



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

Bucharest, 20 Maxim Gorki Street, District 1

J40/21705/2007, Sole Registration Code 22767862

**Dated 28 September 2022, 10:00 AM**

Shareholders of **ONE UNITED PROPERTIES S.A.**, having its headquarters in Bucharest, 20 Maxim Gorki Street, District 1, registered with the Bucharest Trade Registry under no. J40/21705/2007, having Sole Registration Code 22767862, (EUID): ROONRC.J40/21705/2007, having subscribed and fully paid-up share capital of RON 514,828,058.80 ("**OUP**" or the '**Company**'), met today, 28 September 2022, at 10:00 (Romanian time) in the Ordinary General Meeting of Shareholders, first calling, in accordance with the convening notice published in the Official Gazette of Romania, Part IV, number 3616 of 25 August 2022 and Ziarul Bursa of 25 August 2022, respectively in the Official Gazette of Romania, Part IV, number 3908 of 15 September 2022 and Ziarul Bursa of 15 September 2022 (the "**OGMS**").

The OGMS was chaired by Mr. Victor Căpitanu, as executive member of the board of directors (the "**OGMS Chairman**"). In accordance with the provisions of article 129 para. 2 of Companies Law no. 31/1990 ("**Companies Law**"), republished, as subsequently amended and completed, OGMS chose Alexandru-Victor Savi-Nims, as secretary of the OGMS (the "**OGMS Secretary**"). The OGMS Secretary is responsible with the secretary tasks of this OGMS.

In accordance with the provisions of article 129 para. 5 of Companies Law, the OGMS Chairman appoints Irena Pavel as technical secretary of this OGMS.

The OGMS Secretary certifies and informs the OGMS Chairman that all the relevant conditions for holding the meeting have been fulfilled. The list of the present, represented shareholders or the ones that exercised their vote through correspondence is attached to the hereby minutes.

The OGMS Chairman presents the agenda as included in the convening notice published in the Official Gazette of Romania, Part IV, number 3616 of 25 August 2022 and Ziarul Bursa of 25 August 2022, respectively in the Official Gazette of Romania, Part IV, number 3908 of 15 September 2022 and Ziarul Bursa of 15 September 2022.

The OGMS proceeds to debating each item included on the agenda, including the relevant documents in relation to the items on the agenda.

**DECISION NO. 1**

In the presence of shareholders representing 64.5405% (1,792,362,787 shares) of the share capital and 64.5405% (1,792,362,787 voting rights) of the total voting rights, with the "for" vote of the shareholders

representing 100% (1,792,173,218 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0% (0 votes) of the votes of the shareholders present, represented or who voted by mail (there are 3,000 abstentions and 186,569 votes which were not expressed):

Approved:

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

## DECISION NO. 2

In the presence of shareholders representing 64.5405% (1,792,362,787 shares) of the share capital and 64.5405% (1,792,362,787 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.984215% (1,791,883,333 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.015785% (282,885 votes) of the votes of the shareholders present, represented or who voted by mail (there are 10,000 abstentions and 186,569 votes which were not expressed):

Approved:

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

## DECISION NO. 3

In the presence of shareholders representing 64.5405% (1,792,362,787 shares) of the share capital and 64.5405% (1,792,362,787 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.999641% (1,792,062,351 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.000359% (6,430 votes) of the votes of the shareholders present, represented or who voted by mail (there are 107,437 abstentions and 186,569 votes which were not expressed):

Approved:

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

## DECISION NO. 4

In the presence of shareholders representing 64.5405% (1,792,362,787 shares) of the share capital and 64.5405% (1,792,362,787 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.999968% (1,792,182,935 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.000032% (567 votes) of the votes of the shareholders present, represented or who voted by mail (there are 15,772 abstentions and 163,513 votes which were not expressed):

Approved:

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

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

#### DECISION NO. 5

In the presence of shareholders representing 64.5405% (1,792,362,787 shares) of the share capital and 64.5405% (1,792,362,787 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 100% (1,792,173,863 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0% (0 votes) of the votes of the shareholders present, represented or who voted by mail (there are 13,950 abstentions and 175,261 votes which were not expressed):

Approved:

Setting the date of:

- 18 October 2022 as registration date, identifying the shareholders who will benefit from the effects of the resolutions adopted by the OGMS, in accordance with the provisions of art. 87 para. (1) of Law no. 24/2017; and
- 17 October 2022 as "ex-date", computed in accordance with the provisions of art. 2 (2) letter (I) of Regulation no. 5/2018; and
- 3 November 2022 as payment date, computed in accordance with the provisions of art. 178 (2) of Regulation no. 5/2018.

As they are not applicable to this OGMS, the shareholders do not decide on the other aspects set out in art. 176 paragraph (1) of Regulation no. 5/2018, such as date of the guaranteed participation.

#### DECISION NO. 6

In the presence of shareholders representing 64.5405% (1,792,362,787 shares) of the share capital and 64.5405% (1,792,362,787 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.999943% (1,792,168,871 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.000057% (1,030 votes) of the votes of the shareholders present, represented or who voted by mail (there are 5,000 abstentions and 188,173 votes which were not expressed):

Approved:

The authorization of the executive members of the Board of Directors and/or the Company's Managers, with the right to sub-delegate, in the name and on behalf of the Company, with full power and authority, to execute any documents, including the resolution of the OGMS, to file, to request the publication of the resolutions in Part IV of the Official Gazette of Romania, to pick up any documents, as well as to fulfil any necessary formalities in front of the Trade Registry Office, as well as in front of any other authority, public institution, legal entities and individuals, as well as to carry out any acts for implementing and ensuring the opposability of the resolutions which will be adopted by the OGMS.

Without any other items to be discussed on the agenda, the OGMS Chairman declared the OGMS session over at 10:50 AM.

These minutes were drafted and signed today 28 September 2022, in 4 original copies, by the chairman of the meeting, Victor Căpitanu and the secretary of the meeting, Alexandru-Victor Savi-Nims.

Chairman of the OGMS

**VICTOR CĂPITANU**

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Secretary of the OGMS

**ALEXANDRU-VICTOR SAVI-NIMS**

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