making quick decisions. We see



opportunities, and we want to seize them. We believe that in the coming period, we will have an opportunity to attract important global institutional investors to One United Properties. However, we will need to offer them a well-structured deal that can be executed quickly without putting too much pressure on the market. This potential deal, to be executed through an Accelerated Book Building (ABB) will benefit all the shareholders, strengthening the company's equity, diversifying the investor base, and supporting our future growth.

These are the principal reasons we seek your approval to remove the preference rights for a share **capital increase of up to 20% of the current share capital**. For this vote to pass, 85% of shareholders must participate in the GSM, and at least 75% of the votes must be cast in favour. Based on the above arguments, the Board of Directors recommends a vote of confidence for this operation.

Most European issuers have such provisions approved by GSM, specifically to enable rapid execution that meets the needs of global institutional investors.

Even though we could have proposed delegating to the Board of Directors the prerogative to increase the share capital by up to 50% of the current value of the share capital, we proposed that the value of the authorized capital be limited to 20%, as this is what we believe is **necessary over the next 3 years**. We would like to raise equity in one or more placements, but only if the market context is right, and only if we decide that it is in the benefit of all our existing shareholders. We consider this just a matter of time, especially as the sentiment of investors towards real estate is improving as well as the global interest in Romanian capital market grows, driven by Romania's potential MSCI reclassification from frontier to emerging market.

Last but not least, we wanted to assure you that we do not intend to carry out any other transaction than a **share capital increase with cash contribution** under this delegation, therefore your approval of lifting the preference rights will not be used for the purpose of implementing Stock Option Plan (SOP) or doing share swaps as part of M&A transactions.

Regarding bonds, we normally prefer bank financing over accessing the bond market due to the currently high rates. However, we expect the rates to ease, and there might come a time in the next 2-3 years when the bond market might make sense. Doing a large issuance, up to **300 million euros**, might help us optimize our financing costs and refinance our existing debt with cheaper financing. If this moment comes, we want to have a mandate from you, our shareholders, to engage in discussions with banks and advisors to carry out such a potential transaction.

We hope this information provides you with more insight into our medium-term financing plans and that we will have **your vote of confidence** in the upcoming GSM.

Co-CEOs and Executive Members of the Board of Directors

Victor Capitanu

Andrei-Liviu Diaconescu



ONE UNITED PROPERTIES S.A.

Bucharest, District 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 759,530,863

(the “**Company**”)

Convening notice for the General Ordinary and Extraordinary meetings of the shareholders of

ONE UNITED PROPERTIES S.A.

convened for 25/26 April 2024

Output no. 1326 dated 20 March 2024

The board of directors 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, European Unique Identifier (EUID): ROONRC.J40/21705/2007, having subscribed and fully paid-up share capital of RON 759,530,863 (“**OUP**” or the “**Company**”),

Pursuant to Law no. 31/1990 on companies, republished, as subsequently amended and supplemented (“**Companies Law**”), Law no. 24/2017 on issuers of financial instruments and market operations, republished, as subsequently amended and supplemented (“**Law no. 24/2017**”), Regulation no. 5/2018 on issuers of financial instruments and market operations, as subsequently amended and supplemented (“**Regulation no. 5/2018**”), and the Company’s articles of association (the “**Articles of Association**”),

Convenes:

The Ordinary General Meeting of the Company’s Shareholders (the “OGMS”) for the date of 25 April 2024, 10:00 AM at One Tower, 17th floor, 165 Calea Floreasca, District 1, Bucharest, Romania, to which all shareholders of the Company registered in the shareholders’ registry (held by Depozitarul Central S.A.) until the end of 12 April 2024, set as reference date (the “**Reference Date**”), will take part of. In case the necessary quorum will not be met at the first convocation, a second meeting of the OGMS will take place on **26 April 2024, 10:00 AM**, at the same place and with the same agenda and having the same Reference Date; and of

The Extraordinary General Meeting of the Company’s Shareholders (the “EGMS”) for the date of 25 April 2024, 11:00 AM at One Tower, 17th floor, 165 Calea Floreasca, District 1, Bucharest, Romania, to which all shareholders of the Company registered in the shareholders’ registry (held by Depozitarul Central S.A.) until the end of 12 April 2024, set as Reference Date, will take part of. In case the necessary quorum will not be met at the first convocation, a second meeting of the EGMS will take place on **26 April 2024, 11:00 AM**, at the same place and with the same agenda and having the same Reference Date.



The agenda of the Ordinary General Meeting of Shareholders:

1. Approval of the election of Mr. Alexandru-Victor Savi-Nims as meeting secretary of the OGMS and Mrs. Anca Minescu as technical secretary of the OGMS, both of them having the identification data available at the Company's headquarters.
2. Approval of the annual individual and consolidated financial statements prepared for the financial year ended on 31 December 2023, together with the annual report prepared by the Board of Directors and the independent auditor's report. In the financial year ended on 31 December 2023, the Company has registered: (a) RON 449,618,530 net profit at consolidated level respectively (b) RON 149,509,955 net profit at individual level, out of which RON 7,575,453 will be registered as legal reserves and RON 141,934,502 is distributable net profit.
3. Approval of the distribution of dividends in value of RON 75,880,983.42 (gross dividend amount), corresponding to the financial year 2023, as follows: (i) the amount of RON 37,940,491.71 (gross dividend amount) has been distributed in advance as a result of the Resolution of the Company's Ordinary General Meeting of Shareholders no. 67 of 9 October 2023, respectively (ii) the amount of RON 37,940,491.71 gross dividend amount), representing a gross dividend per share of RON 0,01, will be distributed according to this resolution. To the extent that treasury shares are registered on the applicable registration date, such shares will not give the right to dividends.
4. Approval of the discharge of liability of the Board of Directors for the financial year ended on 31 December 2023.
5. Approval of the income and expenses budget for the financial year 2024, in accordance with the OGMS supporting documentation.
6. Approval of the Remuneration Report of the management of the Company for the financial year that ended on 31 December 2023, prepared by the Company's Nomination and Remuneration Committee, in accordance with the OGMS supporting documentation.
7. Approval of the appointment of the members of the Board of Directors amongst the candidates proposed by the Company's Nomination and Compensation Committee and shareholders of the Company, for a mandate of one (1) year, starting with the date of the OGMS resolution. The candidates which have been proposed by the Company's Nomination and Compensation Committee are the following:
 - Claudio Cisullo;
 - Victor Căpitanu;
 - Andrei-Liviu Diaconescu;
 - Dragoș-Horia Manda;



- Marius-Mihail Diaconu;
 - Augusta Valeria Dragic; and
 - Dirk Pahlke.
8. Approval of the appointment of a new member of the Risk and Audit Committee, from amongst the candidates proposed by the Nomination and Compensation Committee of the Company and the shareholders of the Company, for a term of office of one (1) year, starting from the date of the OGMS resolution, whose annual net remuneration will be equal to the RON equivalent of EUR 4,000, that will be paid in 12 equal monthly instalments. The candidate who has been proposed by the Nomination and Compensation Committee of the Company is Mr. Eduard Pavel.
9. Approval of setting the fixed remuneration of the non-executive members of the Board of Directors for the mandates starting with the date of the OGMS, i.e., EUR 1,500 per month (net amount) (payable in EUR to the non-executive members of the Board of Directors who are non-residents in Romania, and payable in the equivalent in RON to the non-executive members of the Board of Directors who are residents in Romania respectively) payable to each non-executive member, to which will be added, where appropriate, EUR 500 per month (net amount) (payable in EUR to the non-executive members of the Board of Directors who are non-residents in Romania, and payable in the equivalent in RON to the non-executive members of the Board of Directors who are residents in Romania respectively), payable for occupying the position as Chairman of Committee at the level of the Board of Directors.

For the year 2024, the payment of the fixed remuneration will be made in a single instalment between the date of the last meeting of the Board of Directors and 31 December 2024. The remuneration level so determined will take into consideration the participation to at least five (5) meetings of the Board of Directors per year. In case of unjustified absence below the minimum set herein, the total annual remuneration will be reduced with 20% per absence.

In addition to the fixed remuneration as per the above, the non-executive members of the Board of Directors may be granted variable remuneration, in the form of options granted in accordance with the stock option plan, as per the resolution that will be approved under item 10 on the agenda, as well as in the form of any performance bonuses of which allocation and amount will be decided through future OGMS resolutions.

10. Approval of a stock option plan for the non-executive members of the Board of Directors and the employees of the Company, as well as the members of the management bodies and employees of any subsidiaries of the Company (“SOP”), in accordance with the OGMS supporting documentation, as well as approval of the number of shares that may be granted under the SOP and the performance conditions applicable to the non-executive members of the Board of Directors for the Performance Period (as defined in the SOP) for the financial year 2024, in accordance with the OGMS supporting documentation.



11. Approval of the amendment of the remuneration policy of the Company, in accordance with the OGMS supporting documentation.
12. Approval of the appointment of Deloitte Audit S.R.L. for a term of 3 (three) years starting with the date hereof and until 25/26 April 2027 for the revision of the individual and consolidated financial statements of the Company starting with the financial year that will end on 31 December 2024, as well as the authorization of the Board of Directors, in the name and on behalf of Society, with full power and authority:
 - 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 opportune acts and deeds in relation to the above; and
 - authorize representatives of the Company to sign any such documents, perform any such formalities and perform any such actions.
13. Approval of setting the date of:
 - 28 June 2024 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
 - 27 June 2024 as “ex-date”, computed in accordance with the provisions of art. 2 (2) letter (l) of Regulation no. 5/2018; and
 - 15 July 2024 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.

14. Approval of the authorisation of the executive members of the Board of Directors and/or the Company’s Managers acting jointly or severally, 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, but without limitation, the Resolutions of the OGMS of the Company, to file and 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.

The agenda of the Extraordinary General Meeting of Shareholders:

1. Approval of the election of Mr. Alexandru-Victor Savi-Nims as meeting secretary of the EGMS and Ms. Anca Minescu, technical secretary of the EGMS, both of them having the identification data available at the Company's headquarters.



2. Approval to empower the Board of Directors to issue any decision and to fulfil all the necessary, useful and / or opportune legal acts and deeds, respectively to update the provisions of article 12.3 of the Articles of Association, for the fulfilment of the decisions to be adopted by the OGMS in accordance with point 7 of the OGMS agenda.
3. Approval of the delegation of the EGMS' duties regarding the decision to increase the share capital of the Company to the Company's Board of Directors under the provisions of art. 114 para. (1) and art. 220¹ para. (2) of the Companies Law, respectively the provisions of art. 86 para (2) of Law no. 24/2017, with the power to remove or restrict the preference right of shareholders in accordance with the provisions of art. 217 of the Companies Law and of art. 86 para. (3) and art. 88 para. (1) of Law no. 24/2017 and in accordance with the provisions of art. art. 220¹ para. (3) of the Companies Law, respectively, for a period of three (3) years, through one or more issues of ordinary, registered and dematerialized shares, with a nominal value not exceeding 20% of the subscribed share capital as of the date of the decision and authorisation, i.e., up until RON 151,906,173, and, respectively, the approval of the amendment of Article 5.1. of the Articles of Association, which will have the following content:

"5.1. The share capital of the Company may be increased as follows:

a) By the decision of the extraordinary general meeting of the Company's shareholders in accordance with the applicable legislation, respectively

b) In accordance with the decisions adopted by the Board of Directors, pursuant to the delegation of the attributions of the extraordinary general meeting of shareholders to increase the share capital and to authorize the Board of Directors:

- *for a period of three (3) years which is set to lapse on 9 October 2026, to decide to increase the Company's share capital through one or more issues of registered and dematerialized ordinary shares, with a nominal value not exceeding RON 12,481,281, for executing and implementing the provisions of any stock option plans for the persons comprising the management of the Company and/or its subsidiaries, or for the employees of the Company and/or its subsidiaries, approved (including through the Resolution of the Company's Ordinary General Meeting of Shareholders dated 19 April 2021, item 6, with the subsequent amendments, supplements and updates) or that will be approved in the future, and*
- *for a period of three (3) years which is set to lapse on [25]/[26] April 2027 to decide to increase the Company's share capital through one or more issues of registered and dematerialized ordinary shares, with a nominal value not exceeding RON 151,906,173,*

with the power to remove or restrict the preference right of shareholders for any issuance, subject to the terms and conditions set forth in these Articles of Association and in accordance with the provisions of Law 31/1990 on companies, republished, as



further amended and supplemented and the provisions of Law no. 24/2017 on issuers of financial instruments and market operations, republished, as subsequently amended and supplemented and any other provisions of the capital markets legislation. In order to be able to implement the delegation of the duties regarding the decision to increase the share capital, the Board of Directors is authorised to establish the characteristics of the share capital increase operation (as well as to determine the manner of the share capital increase, including to determine that the share capital increase will take place by offsetting certain, liquid and payable claims in accordance with Article 89 of Law no. 24/2017 on issuers of financial instruments and market operations, republished, as subsequently amended and supplemented) and its related processes.”

4. Approval of a corporate bond issuance programme and/or one or more individual issues of nominative, dematerialized and non-convertible, secured or unsecured bonds, as the case may be, with or without discount, with an aggregate principal amount not exceeding EUR 300,000,000 or the equivalent thereof in any other currency, denominated in EUR and/or lei and/or any other currency, with a fixed or variable interest rate, as the case may be, and with a maturity not exceeding 10 years (per issuance), any such issuance taking place over a period of maximum 3 years from the date of the EGMS approval, and which will be governed by any applicable law (the "**Bonds**"), the Board of Directors having full authority to determine the terms and conditions of the issuance programme and/or any issuance under the programme and/or any individual issuance, as set out in item 7 on the EGMS agenda.
5. Approval to carry out one or more offerings ("**Offerings**" and each, an "**Offering**"), having as object the Bonds, in the form of (i) offering to the public in Romania ("**Public Offering**"), and/or (ii) 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 the Bonds does not constitute a violation of any applicable law by such investor ("**Private Placement**"), in accordance with a decision adopted by the Board of Directors on this matter.
6. Approval of the undertaking by the Company of all necessary, useful and / or appropriate actions and formalities, for the admission to trading of the Bonds on a regulated market or on other trading venue, following the Offering (the "**Listings**" and each of them the "**Listing**").
7. Approval of the of the authorisation of the Board of Directors to issue any decision



and to carry out any acts and deeds which are necessary, desirable and/or convenient for implementing the resolutions to be adopted by the EGMS with respect to the Bonds, any Offering and Listing, subject to the approval of item 4 on the EGMS agenda (the Board of Directors shall have full discretion regarding the adoption of any decision on the Bonds, the Offerings and the Listings), including, but not limited to, in relation to the following matters:

- negotiating, determining and approving the issue amount, the issue price in accordance with market conditions, as well as other terms and conditions of the Bonds and/or the relevant Offerings, the contractual terms, drawdown, early repayment, interest, taxes and fees, guarantees, granting of any type of security interests, selecting the intermediaries for the Offerings, ensuring the drafting and publication of a prospectus, an offering document, as well as the negotiation, approval and execution or any documents related to the Bonds, the Offerings and the Listings, the approval of the listing markets, as well as the negotiation and execution of any agreements with intermediaries and advisors, and to carry out any other acts and deeds which are necessary, useful and/or appropriate;
- approving any agreements regarding the Bonds and/or the Offerings and/or the Listings, and any other arrangements, any security agreements, commitments (including guarantee commitments), offering prospectuses, offering documents, any subscription agreements, sale, agency, trust, assistance agreements, certificates, affidavits, registers, notices, addenda and any other acts and documents which are necessary, useful and/or appropriate to fulfil any formalities and to authorize and/or to execute any other actions which are necessary in order to give full effect to the issuance of Bonds and/or the Offerings and/or the Listings (as the case may be) and/or the associated guarantees, finance documents etc; and
- empowering representatives of the Company to sign any such documents, to fulfil any such formalities and execute any such actions.

8. Approval of contracting by the subsidiary ONE TECHNOLOGY DISTRICT S.R.L., a legal entity of Romanian nationality, with registered office in Bucharest, District 1, 20 Maxim Gorki Street, registered with the Trade Register Office attached to the Bucharest Tribunal under number J40/21879/2022, EUID ROONRC.J40/21879/2022, with unique registration code 47113260 (“**OTD**”), from a financing bank or consortium of financing banks of the following loan facilities:

(a) an investment credit facility with the following sub-limits: (i) during the development phase of the project - up to a maximum amount of EUR 28,500,000 (maximum 70% of the development costs, according to the budget of the project); and (ii) during the investment phase – up to a maximum amount of EUR 37,500,000, for the purpose of financing/ refinancing in part of the budget of the project to be developed by OTD (including the refinancing of the existing outstanding debts with group companies and third parties or other distributions, if the case); and

(b) a VAT credit facility of up to EUR 4,000,000 (in RON equivalent) for the purpose of pre-financing/ refinancing the VAT related to the project to be developed by OTD,



(herein referred together as “**OTD Facilities**”), under the following terms and conditions:

- For the purpose of securing the OTD Facilities, the Company may provide in favor of the financing bank or consortium of financing banks the following guarantees: (i) movable mortgage on all present and future shares held by the Company in the share capital of OTD, as well as on all rights and accessories attached thereto which will secure the OTD Facilities and all other costs related thereto; and (ii) a guarantee by which the Company will secure any cost overrun of the original budget of the project to be developed by OTD, within the amount of EUR 6,100,000.
 - In the context of entering into the OTD Facilities, the Company may enter into a subordination agreement for all receivables resulting from loans granted to OTD and all dividends or other distributions owed by OTD to its shareholders.
9. Approval of contracting by the subsidiary ONE UNITED TOWER S.A. a legal entity of Romanian nationality, with registered office in Bucharest, District 1, 20 Maxim Gorki Street, registered with the Trade Register Office attached to the Bucharest Tribunal under number J40/20317/2017, EUID ROONRC.J40/20317/2017, with unique registration code 38586064 (“**OUT**”), from a financing bank of an investment credit facility in amount of EUR 46,700,000 to be used for the fully reimbursement of the existing facility borrowed by OUT from Black Sea Trade and Development Bank as well as the partial reimbursement of the existing shareholders loans and other costs related to the above (herein referred to as “**OUT Facility**”), under the following terms and conditions:
- For the purpose of securing the OUT Facility, the Company (i) may provide in favor of the financing bank a movable mortgage on all present and future shares held by the Company in the share capital of OUT, as well as on all rights and accessories attached thereto which will secure the OUT Facility and all other costs related thereto; and (ii) will constitute own securities (including as immovable mortgages, movable mortgages, any other guarantees of any kind) which will be expressly mentioned in the decision of OUT's statutory body.
 - In the context of entering into the OUT Facility, the Company may enter into a subordination agreement for the receivables resulting from loans granted to OUT and dividends or other distributions owed by OUT to its shareholders.
10. Approval of granting new credit facilities up to the amount of maximum EUR 20,000,000 in addition to the loan facilities borrowed according with the loan agreement dated 23.07.2021 as further amended (the “**Facility Agreement**”) by the subsidiaries ONE COTROCENI PARK OFFICE S.A., a legal entity of Romanian nationality, with registered office in Bucharest, District 1, 20 Maxim Gorki Street, registered at the Trade Registry Office attached to the Bucharest Tribunal under no. J40/7032/2020, EUID ROONRC.J40/7032/2020, with unique registration code RO42688380 (“**OCPO**”) and ONE COTROCENI PARK OFFICE FAZA 2 S.A., a legal entity of Romanian nationality, with registered office in Bucharest, District 1, 20 Maxim Gorki Street, registered at the Trade Registry Office attached to the Bucharest Tribunal under no. J40/6838/2020, EUID ROONRC.J40/6838/2020, with unique



registration code RO42671346 (“**OCPO2**”), , from BANCA COMERCIALA ROMANA S.A., BRD GROUPE SOCIETE GENERALE S.A. si ERSTE GROUP BANK A.G. (together, the „**Financing Parties**”), for the purpose of reimbursement of the shareholder loans and other costs in relation to these transactions (“**OCPO and OCPO2 Additional Credit Facilities**”), as well as signing of one or several framework agreements, credit support agreements, confirmation, transaction, schedule or other agreement to be executed between OCPO, OCPO2, BANCA COMERCIALA ROMANA S.A., BRD GROUPE SOCIETE GENERALE S.A. and ERSTE GROUP BANK A.G., as hedge counterparties for the purpose of hedging interest (swap) payable for minimum 70% of OCPO and OCPO2 Additional Credit Facilities (“**Hedging Agreements**”), under the following terms and conditions:

- For the purpose of securing the OCPO and OCPO2 Additional Credit Facilities and the Hedging Agreements, as well as any other additional amounts owed or which may be owed under or in connection therewith, the Company may create guarantees and mortgages, in capacity as the majority shareholder of OCPO and OCPO2 and considering the corporate benefit resulting thereby, in favor of the Financing Parties, similar to those already approved under the Resolution of the Extraordinary General Meeting of the Shareholders no. 57/26.05.2021 and the Decision of the Board of Directors no. 16 dated 27 July 2021, namely (a) a movable mortgage over the shares owned by the Company in each of OCPO and OCPO2, (b) a movable mortgage over any and all present and future receivables, including those resulting from the loan agreements concluded between the Company, as lender, and each of OCPO and OCPO2, as borrowers and (c) a personal guarantee pursuant to which the Company undertakes to pay any amounts whenever OCPO and/or OCPO2 fail to make such payment, subject to the terms and conditions agreed in the Facility Agreement, either by executing amendment agreements to the existing documentation or by way of new agreements, as well as the confirmation and amendment (if the case) of the existing subordination arrangements in favor of the Financing Parties.
11. Approval of the empowerment of the executive members of the Board of Directors, with full and individual powers, with the right of sub-delegation, so that, in the name and on behalf of the Company, they may negotiate, sign, submit or deliver the documentation relating to the facilities and guarantees approved pursuant to items 8-10 on the agenda and take or cause to be taken any and all actions that the executive members of the Board of Directors shall deem necessary, appropriate or advisable to carry out the resolutions pursuant to items 8-10 on the agenda, including, without limitation:
- a) to negotiate, execute and deliver, in the name and on behalf of the Company, credit agreements, security agreements, subordination agreements or affidavits, and any other documents to be issued or executed by the Company to give effect to the resolutions under items 8-10 on the agenda and any correspondence to be executed and delivered pursuant to or in connection therewith, it being understood that the executive members of the Board of Directors are authorised and empowered to agree, on behalf of the Company, to any amendments or changes to be made thereto (if any,



including changing the relevant credit institution which shall grant the facilities), any other contracts, documents or instruments to which the Company is a party or is intended to be a party, as they shall think fit, subject to the provisions of law and the Articles of Association;

b) to register any guarantees, loan agreements, movable share mortgage agreements, subordination agreements or affidavits (if required) and any other documents required to be issued or signed by the Company to give effect to the resolutions under items 8-10 on the agenda, to which the Company is a party or is intended to be a party, if required, and to complete any and all formalities and take any other necessary steps, appropriate or advisable, to give full effect to the resolutions under items 8-10 on the agenda (including, without limitation, the registration to be made with the National Registry of Movable Publicity, the Trade Registry or the representation and signing of any necessary documents before the notary public or any other persons, institutions, authorities with competence in respect of registration in any public registers);

c) to individually represent the Company at the general meeting of the shareholders of the subsidiaries (OTD, OCPO, OCPO2 and OUT) referred to in the resolutions under items 8-10 on the agenda for the purpose of approving the facilities and guarantees approved thereunder; and

d) to the extent that under the financing structures as will be approved by the banks, new or modifying conditions will be further added to those already approved above, the executive members of the Board of Directors are authorized together to decide, as they deem appropriate, regarding to the aspects not mentioned and approved under items 8-10 on the agenda (including but not limited to creation of the securities, new financial conditions etc.), with the observance of the limits set in the resolutions to be approved according to items 8-10 on the agenda, the Articles of Association and the applicable law.

12. Approval of setting the date of:

- 15 May 2024 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; and
- 14 May 2024 as “ex-date”, computed in accordance with the provisions of art. 2 (2) letter (l) of no. Regulation 5/2018.

As they are not applicable to this EGMS, 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 and payment date.

13. Approval of the authorisation of the executive members of the Board of Directors and/or the Company’s Managers, acting jointly or severally, 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 of the Company, 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.

Miscellaneous

a) Documents related to the agenda of the OGMS and EGMS

Starting on 22 March 2024, all the information materials regarding the items included on the agenda of the OGMS and of the EGMS shall be made available on the Company's website, the investor relations section (<https://one.ro/investor-relations/>). The shareholders of the Company may receive, upon request, copies of the documents related to the items on the agenda of the OGMS and EGMS.

b) The right to propose candidates for the position of member of the Board of Directors, respectively of member of the Risk and Audit Committee

The shareholders of the Company may submit proposals for candidates for appointment as a member of the Board of Directors, respectively as a member of the Risk and Audit Committee. In this regard, they will specify in the proposal information about the name, place of residence and professional qualification of the proposed persons, accompanied by:

(i) a copy of the valid identity document of the Company's shareholder (in the case of individuals, identity card, passport, residence permit, respectively in the case of legal entities, identity card, passport, residence permit of the legal representative);

(ii) the curriculum vitae of the person proposed for the position of member of the Board of Directors/member of the Risk and Audit Committee;

(iii) in the case of a candidate's proposal for the position of independent member, an affidavit confirming that all eligibility criteria have been met (the template of such document being available as part of the supporting materials);

(iv) the consent form and the information note for collecting and processing personal data, filled in and signed by the candidate (the template of such document being available as part of the supporting materials); and

(v) in the case of candidates nominated as members of the Risk and Audit Committee, proof of fulfilment of the condition laid down in Article 65(3) of the Law no. 162/2017 on statutory audit of annual financial statements and consolidated annual financial statements and on amendment of some normative acts, in compliance with the provisions of the Order of the Authority for Public Oversight of Statutory Audit Activity no. 123/2022 on the composition of the Audit Committee, as amended by the Order of the Authority for Public Oversight of Statutory Audit Activity no. 392/2022 amending the Order no. 123/2022 on the composition of the Audit Committee.

The shareholders of the Company will be able to submit the proposals regarding the members of the Board of Directors/member of the Risk and Audit Committee (accompanied by the documents attesting the identity of the shareholder / candidate), sending in this regard a written request to the address investors@one.ro, no later than 8 April 2024 at



23:59, with the written mention "Proposal for candidates for the position of member of the Board of Directors/ member of the Risk and Audit Committee ".

The list containing the information regarding the name, place of residence and professional qualification of the persons proposed for the position of member of the Board of Directors, respectively of member of the Risk and Audit Committee will be published on the Company's website, and will be updated daily, until 8 April 2024, at 18:00, in the section dedicated to the relationship with investors (<https://one.ro/investor-relations/>).

c) The shareholders' rights to request the inclusion of additional items on the agenda and to make new resolution proposals for the existing or proposed items to be included on the agenda

One or more shareholders representing, individually or collectively, at least 5% of the Company's share capital, have the right:

(i) to introduce new items on the agenda of the general meeting of shareholders, provided that every new item is accompanied by a reasoning memo, or a draft resolution proposed for adoption to the general meeting; and

(ii) to make resolution proposals for the items included or proposed to be included on the agenda of the OGMS and EGMS.

The rights mentioned above may be exercised only in writing (sent via courier at the Company's headquarters or via e-mail, in compliance with the regulations issued by the FSA, to the address investors@one.ro) no later than 8 April 2024.

The identification requirements mentioned at letter d) below are also applicable to the shareholder(s) – natural person(s) and/or the legal representative of the shareholder - legal person that request the insertion of new items on the OGMS and EGMS agenda.

To the extent the exercise of such right determines the amendment of the agenda of the general meeting that was already communicated to the shareholders, the Company will publish an amended agenda, following the same procedure as the one for the previous agenda, before the Reference Date and in compliance with the term provided by the Companies Law.

d) Participation and voting in the OGMS and EGMS

Only shareholders who are registered with the Company's Shareholders Registry at the Reference Date are entitled to attend and cast their votes in the OGMS and EGMS, in accordance with the legal provisions applicable to companies that are listed on the Regulated Market of the Bucharest Stock Exchange and those of the Articles of Association, in person (or represented by legal representatives) or by proxy (based on a special or general power of attorney), considering the legal requirements, or by correspondence (based on a correspondence voting ballot).

The access and/or the correspondence vote by shareholders entitled to attend the OGMS and EGMS is allowed, subject to simple proof of their identity made by presenting, in case of shareholders who are natural persons, their identity document and, in case of legal entities, based on the identity document of the legal representative and a copy of the



certificate of status (in Romanian, *certificat constatator*) issued by the trade registry or of any equivalent document issued by a competent authority of the state in which the shareholder that is a legal person is duly registered, submitted in original or in certified copy. The documents attesting the capacity as legal representative of the shareholder that is a legal person will be issued no later than 30 days before the Reference Date. The representatives of shareholders – natural/legal persons will be identified based on their identity document, accompanied by the special or general power of attorney signed by the shareholder who is a natural person/the legal representative of the shareholder that is a legal person, as the case may be, together with the proof of identity of the relevant shareholder natural person/ the legal representative of the legal entity shareholder, and a copy of the certificate of status (in Romanian, *certificat constatator*) issued by the trade registry or of any equivalent document issued by a competent authority of the state in which the shareholder that is a legal person is duly registered, submitted in original or in certified copy (the documents attesting the capacity as legal representative of the shareholder that is a legal person will be issued no later than 30 days before the Reference Date).

The capacity as shareholder and also, in case of shareholders - legal persons or entities without legal status, the capacity as legal representative shall be acknowledged based on the list of shareholders at the Reference Date, received by the Company from Depozitarul Central S.A.

e) General Powers of Attorney

General powers of attorney may be granted by the shareholders for a period which will not exceed 3 years and allow their representative to vote in connection with any aspects which are discussed in the general meeting of shareholders, including disposal acts.

Before their first use, general powers of attorney, together with the proof of identity of the relevant shareholder natural person/ the legal representative of the legal entity shareholder, and a copy of the certificate of status (in Romanian *certificat constatator*) issued by the trade registry or of any equivalent document issued by a competent authority of the state in which the shareholder that is a legal person is duly registered, submitted in original or in certified copy (the documents attesting the capacity as legal representative of the shareholder that is a legal person will be issued no later than 30 days before the Reference Date), shall be deposited/sent to the Company's registered headquarters at Bucharest, 20 Maxim Gorki Street, District 1, in copy, containing the mention of conformity with the original under the signature of the representative (or sent by e-mail with extended electronic signature, in compliance with the regulations issued by FSA, to the address aga@one.ro) so as to be registered with the Company's registration desk until 22 April 2024, at 11:59 PM.

For the validity of the mandate, the proxy should have to be an intermediary (investment professional) (pursuant to the provisions of art. 2 para. (1) point (19) of Law no. 24/2017) or a lawyer and the relevant shareholder should be a client of the proxy. Also, the proxy should not be in a state of conflict of interest, pursuant to the provisions of art. 105 para. (15) of the Law no. 24/2017. The proxy cannot be substituted by another person. To the extent the empowered person is a legal entity, it may exercise its mandate through any person belonging to the administrative or management body or its employees.



Together with the general power of attorney, the shareholders shall submit to the Company a statement issued by the legal representative of the intermediary or lawyer who received the power of representation, signed, in original and, as the case, stamped, confirming that:

- (i) the power of attorney is given by the respective shareholder, in its capacity as client, to the intermediary or, as the case lawyer; and
- (ii) the general power of attorney is signed by the shareholder, including by attaching an extended electronic signature, if the case.

f) Special Powers of Attorney and the Correspondence Voting Ballot

The special powers of attorney and correspondence voting ballots will use the format provided by the Company and shall indicate the vote for each item on the agenda (meaning vote “For”, vote “Against” or vote “Abstention”).

The special powers of attorney may be granted to any person for the representation within one general meeting of shareholders and contains specific voting instructions from the issuer shareholder.

The special powers of attorney/ correspondence voting ballots and the related documents (*i.e.*, the proof of identity of the relevant shareholder natural person/ the legal representative of the legal entity shareholder, and a copy of the certificate of status (in Romanian, *certificat constatator*) issued by the trade registry or of any equivalent document issued by a competent authority of the state in which the shareholder that is a legal person is duly registered, submitted in original or in certified copy (the documents attesting the capacity as legal representative of the shareholder that is a legal person will be issued no later than 30 days before the Reference Date)) shall be deposited/sent to the Company’s registered headquarters at Bucharest, 20 Maxim Gorki Street, District 1, Romania, or by e-mail with extended electronic signature (in case of special powers of attorney) or by e-mail (in case of correspondence vote ballots), in compliance with the regulations issued by FSA, to the address aga@one.ro), in original or in copy, containing the mention of conformity with the original under the signature of the representative, so as to be registered with the Company registration desk no later than until 22 April 2024, at 11:59 PM, clearly mentioning on the envelope or in the subject of the e-mail “For the Extraordinary/Ordinary General Meeting of Shareholders convened for 25/26 April 2024”.

When filling in the special powers of attorney/ correspondence voting ballots, the shareholders are asked to consider that new items on the agenda of the OGMS and EGMS or proposals of resolutions could be added. In this case, the special powers of attorney/ correspondence voting ballots shall be updated and published as described at letter a) above.

g) Electronic vote

The electronic vote may be exercised by using electronic means of voting according to art. 197 of Regulation no. 5/2018, by accessing the link <https://one.evot.ro/> on any device connected to the Internet.

For identification purposes and online access to the EGMS, the shareholders will provide the following information:



In the case of natural persons:

- last name and first name;
- personal numerical code;
- e-mail address;
- copy of the identity document (identity card, passport, residence permit)*;
- telephone number (optional).

In the case of legal persons:

- name of the legal person;
- sole registration code (CUI);
- last name and first name of the legal representative;
- personal numerical code of the legal representative;
- e-mail address;
- the identity document of the legal representative (identity card, passport, residence permit)*;
- copy of the certificate of status (in Romanian, *certificat constatator*) issued by the trade registry or of any equivalent document issued by a competent authority of the state in which the shareholder that is a legal person is duly registered, submitted in original or in certified copy. The documents attesting the capacity as legal representative of the shareholder that is a legal person will be issued no later than 30 days before the reference date*;
- telephone number (optional).

Any documents submitted in a foreign language, other than English, shall be accompanied by the translation into Romanian/English made by a certified translator whose signature has been certified by the notary public.

*the electronic copy of the above-mentioned documents will be uploaded online in the dedicated fields. The files that can be uploaded can have one of the following extensions: .jpg, .pdf, .png.

The shareholder can log in and vote whenever he/she/it wants in the interval designated for voting by mail and/or live, the last voting option (before the expiration of the voting session) being the registered one.

Bucharest, 20 March 2024

Mr. Claudio Cisullo – Chairman of the Board of Directors
