



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 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 9 October 2023

Output no. 1148 of 3 September 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 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, 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 9 October 2023, 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 27 September 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 **10 October 2023, 10:00 AM**, at the same place and with the same agenda and having the same Reference Date; and

The Extraordinary General Meeting of the Company’s Shareholders (the “EGMS”) for the date of 9 October 2023, 10:30 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 27 September 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 EGMS will take place on **10 October 2023, 10:30 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 secretary of the OGMS and Ms. Irena Pavel as technical secretary of the OGMS, both having the identification data available at the Company's headquarters.
2. Approval of the half-year individual and consolidated financial statements prepared for the first six months of the financial year ending on 31 December 2023, together with the Board of Directors' report and the independent auditor's report. In the first six months of the financial year ending on 31 December 2023, the Company has registered a net consolidated profit in value of RON 286,943,120, registering a distributable net profit in the individual financial statements in value of RON 16,899,806.
3. Approval of the distribution of interim dividends from the Company's profit corresponding to the first six months of the financial year ending on 31 December 2023 in value of RON 37,976,491.71 (gross amount) i.e., a dividend of RON 0.01/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 64,960,806 (of which RON 16,899,806 represents the distributable net profit for the first half of the financial year ending on 31 December 2023).
4. Approval of setting the date of:
 - 16 January 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
 - 15 January 2024 as "ex-date", computed in accordance with the provisions of art. 2 (2) letter (I) of Regulation no. 5/2018; and
 - 31 January 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.

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, 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. Victor-Savi Nims as secretary of the EGMS and Ms. Irena Pavel as technical secretary of the EGMS, both having the identification data available at the Company's headquarters.



2. 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 RON 12,481,281, in order to carry out and implement the provisions of any share allocations plans already approved (including by decision of the Ordinary General Meeting of Shareholders of the Company of 19 April 2021 point 6, as such share allocation plans are subsequently amended, supplemented and updated) or which will be approved, 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]/ [10] 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, with the power to disapply or restrict the preference right of shareholders for a certain 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.”*

3. Approval of setting the date of:

- 31 October 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
- 30 October 2023 as “ex-date”, computed in accordance with the provisions of art. 2 (2) letter (I) of Regulation no. 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 or payment date.

4. 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 EGMS 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 EGMS.

Miscellaneous

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

All the information materials regarding the items included on the agenda of the OGMS and of the EGMS shall be made available to the shareholders on the company's website, the investor relations section (<https://one.ro/investor-relations/>) at least 30 days prior to the date of the OGMS and EGMS. 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 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 of the 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 21 September 2023.

The identification requirements mentioned at letter c) 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.

c) 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 the 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.

d) 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 4 October 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.

e) 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 4 October 2023, at 11:59 PM, clearly mentioning on the envelope or in the subject of the e-mail "For the Ordinary/ Extraordinary General Meeting of Shareholders convened for 9/10 October 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 OGMS and of the 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.

f) 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 OGMS and 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, **3 September 2023**

Mr. Claudio Cisullo – Chairman of the Board of Directors
