



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, EUID: ROONRC.J40/21705/2007,

subscribed and fully paid-in share capital:

RON 740,563,717.2

dated 25 April 2023, 9:00 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 9:00 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 Ordinary General Meeting of Shareholders (the "**OGMS**"), 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 OGMS was chaired by Mr. Claudio Cisullo, as president of the board of directors (the "**OGMS Chairman**").

The OGMS Chairman certifies that shareholders representing 66.8013% of the share capital and 66.8014% of the total voting rights are present or represented and informs the OGMS 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 OGMS 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 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 66.8013% (2,473,530,563 shares) of the share capital and 66.8014% (2,473,530,563 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 100% (2,471,663,331 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 383,828 abstentions and 1,483,404 votes which were not expressed):

Approved:

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.

DECISION NO. 2

In the presence of shareholders representing 66.8013% (2,473,530,563 shares) of the share capital and 66.8014% (2,473,530,563 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.9986% (381,486,019 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.0014% (5,199 votes) of the votes of the shareholders present, represented or who voted by mail (there are 2,090,605,614 abstentions and 1,433,731 votes which were not expressed):

Approved:

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.

DECISION NO. 3

In the presence of shareholders representing 66.8018% (2,473,547,896 shares) of the share capital and 66.8019% (2,473,547,896 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.9978% (2,471,989,664 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.0022% (54,268 votes) of the votes of the shareholders present, represented or who voted by mail (there are 52,900 abstentions and 1,451,064 votes which were not expressed):

Approved:

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.

DECISION NO. 4

In the presence of shareholders representing 66.8018% (2,473,547,896 shares) of the share capital and 66.8019% (2,473,547,896 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.9982% (162,721,974 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.0018% (3,000 votes) of the votes of the shareholders present, represented or who voted by mail (there are 2,309,329,396 abstentions and 1,493,526 votes which were not expressed):



Approved:

The discharge of liability of the Board of Directors for the financial year ended on 31 December 2022.

DECISION NO. 5

In the presence of shareholders representing 66.8022% (2,473,564,896 shares) of the share capital and 66.8023% (2,473,564,896 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.9989% (2,471,999,288 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.0011% (26,500 votes) of the votes of the shareholders present, represented or who voted by mail (there are 70,395 abstentions and 1,468,713 votes which were not expressed):

Approved:

The income and expenses budget for the financial year 2023, in accordance with the materials presented.

DECISION NO. 6

In the presence of shareholders representing 66.8025% (2,473,574,896 shares) of the share capital and 66.8026% (2,473,574,896 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 97.4906% (2,409,898,881 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 2.5094% (62,031,150 votes) of the votes of the shareholders present, represented or who voted by mail (there are 130,126 abstentions and 1,514,739 votes which were not expressed):

Approved:

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.

DECISION NO. 7

7.1 In the presence of shareholders representing 66.8025% (2,473,574,896 shares) of the share capital and 66.8026% (2,473,574,896 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 56.0183% (1,384,837,037 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 1.6972% (41,957,899 votes) of the votes of the shareholders present, represented or who voted by mail (there are 1,045,282,635 abstentions and 1,451,713 votes which were not expressed):

Approved:

The appointment of Mr. Victor Căpitanu, for a mandate of one (1) year, starting with the date of the OGMS resolution, 25 April 2023, valid until 25 April 2024.

7.2 In the presence of shareholders representing 66.8025% (2,473,574,896 shares) of the share capital and 66.8026% (2,473,574,896 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 56.0172% (1,384,810,947 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 1.6972% (41,957,899 votes) of the

votes of the shareholders present, represented or who voted by mail (there are 1,045,282,768 abstentions and 1,451,713 votes which were not expressed):

Approved:

The appointment of Andrei-Liviu Diaconescu, for a mandate of one (1) year, starting with the date of the OGMS resolution, 25 April 2023, valid until 25 April 2024.

7.3 In the presence of shareholders representing 66.8025% (2,473,574,896 shares) of the share capital and 66.8026% (2,473,574,896 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 89.4475% (2,211,246,387 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 1.6779% (41,479,302 votes) of the votes of the shareholders present, represented or who voted by mail (there are 219,345,511 abstentions and 1,451,713 votes which were not expressed):

Approved:

The appointment of Mr. Claudio Cisullo, for a mandate of one (1) year, starting with the date of the OGMS resolution, 25 April 2023, valid until 25 April 2024.

7.4 In the presence of shareholders representing 66.8025% (2,473,574,896 shares) of the share capital and 66.8026% (2,473,574,896 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 97.3031% (2,405,446,630 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 1.5161% (37,479,325 votes) of the votes of the shareholders present, represented or who voted by mail (there are 603,327 abstentions and 1,451,713 votes which were not expressed):

Approved:

The appointment of Mr. Dragoș-Horia Manda, for a mandate of one (1) year, starting with the date of the OGMS resolution, 25 April 2023, valid until 25 April 2024.

7.5 In the presence of shareholders representing 66.8025% (2,473,574,896 shares) of the share capital and 66.8026% (2,473,574,896 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 98.4115% (2,432,847,125 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 1.5583% (38,521,761 votes) of the votes of the shareholders present, represented or who voted by mail (there are 603,253 abstentions and 1,451,713 votes which were not expressed):

Approved:

The appointment of Mr. Marius-Mihail Diaconu, for a mandate of one (1) year, starting with the date of the OGMS resolution, 25 April 2023, valid until 25 April 2024.

7.6 In the presence of shareholders representing 66.8025% (2,473,574,896 shares) of the share capital and 66.8026% (2,473,574,896 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 98.4509% (2,433,820,673 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 1.5191% (37,554,372 votes) of the votes of the shareholders present, represented or who voted by mail (there are 599,744 abstentions and 1,451,713 votes which were not expressed):

Approved:

The appointment of Ms. Augusta Valeria Dragic, for a mandate of one (1) year, starting with the date of the OGMS resolution, 25 April 2023, valid until 25 April 2024.

7.7 In the presence of shareholders representing 66.8025% (2,473,574,896 shares) of the share capital and 66.8026% (2,473,574,896 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 98.4521% (2,433,850,115 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 1.5179% (37,523,574 votes) of the votes of the shareholders present, represented or who voted by mail (there are 600,525 abstentions and 1,451,713 votes which were not expressed):

Approved:

The appointment of Ms. Magdalena Součková, for a mandate of one (1) year, starting with the date of the OGMS resolution, 25 April 2023, valid until 25 April 2024.

DECISION NO. 8

In the presence of shareholders representing 66.8026% (2,473,578,722 shares) of the share capital and 66.8027% (2,473,578,722 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 100% (2,472,091,275 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 1,487,447 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 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 (l) 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.

DECISION NO. 9

In the presence of shareholders representing 66.8026% (2,473,578,722 shares) of the share capital and 66.8027% (2,473,578,722 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.9993% (2,471,825,051 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.0007% (17,029 votes) of the votes of the

shareholders present, represented or who voted by mail (there are 17,333 abstentions and 1,719,309 votes which were not expressed):

Approved:

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.

DECISION NO. 10

In the presence of shareholders representing 66.8026% (2,473,578,722 shares) of the share capital and 66.8027% (2,473,578,722 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 100% (2,471,818,938 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 56,262 abstentions and 1,703,522 votes which were not expressed):

Approved:

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.

Without any other items to be discussed on the agenda, the OGMS Chairman declared the OGMS session over at 10:05 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, Alexandru-Victor Savi-Nims.

Chairman of the Ordinary General Meeting of Shareholders

CLAUDIO CISULLO

Secretary of the Ordinary General Meeting of Shareholders

ALEXANDRU-VICTOR SAVI-NIMS
