



RESOLUTIONS OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF ONE UNITED PROPERTIES S.A.

Bucharest, District 1, 20 Maxim Gorki Street

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

registered subscribed and fully paid-in share capital: RON 765,771,503.40

(the “**Company**”)

No. 73 dated 10 October 2024

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, European Unique Identifier (EUID): ROONRC.J40/21705/2007, having subscribed and fully paid-up share capital of RON 765,771,503.40 (“**OUP**” or the “**Company**”), met today, 10 October 2024, 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 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 4115 of 4 September 2024, respectively number 4220 of 25 September 2024 and in Ziarul Bursa dated 4 September 2024, respectively dated 25 September 2024.

Following the debates on the points included on the agenda, the shareholders present or represented at the OGMS adopted the following resolutions, which were duly recorded in the minutes of the meeting:

RESOLUTION NO. 1

In the presence of shareholders representing 79.0295% (3,025,926,048 shares) of the share capital and 79.3113% (3,025,926,048 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.9979% (3,025,492,639 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.0021% (64,282 votes) of the votes of the shareholders present, represented or who voted by mail (there are 298,402 abstentions and 70,725 votes which were not expressed):

Approved:

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.

RESOLUTION NO. 2

In the presence of shareholders representing 79.0295% (3,025,926,048 shares) of the share capital and 79.3113% (3,025,926,048 voting rights) of the total voting rights, with



the "for" vote of the shareholders representing 99.9922% (675,712,905 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.0078% (53,000 votes) of the votes of the shareholders present, represented or who voted by mail (there are 2,350,082,974 abstentions and 77,169 votes which were not expressed):

Approved:

The individual and consolidated annual financial statements prepared for the first six months of the financial year ending 31 December 2024, accompanied by the report prepared by the Board of Directors and the report of the independent auditor. In the first half of the financial year ending 31 December 2024, the Company recorded a consolidated net profit of RON 228,649,416 and recorded a distributable net profit of RON 74,215,539 in the individual financial statements.

RESOLUTION NO. 3

In the presence of shareholders representing 79.0298% (3,025,938,866 shares) of the share capital and 79.3116% (3,025,938,866 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.9906% (3,025,483,662 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.0094% (283,600 votes) of the votes of the shareholders present, represented or who voted by mail (there are 93,612 abstentions and 77,992 votes which were not expressed):

Approved:

The distribution of interim dividends for the first six months of the financial year ending 31 December 2024 in the amount of 38,288,575.17 RON (gross), i.e. a dividend of 0.01 RON/share (gross, by reference to the total number of shares issued by the Company on the date of the convening of the OGMS) out of the distributable net profit in the amount of 140,868,290 RON (of which 74,215,539 RON represents the distributable net profit for the first half of the financial year ending 31 December 2024). To the extent that treasury shares will be registered on the applicable registration date, they will not be entitled to dividends.

RESOLUTION NO. 4

In the presence of shareholders representing 79.0298% (3,025,938,866 shares) of the share capital and 79.3116% (3,025,938,866 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.9993% (3,025,824,352 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.0007% (20,497 votes) of the votes of the shareholders present, represented or who voted by mail (there are 22,025 abstentions and 71,992 votes which were not expressed):

Approved:

Setting the date of:



- 30 October 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
- 29 October 2024 as “ex-date”, computed in accordance with the provisions of art. 2 (2) letter (l) of Regulation no. 5/2018; and
- 11 November 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.

RESOLUTION NO. 5

In the presence of shareholders representing 79.0300% (3,025,945,383 shares) of the share capital and 79.3118% (3,025,945,383 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.9964% (3,025,690,814 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.0036% (109,185 votes) of the votes of the shareholders present, represented or who voted by mail (there are 17,699 abstentions and 127,685 votes which were not expressed):

Approved:

The authorisation of the executive members of the Board of Directors 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.

This resolution was drafted and signed in the name and on behalf of the shareholders, today, 10 October 2024, in two (2) original copies, by the chairman of the meeting, Mr. Claudio Cisullo and the secretary of the meeting, Alexandru-Victor Savi-Nims.



**RESOLUTIONS OF THE EXTRAORDINARY GENERAL MEETING OF
SHAREHOLDERS OF**

ONE UNITED PROPERTIES S.A.

Bucharest, District 1, 20 Maxim Gorki Street

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

registered subscribed and fully paid-in share capital: RON 765,771,503.40

(the “**Company**”)

No. 74 dated 10 October 2024

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, European Unique Identifier (EUID): ROONRC.J40/21705/2007, having subscribed and fully paid-up share capital of RON 765,771,503.40 (“**OUP**” or the “**Company**”), met today, 10 October 2024, at 10:30 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 4115 of 4 September 2024, respectively number 4220 of 25 September 2024 and in Ziarul Bursa dated 4 September 2024, respectively dated 25 September 2024.

Following the debates on the points included on the agenda, the shareholders present or represented at the EGMS adopted the following resolutions, which were duly recorded in the minutes of the meeting:

RESOLUTION NO. 1

In the presence of shareholders representing 79.0327% (3,026,048,712 shares) of the share capital and 79.3145% (3,026,048,712 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.9968% (3,025,538,996 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.0032% (96,823 votes) of the votes of the shareholders present, represented or who voted by mail (there are 346,522 abstentions and 66,371 votes which were not expressed):

Approved:

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.



RESOLUTION NO. 2

In the presence of shareholders representing 79.0327% (3,026,048,712 shares) of the share capital and 79.3145% (3,026,048,712 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.5879% (2,981,349,739 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.4121% (12,336,876 votes) of the votes of the shareholders present, represented or who voted by mail (there are 32,278,454 abstentions and 83,643 votes which were not expressed):

Approved:

The consolidation of the nominal value of a share issued by the Company from the nominal value of RON 0.2/share to the nominal value of RON 10/share, by increasing the nominal value of the shares concomitantly with the decrease of the total number of shares (50 shares with a nominal value of RON 0.2/share will represent one share with a nominal value of 10 RON/share) ("**Nominal Value Consolidation**"), the total number of shares in the Company's share capital resulting from the Nominal Value Consolidation will be equal to the number of shares issued prior to the Nominal Value Consolidation divided by 50, representing the ratio between the consolidated nominal value (RON 10/share) and the nominal value prior to the Nominal Value Consolidation (RON 0.2/share), subject to adjustments made in accordance with the applicable legal provisions (*i.e.*, if any share fractions result from the Nominal Value Consolidation, the number of shares will be rounded down to the next natural number).

RESOLUTION NO. 3

In the presence of shareholders representing 79.0327% (3,026,048,712 shares) of the share capital and 79.3145% (3,026,048,712 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.9802% (2,982,498,927 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.0198% (590,218 votes) of the votes of the shareholders present, represented or who voted by mail (there are 42,876,608 abstentions and 82,959 votes which were not expressed):

Approved:

The proposal of the Board of Directors to set a price amounting RON 46.225/consolidated share, for the compensation of the fractions of shares resulting from the Nominal Value Consolidation. The price thus proposed was calculated by multiplying the amount of RON 0.9245 (representing the average trading value of the share with a nominal value of RON 0.2, referring to the last 12 months prior to the convening of the EGMS, adjusted for changes generated by any corporate events during this period, if applicable) by 50 (representing the ratio between the consolidated



nominal value (RON 10/share) and the nominal value prior to the Nominal Value Consolidation (RON 0.2/share)).

RESOLUTION NO. 4

In the presence of shareholders representing 79.0327% (3,026,048,712 shares) of the share capital and 79.3145% (3,026,048,712 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.9812% (2,982,572,451 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.0188% (560,748 votes) of the votes of the shareholders present, represented or who voted by mail (there are 42,832,554 abstentions and 82,959 votes which were not expressed):

Approved:

The terms and conditions of payment and the calculation instructions for the amounts to be paid in accordance with the resolution adopted following the approval of item 3 on the EGMS agenda, in accordance with the information document and the procedure on consolidation operations which are made available to shareholders as supporting material to this item on the EGMS agenda.

RESOLUTION NO. 5

In the presence of shareholders representing 79.0327% (3,026,048,712 shares) of the share capital and 79.3145% (3,026,048,712 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.9815% (2,982,546,450 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.0185% (551,055 votes) of the votes of the shareholders present, represented or who voted by mail (there are 42,868,248 abstentions and 82,959 votes which were not expressed):

Approved:

The empowerment of the Board of Directors of the Company to issue any resolution and to perform all legal acts and deeds necessary, useful and/or opportune for the fulfilment of the resolution to be adopted by the EGMS on the Nominal Value Consolidation, including with regard to the following matters:

- negotiating, approving and signing any documents in connection with the Nominal Value Consolidation, performing any legal acts and deeds necessary, useful and/or opportune in connection with the above;
- to approve any agreements relating to the Nominal Value Consolidation or any other arrangements, commitments, disclosure documents, certificates, statements, declarations, registers, notices, addenda and any other necessary acts and documents, to perform any formalities and to authorize



and/or execute any other actions necessary to give full effect to the Nominal Value Consolidation (including the amendment, update and execution of the Articles of Association as effect of the Nominal Value Consolidation, as well as performing all necessary, useful and advisable operations for the registration and amendment of the Articles of Association with the Trade Registry, the Financial Supervisory Authority, Bucharest Stock Exchange, Depozitarul Central S.A. and any other competent authorities);

- to empower representatives of the Company to sign any such documents, carry out any such formalities and perform any such actions; and
- to represent the Company before any competent authorities and institutions (such as the Trade Registry Office, the Financial Supervisory Authority, the Bucharest Stock Exchange, Depozitarul Central S.A.) in connection with the Nominal Value Consolidation.

RESOLUTION NO. 6

In the presence of shareholders representing 79.0327% (3,026,048,712 shares) of the share capital and 79.3145% (3,026,048,712 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 98.4097% (2,945,859,802 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 1.5903% (47,603,660 votes) of the votes of the shareholders present, represented or who voted by mail (there are 32,502,291 abstentions and 82,959 votes which were not expressed):

Approved:

The ratification of point 7 of the Decision of the Board of Directors of One United Properties S.A. no. 55 dated on 19.04.2024, which concerns the approval of the granting of a guarantee by One United Properties S.A. in favour of Banca Comercială Intesa Sanpaolo Romania S.A. to guarantee the financing in the amount of EUR 13,250,000, as well as the other related payment obligations, contracted by One Cotroceni Park S.R.L. from Banca Comercială Intesa Sanpaolo Romania S.A..

RESOLUTION NO. 7

In the presence of shareholders representing 79.0327% (3,026,048,712 shares) of the share capital and 79.3145% (3,026,048,712 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 98.4108% (2,945,992,740 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 1.5892% (47,574,552 votes) of the votes of the shareholders present, represented or who voted by mail (there are 32,354,941 abstentions and 126,479 votes which were not expressed):

Approved:



The ratification of the decision of the executive members of the Board of Directors of One United Properties S.A. no. 152/05.06.2024 approving the increase by the amount of EUR 300,000 of the loan in the amount of EUR 46,700,000 (approved by the Extraordinary General Meeting of Shareholders of ONE UNITED PROPERTIES S.A no. 70/25.04.2024), resulting in a loan in the total amount of EUR 47,000,000 taken by ONE UNITED TOWER S.R.L. from Banca Transilvania S.A..

RESOLUTION NO. 8

In the presence of shareholders representing 79.0327% (3,026,048,712 shares) of the share capital and 79.3145% (3,026,048,712 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 95.2020% (2,850,106,162 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 4.7980% (143,639,028 votes) of the votes of the shareholders present, represented or who voted by mail (there are 32,220,563 abstentions and 82,959 votes which were not expressed):

Approved:

The buyback by the Company of its own shares, on the stock exchange where the shares are listed or by conducting public purchase bids, in accordance with the applicable legal provisions, subject to the following conditions:

- the buyback program will be carried out at (a) the minimum price of RON 0.2 per share and a maximum price of RON 1.50 per share (amounts applicable for the period prior to the implementation of the Nominal Value Consolidation, following the approval of item 3 on the agenda of the EGMS, as well as in case this item is rejected by the EGMS), or (b) the minimum price of RON 10 per share and a maximum price of RON 75 per share (amounts applicable for the period following the implementation of the Nominal Value Consolidation, following the approval of item 3 on the agenda of the EGMS);
- the aggregate value of the buyback program is up to RON 20,000,000;
- the buyback program will target the buyback of a maximum number of (a) 100,000,000 shares (in case of the rejection of item 3 on the agenda of the EGMS), or (b) 2,000,000 shares (in case of the approval of item 3 on the agenda of the EGMS);
- the buyback program will take place for a maximum period of 18 months from the date of the EGMS resolution adopted in this regard;
- the buyback transactions will have as object only fully paid-up shares and will be made only from the Company's distributable profit or available reserves, recorded in the last approved annual financial statement, except for legal reserves;
- the buyback program will have as its purpose the objectives referred to in



article 5 para. (2) of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC (“**MAR**”) or, to the extent the buyback transactions do not fulfill the criteria to benefit from the exemptions set out by the MAR provisions and by the provisions of Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 supplementing Regulation (EU) No 596/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the conditions applicable to buy-back programmes and stabilisation measures, such transactions will be performed in compliance with the provisions of art. 14 and 15 of MAR (each being assessed on a case-by-case basis); and

- the Board of Directors is authorised 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 this point on the agenda, including (but without limitation) regarding the approval and adequate public disclosure, prior to the start of trading in the buyback program, of the purpose of the program.

RESOLUTION NO. 9

In the presence of shareholders representing 79.0327% (3,026,048,712 shares) of the share capital and 79.3145% (3,026,048,712 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 98.4102% (2,945,983,098 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 1.5898% (47,593,225 votes) of the votes of the shareholders present, represented or who voted by mail (there are 32,389,430 abstentions and 82,959 votes which were not expressed):

Approved:

The ratification of the decision of the executive members of the Board of Directors of One United Properties S.A. no. 153/06.06.2024 by which it was approved the provision by ONE UNITED TOWER S.R.L. of the immovable mortgage in favour of Banca Transilvania S.A. on the immovable asset identified with cadastral no. 278663, registered in the Land Register no. 278663 of Bucharest, Sector 1, property of ONE UNITED TOWER S.R.L., in order to guarantee the loan totalling EUR 47,000,000 contracted by ONE UNITED TOWER S.R.L. from Banca Transilvania S.A..

RESOLUTION NO. 10

In the presence of shareholders representing 79.0327% (3,026,048,712 shares) of the



share capital and 79.3145% (3,026,048,712 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.9912% (3,025,665,855 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.0088% (265,555 votes) of the votes of the shareholders present, represented or who voted by mail (there are 34,343 abstentions and 82,959 votes which were not expressed):

Approved:

Setting the date of:

- 11 December 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 art. 87 para. (1) of Law no. 24/2017;
- 10 December 2024 as "ex-date", computed in accordance with the provisions of art. 2 (2) letter (l) of Regulation no. 5/2018;
- 12 December 2024 as the payment date, in accordance with the provisions of art. (2) letter h) and art. 178 of Regulation 5/2018; and
- 19 December as the payment date calculated in accordance with the provisions of Art. 178 para. (1) of Regulation 5/2018, for the payment of the price at which the fractions of shares resulting from the application of the algorithm specific to the Nominal Value Consolidation are compensated.

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 guaranteed participation.

RESOLUTION NO. 11

In the presence of shareholders representing 79.0327% (3,026,048,712 shares) of the share capital and 79.3145% (3,026,048,712 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.9921% (3,025,585,746 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.0079% (237,895 votes) of the votes of the shareholders present, represented or who voted by mail (there are 140,786 abstentions and 84,285 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, 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.

This decision was drafted and signed in the name and on behalf of the shareholders, today, 10 October 2024, in two (2) original copies, by the chairman of the meeting, Mr. Claudio Cisullo and the secretary of the meeting, Alexandru-Victor Savi-Nims.