



## MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF ONE UNITED PROPERTIES S.A.

Bucharest, 20 Maxim Gorki Street, District 1

J40/21705/2007, Sole Registration Code 22767862, EUID: ROONRC.J40/21705/2007,

subscribed and fully paid-in share capital:

RON 740,563,717.2

**dated 25 April 2023, 10:00 a.m.**

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 740,563,717.2 ("**OUP**" or the '**Company**'), met today, 25 April 2023, at 10:00 a.m. (Romanian time) at address One Cotroceni Park Office, Building A, 1st floor, 44 Sergent Nuțu Ion Street, District 5, Bucharest, Romania, in the Extraordinary General Meeting of Shareholders (the "**EGMS**"), first calling, in accordance with the convening notice published in the Official Gazette of Romania, Part IV, number 1400 of 24 March 2023 and Ziarul Bursa, number 56 of 24 March 2023.

The EGMS was chaired by Mr. Claudio Cisullo, as president of the board of directors (the "**EGMS Chairman**").

The EGMS Chairman certifies that shareholders representing 67.0695% of the share capital and 67.0695% of the total voting rights are present or represented and informs the EGMS members 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 EGMS Chairman presents the agenda as included in the convening notice published in the Official Gazette of Romania, Part IV, number 1400 of 24 March 2023 and Ziarul Bursa, number 56 of 24 March 2023.

The EGMS 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 67.0695% (2,483,460,112 shares) of the share capital and 67.0695% (2,483,460,112 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 100% (2,472,092,416 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 372,321 abstentions and 10,995,375 votes which were not expressed):

Approved:

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.

#### DECISION NO. 2

In the presence of shareholders representing 67.0695% (2,483,460,112 shares) of the share capital and 67.0695% (2,483,460,112 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 98.4865% (2,435,042,693 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 1.5135% (37,419,675 votes) of the votes of the shareholders present, represented or who voted by mail (there are 2,469 abstentions and 10,995,375 votes which were not expressed):

Approved:

The empowerment of 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.

#### DECISION NO. 3

In the presence of shareholders representing 67.0695% (2,483,460,112 shares) of the share capital and 67.0695% (2,483,460,112 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 100% (2,483,373,154 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 0 abstentions and 87,058 votes which were not expressed):

Approved:

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."*

#### DECISION NO. 4

In the presence of shareholders representing 67.0695% (2,483,460,112 shares) of the share capital and 67.0695% (2,483,460,112 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.9999% (2,483,397,180 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.0001% (2,000 votes) of the votes of the shareholders present, represented or who voted by mail (there are 0 abstentions and 61,032 votes which were not expressed):

Approved:



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 (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.

### DECISION NO. 5

In the presence of shareholders representing 67.0695% (2,483,460,112 shares) of the share capital and 67.0695% (2,483,460,112 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 100% (2,472,464,860 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 26,026 abstentions and 10,969,326 votes which were not expressed):

Approved:

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.

Without any other items to be discussed on the agenda, the EGMS Chairman declared the EGMS session over at 10:41 am.

These minutes were drafted and signed today, 25 April 2023, in two (2) original copies, by the chairman of the meeting, Mr. Claudio Cisullo, and the secretary of the meeting, Mr. Alexandru-Victor Savi-Nims.

**Chairman of the Extraordinary General Meeting of Shareholders**

**CLAUDIO CISULLO**

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**Secretary of the Extraordinary General Meeting of Shareholders**

**ALEXANDRU-VICTOR SAVI-NIMS**

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