



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 740,563,717.2

(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 2023

Output no. 969 from 21 March 2023

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, (EUID): ROONRC.J40/21705/2007, having subscribed and fully paid-up share capital of RON 740,563,717.2 (“**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, 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 2023, 9:00 AM at address One Cotroceni Park Office, Building A, 1st floor, 44 Sergent Nuțu Ion Street, District 5, Bucharest, Romania, to which all shareholders of the Company registered in the shareholders’ registry (held by Depozitarul Central S.A.) until the end of 18 April 2023, 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 2023, 9:00 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 2023, 10:00 AM at address One Cotroceni Park Office, Building A, 1st floor, 44 Sergent Nuțu Ion Street, District 5, Bucharest, Romania, to which all shareholders of the Company registered in the shareholders’ registry (held by Depozitarul Central S.A.) until the end of 18 April 2023, 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 2023, 10:00 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. Victor-Savi Nims as meeting secretary of the OGMS and Ms. Irena Pavel, 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 2022, 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 2022, the Company has registered: (a) RON 502,477,465 net profit at consolidated level respectively (b) RON 116,815,996 net profit at individual level, out of which RON 6,015,276 will be registered as legal reserves and RON 110,800,720 is distributable net profit.

3. Approval of the distribution of dividends in value of RON 73,130,615.64 (gross dividend amount), corresponding to the financial year 2022, as follows: (i) the amount of RON 36,102,481.22 (gross dividend amount) has been distributed in advance as a result of the Resolution of the Company's Ordinary General Meeting of Shareholders no. 63 of 28 September 2022, respectively (ii) the amount of RON 37,028,134.42 (gross dividend amount), representing a gross dividend per share of RON 0.01 which will be distributed according to this resolution.
4. Approval of the discharge of liability of the Board of Directors for the financial year ended on 31 December 2022.
5. Approval of the income and expenses budget for the financial year 2023, in accordance with the materials presented.
6. Approval of the Remuneration Report of the management of the Company for the financial year that ended on 31 December 2022, prepared by the Company's Nomination and Remuneration Committee, in accordance with the materials presented.
7. Appointment of the members of the Board of Directors amongst the candidates proposed by the Company's Nomination and Remuneration 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 Remuneration Committee are the following:
 - Claudio Cisullo
 - Victor Căpitanu
 - Andrei-Liviu Diaconescu
 - Dragoș-Horia Manda
 - Marius-Mihail Diaconu
 - Augusta Valeria Dragic
 - Magdalena Součková.
8. Setting the date of:
 - 12 May 2023 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
 - 11 May 2023 as "ex-date", computed in accordance with the provisions of art. 2 (2) letter (I) of Regulation no. 5/2018; and



- 30 May 2023 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.

- Approval of the appointment of Deloitte Audit S.R.L. for a term of 1 (one) year for the revision of the individual and consolidated financial statements of the Company starting with the financial year that will end on 31 December 2023, 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.
- 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, the Articles of Association, 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:

- Approval of the election of Mr. Victor-Savi Nims as meeting secretary of the EGMS and Ms. Irena Pavel, technical secretary of the EGMS, both of them having the identification data available at the Company's headquarters.
- 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.
- Approval of the amendment of the Articles of Association, by amending Articles 1.2 and 1.5 of the Articles of Association, which will have the following content:

"1.2. The Company is an open Romanian legal entity, incorporated and existing as a joint-stock company in accordance with the applicable laws in Romania and with these Articles of Incorporation."

"1.5. The Company is registered and existing for an undetermined period."

- Setting the date of:
 - 12 May 2023 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

- 11 May 2023 as “ex-date”, computed in accordance with the provisions of art. 2 (2) letter (I) 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.

5. 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 EGMS and OGMS

Starting with 24 March 2023, all the information materials regarding the items included on the agenda of the OGMS and the EGMS shall be made available to the shareholders 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 EGMS and OGMS.

- b) The right to propose candidates for the position of member of the Board of Directors

The shareholders of the Company may submit proposals for candidates for appointment as a member of the Board of Directors. 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;

(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); and

(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).

The shareholders of the Company will be able to submit the proposals regarding the members of the Board of Directors (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 11 April 2023 at 23:59, with the written mention "Proposal for candidates for the position of member of the Board of Directors".

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 will be published on the Company’s



website, and will be updated daily, until 12 April 2023, 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 EGMS and OGMS.

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 10 April 2023.

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 EGMS and OGMS 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 Ordinary and Extraordinary General Meetings of the Company's Shareholders

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 EGMS and OGMS, 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 EGMS and OGMS 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 21 April 2023, 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 21 April 2023, 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 2023".

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 EGMS and OGMS 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, **March 21, 2023**

Mr. Claudio Cisullo – Chairman of the Board of Directors
