



ONE UNITED PROPERTIES S.A.

Bucharest, District 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 28/29 May 2024

Output no. 1457 dated 19 April 2024

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, European Unique Identifier (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, republished, 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 28 May 2024, 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 15 May 2024, 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 **29 May 2024, 10:00 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 28 May 2024, 11:00 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 15 May 2024, 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 **29 May 2024, 11:00 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. Alexandru-Victor Savi-Nims as meeting secretary of the OGMS and Mrs. Anca Minescu, technical secretary of the OGMS, both of them having the identification data available at the Company's headquarters.
2. Approval of the supplementation of the total gross amount of dividends corresponding to the financial year 2023 with the amount of RON 286,908.47, making the total gross amount of the dividends corresponding to the financial year 2023 RON 76,167,891.89, distributed as follows: (i) the amount of RON 37,940,491.71 (gross dividend amount) has been distributed in advance as a result of the Resolution of the Company's Ordinary General Meeting of Shareholders no. 67 of 9 October 2023, respectively (ii) the amount of RON 38,227,400.18 (gross dividend amount), representing a gross dividend per share of RON 0.01, will be distributed according to the Resolution of the Company's Ordinary General Meeting of Shareholders to be adopted on 25/26 April 2024 and according to this resolution. To the extent that treasury shares are registered on the applicable registration date, such shares will not give the right to dividends.

This item on the agenda is approved subject to the implementation of the increase of the share capital of the Company with the amount of RON 6,240,640.4 (nominal value), by issuance of 31,203,202 new shares having a nominal value of RON 0.2 per share and a total nominal value of RON 6,240,640.4, approved through the Decision of the Board of Directors no. 55 dated 19 April 2024 and the payment of new shares until the date of registration set as per item 3 on the OGMS agenda, as a consequence of the implementation of the stock option plan for the executive members of the Board of Directors, as approved by the Ordinary General Meeting of Shareholders of the Company under No. 54 dated April 19, 2021, as amended, in accordance with the OGMS materials.

3. Approval of setting the date of:
 - 28 June 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 Article 87 paragraph (1) of Law no. 24/2017; and
 - 27 June 2024 as "ex-date", computed in accordance with the provisions



of Article 2 paragraph (2) letter l) of no. Regulation 5/2018; and

- 15 July 2024 as payment date, computed in accordance with the provisions of Article 2 paragraph (2) letter h) and of Article 178 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 Article 176 paragraph (1) of Regulation no. 5/2018 such as date of the guaranteed participation.

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 the resolution of the OGMS, to file, to request the publication of the resolution 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:

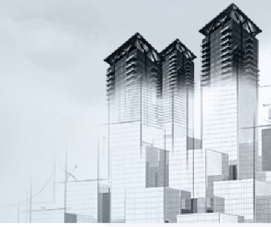
1. Approval of the election of Mr. Alexandru-Victor Savi-Nims as meeting secretary of the EGMS and Mrs. Anca Minescu, technical secretary of the EGMS, both of them having the identification data available at the Company's headquarters.
2. Approval of the increase of the Company's share capital with the amount of up to RON 350.000.000 (nominal value) (the "**Share Capital Increase**") by issuance of a number of 1.750.000.000 new shares with a nominal value of RON 0.2 per share and a total nominal value of RON 350.000.000 (the „**New Shares**”), as follows:

2.1. The New Shares will be offered for subscription:

- 2.1.1. during the first phase, New Shares will be offered for subscription to shareholders registered in the Company's shareholders' registry held by Depozitarul Central S.A. at the registration date of 6 August 2024, on the basis of their preference rights, as well as to persons who have purchased preference rights from the Company's shareholders registered with the Company's shareholders' registry held by Depozitarul Central S.A. at the registration date of 6 August 2024, during the period the preference rights are traded, to the extent the offering prospectus prepared in connection with the Share Capital Increase indicates that preference rights will be traded; and



- 2.1.2. during the second phase, any unsubscribed New Shares in the first phase, as described at point 2.1.1 above, shall be offered via a private placement addressed to investors from the European Union in reliance on the exceptions allowed from the publication of a prospectus, including those provided in Article 1 paragraph (4), letters (a)-(d) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published in the case of a public offering of securities or the admission of securities to trading on a regulated market, and repealing Directive 2003/71/EC (“**Prospectus Regulation**”) and/or to investors to whom such private placements may be otherwise lawfully addressed to and directed, pursuant to the exceptions from Regulation S (“**Regulation S**”) under the U.S. Securities Act of 1933, as amended (the “**U.S. Securities Act**”) and without the need to undertake any other formalities whatsoever under any applicable law, to the extent, and only provided that, an investment in New Shares does not constitute a violation of any applicable law by such investor (the “**Private Placement**”).
- 2.2. Any New Shares remaining unsubscribed after the Private Placement, will be cancelled by decision of the Board of Directors acknowledging the final results of the Share Capital Increase.
- 2.3. The subscription price for one (1) New Share shall be determined as follows:
- a) During the first phase, the subscription price for one New Share shall be equal to the nominal value, i.e., RON 0.2; and
 - b) During the second phase, the subscription price shall be determined through the decision of the Board of Directors, considering the price formed during the bookbuilding exercise carried out during the Private Placement.
- 2.4. The Board of Directors may adopt a decision on the trading of preference rights, setting out the applicable terms and conditions.
- 2.5. The total number of preference rights issued will be equal to the number of shares issued by the Company, as registered in the Company’s shareholders’ registry held by Depozitarul Central S.A. with the registration date of 6 August 2024.
- 2.6. Each shareholder registered in the Company’s shareholders’ registry held by Depozitarul Central S.A. with the registration date of 6 August 2024 shall receive a number of preference rights equal with the number of shares held.
- 2.7. The period for exercising the preference rights shall be of 32 calendar



days (first and last day being taken into account in the calculation of the period), and if the last day of such period falls on a non-business day, the period shall be extended until the first business day thereafter (the period for exercising the preference rights starting after the end of the trading period for the preference rights, to the extent that the Board of Directors decides that the preference rights will be traded), being subsequent to the registration date of 6 August 2024.

- 2.8. For subscription of one New Share, during the period of exercise of preference rights, a person must hold 2.1879186 preference rights (the subscription ratio being determined by reference to a share capital of RON 765.771.503,4, increased from RON 759,530,863 according to the Decision of the Board of Directors no. 55 dated 19 April 2024) (if the case, with any rounding applicable under the regulations in force, including those drawn up by the Central Depository).
- 2.9. A shareholder of the Company registered in the Company's shareholders' registry held by Depozitarul Central S.A. at the registration date of 6 August 2024 or, as the case may be, a person who has purchased, preference rights from the Company's shareholders registered with the Company's shareholders' registry held by Depozitarul Central S.A. at the registration date of 6 August 2024, during the period the preference rights are traded, may subscribe a maximum number of New Shares calculated by dividing the number of preference rights held by the number of preference rights needed to subscribe one New Share (2.1879186) (the subscription ratio being determined by reference to a share capital of RON 765.771.503,4, increased from RON 759,530,863 according to the Decision of the Board of Directors no. 55 dated 19 April 2024) (if the case, with any rounding applicable under the regulations in force, including those drawn up by the Central Depository).
- 2.10. In case the maximum number of shares that can be subscribed during the period of exercise of preference rights (resulting from applying the above calculations) is not a natural number, the maximum number of shares that can actually be subscribed will be rounded down to the next lower natural number.
- 2.11. Details on the subscription procedure, subscription period, subscription price, payment procedure and method, subscription validation, subscription form etc. regarding New Shares will be included in the prospectus to be approved by the Financial Supervisory Authority in connection with the Share Capital Increase.
- 2.12. The Share Capital Increase has as purpose obtaining funds to finance the current activity of the Company and its group, respectively to finance ongoing projects and/or new projects.

3. 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 for the fulfilment of the decisions to be adopted by the EGMS regarding the Share Capital Increase, including regarding the following matters:

- i. setting the structure and the duration of the Share Capital Increase operation, negotiating, as well as determining and approving the subscription price within the Share Capital Increase (according to market conditions, as well as approving the other final terms and conditions of the Share Capital Increase), selecting intermediaries for the Share Capital Increase, ensuring the drafting and publication of any offer prospectus, offer document, as well as negotiating, approving and signing any documents related to the Share Capital Increase, as the case may be, negotiating and signing any agreements with intermediaries and consultants, fulfilling any necessary, useful or timely acts and deeds in connection with the above;
 - ii. to approve any agreements regarding the Share Capital Increase or any other arrangements, commitments, offer prospectuses, offer documents, any subscription, sales, stabilization, agency, consulting agreements, certificates, statements, registers, notifications, additional documents and any other acts and necessary documents, to complete any formalities and to authorize and /or execute any other actions necessary to give full effect to the Share Capital Increase (including updating the Articles of Association);
 - iii. to authorize representatives of the Company to sign any such documents, to complete any such formalities and to perform any such actions; and
 - iv. to represent the Company in front of any competent authorities and institutions (such as the Trade Registry, the Financial Supervisory Authority, the Bucharest Stock Exchange, Depozitarul Central S.A.) with respect to the Share Capital Increase.
4. Approval of setting the date of:
- 6 August 2024 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 Article 87 paragraph (1) of Law no. 24/2017;
 - 5 August 2024 as “ex-date”, computed in accordance with the provisions of Article 2 paragraph (2) letter I) of no. Regulation 5/2018;
 - 2 August 2024 as the date of guaranteed participation, in accordance with the provisions of Article 2 paragraph (2) letter j) of Regulation no. 5/2018; and
 - 7 August 2024 as the date of payment, in accordance with the



provisions of Article 2 paragraph (2) letter h) and of Article 178 of Regulation no. 5/2018.

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 OGMS and EGMS

Starting on 23 April 2024, all the information materials regarding the items included on the agenda of the OGMS and EGMS shall be made available 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 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 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 9 May 2024.

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.

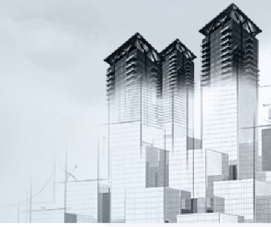
c) Participation and voting in the OGMS and EGMS

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 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 23 May 2024.

For the validity of the mandate, the proxy should have to be an intermediary (investment professional) (pursuant to the provisions of Article 2 paragraph (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 Article 105 paragraph (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 23 May 2024, clearly mentioning on the envelope or in the subject of the e-mail "For the Ordinary/Extraordinary General Meeting of Shareholders convened for 28/29 May 2024".

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 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 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, 19 April 2024

Mr. Claudio Cisullo – Chairman of the Board of Directors
