



ONE UNITED PROPERTIES S.A.

Bucharest, District 1, 20 Maxim Gorki Street

J2007021705402, Sole Registration Code 22767862, EUID:
ROONRC.J2007021705402,

subscribed and fully paid-in registered share capital: RON 1,105,831,020

subscribed and fully paid-in share capital pending registration: RON 1,105,000,000
(the “**Company**”)

Convening notice for the General Ordinary and Extraordinary meetings of the shareholders of

ONE UNITED PROPERTIES S.A.

convened for 15 October 2025

Output no. 2028 dated 1 September 2025

The board of directors of **ONE UNITED PROPERTIES S.A.**, having its headquarters in Bucharest, District 1, 20 Maxim Gorki Street, registered with the Bucharest Trade Registry under no. J2007021705402, having Sole Registration Code 22767862, European Unique Identifier (EUID): ROONRC.J2007021705402, having subscribed and fully paid-up registered share capital of RON 1,105,831,020 (“**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 15 October 2025, at 10:00 at One Tower, 16th Floor, 165 Calea Floreasca, 1st District, Bucharest, Romania, to which all shareholders of the Company registered in the shareholders’ registry (held by Depozitarul Central S.A.) at the end of **24 September 2025**, 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 **16 October 2025, at 10:00**, 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 15 October 2025, at 10:30 at One Tower, 16th Floor, 165 Calea Floreasca, 1st District, Bucharest, Romania, to which all shareholders of



the Company registered in the shareholders' registry (held by Depozitarul Central S.A.) at the end of **24 September 2025**, 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 **16 October 2025**, at **10:30**, 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. Alexandra Jianu as technical secretary of the OGMS, both of them having the identification data available at the Company's headquarters.
2. Approval of the individual and consolidated annual financial statements prepared for the first six months of the financial year ending on 31 December 2025, accompanied by the report prepared by the Board of Directors. In the first half of the financial year ending on 31 December 2025, the Company recorded a consolidated net profit of RON 248,365,117 and recorded a distributable net profit of RON 190.930.205 in the individual financial statements.
3. Approval of the distribution of dividends for the financial year ended 31 December 2024, in the amount of 39,493,149.84 RON (gross), i.e., a dividend of 0.36 RON/share (gross, based on the total number of shares issued by the Company, less the treasury shares held by the Company on the date of the OGMS convening) from the undistributed net profit of 103,123,136 existing as at 31 December 2024. To the extent that, on the applicable registration date, additional treasury shares are registered, in addition to the number of treasury shares held on the date of the OGMS convening, these will not give the right to dividends.
4. Approval of setting the date of:
 - 4 November 2025 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;
 - 3 November 2025 as "ex-date", computed in accordance with the provisions of art. 2 para. (2) letter (I) of Regulation no. 5/2018; and
 - 19 November 2025 as payment date, computed in accordance with the provisions of art. 178 para. (2) of Regulation no. 5/2018.

As they are not applicable to this OGMS, the shareholders will not decide on the other aspects set out in art. 176 para. (1) of Regulation no. 5/2018 such as the date of the guaranteed participation.

5. Approval of 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 to, the OGMS resolution, to file and 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 Ms. Alexandra Jianu as technical secretary of the EGMS, both of them having the identification data available at the Company's headquarters.
2. Approval of the ratification of the Decision of the Board of Directors of the Company no. 74 dated 08.08.2025 approving the establishment of a personal guarantee (in Romanian, *fideiusiune*) by the Company in favour of Banca Comercială Intesa Sanpaolo Romania S.A. to guarantee the additional amount of EUR 4,571,173, as well as the other payment obligations related thereto, the additional amount being contracted by One Cotroceni Park S.R.L., a limited liability company, from Banca Comercială Intesa Sanpaolo Romania S.A.
3. Approval of the authorization of the Board of Directors to repurchase shares of the Company by conducting one or more public purchase offers with payment in cash ("**Public Tender Offers**" and each of them, a "**Public Tender Offer**"), for the purpose of reducing the Company's share capital (the "**Public Tender Offer(s) Program**"), subject to the approval of item 4 on the agenda of the EGMS, under the following conditions:
 - The aggregate value of the Public Tender Offer(s) Program shall be a maximum of RON 884,000,000;
 - The Public Tender Offer(s) Program shall be conducted at a minimum price of RON 25 per share and a maximum price of RON 40 per share;
 - The Public Tender Offer(s) Program will envisage the repurchase of a number of shares representing up to 20% of the Company's share capital;
 - The Public Tender Offer(s) Program will be carried out for a maximum period of 18 months from the date of the EGMS resolution adopted in this regard;
 - The Public Tender Offer(s) Program will only cover fully paid shares;
 - The purchase price of the shares in the Public Offers will be set by the Board of Directors in line with the applicable legal provisions;
 - The Public Tender Offer(s) Program will be financed from own sources or by contracting bank financing at the level of the Company and/or at the level of its subsidiaries;



- The approval of this item on the EGMS agenda and/or of any Public Offer will not constitute a guarantee that the Company will actually carry out the Public Offer, as the decision of the Board of Directors to launch the Public Offering depends on several factors (including market conditions, macroeconomic factors, the approval by the Romanian Financial Supervisory Authority of the public offering documentation and availability of the necessary financing sources).
4. Approval of the decrease of the Company's share capital pursuant to Art. 207 para. (1) letter c) of Law No. 31/1990 on companies, by cancellation of up to 22,100,000 treasury shares with a nominal value of RON 10 each, representing 20% of the Company's share capital, being all the shares repurchased by the Company in accordance with the Public Tender Offer(s) carried out under the conditions set out under item 3 on the agenda of the Extraordinary General Meeting of Shareholders ("**Share Capital Decrease**"). The Share Capital Decrease will take effect after all of the following conditions have been met:
 - a) after the results of the share buyback program carried out under the conditions set out in item 4 on the agenda of the EGMS have been determined, the Extraordinary General Meeting of the Company shall approve the exact amount by which the Company's share capital will be decreased and the new value of the Company's share capital after the decrease and the corresponding amendment to the Articles of Association;
 - b) the resolution of the Extraordinary General Meeting of the Company adopted in accordance with point a) above shall be published in the Official Gazette of Romania, Part IV, for a period of at least two months; and
 - c) the decision of the Extraordinary General Meeting of the Company adopted in accordance with point a) above is registered with the Trade Registry Office attached to the Bucharest Tribunal.
 5. Approval of the Board of Directors' power to issue any decision and perform all legal acts and actions necessary, useful, and/or appropriate for the implementation of the decisions to be adopted in accordance with items 3 and 4 on the agenda, including with regard to the following aspects:
 - establishing the structure and timing of the Public Offers, establishing and approving the purchase price in the Public Offers (in accordance with market conditions, as well as approving the other final terms and conditions of the Public Offers), selecting intermediaries for the Public Offers, ensuring the drafting and publication of any offer document or announcement, as well as negotiating, approving, and signing any documents related to the Public Offers, as applicable, negotiating and signing any contracts with intermediaries and consultants, performing any legal acts and deeds necessary, useful, or appropriate in connection with the above;
 - to approve any contracts relating to Public Offers or any other arrangements, commitments, offer documents, any agency or consulting contracts, certificates, statements, registers, notifications, addenda, and



any other necessary acts and documents, to perform any formalities, and to authorize and/or perform any other actions necessary to give full effect to the resolutions to be adopted in accordance with items 3 and 4 on the agenda;

- to empower representatives of the Company to sign any such documents, perform any such formalities, and perform any such actions; and
- to represent the Company before any competent authorities and institutions (such as the Trade Register Office, the Financial Supervisory Authority, the Bucharest Stock Exchange, Depozitarul Central S.A.) in connection with the resolutions to be adopted in accordance with items 3 and 4 on the EGMS agenda.

6. Approval of setting the date of:

- 4 November 2025 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
- 3 November 2025 as “ex-date”, computed in accordance with the provisions of art. 2 para. (2) letter (I) of Regulation no. 5/2018.

As they are not applicable to this EGMS, the shareholders will not decide on the other aspects set out in art. 176 para. (1) of Regulation no. 5/2018 such as the payment date or the date of guaranteed participation.

7. Approval of 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 the EGMS resolution, to file and to request the publication of the resolution in Part IV of the Official Gazette of Romania, to pick up any documents, to fulfil any necessary formalities before the Trade Registry Office, as well as before 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 12 September 2025, all the information materials regarding the items included on the agenda of the OGMS and of the 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 19 September 2025, at 18:00.

The identification requirements mentioned at letter c) below are 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 Ordinary General Meeting of Shareholders and in the Extraordinary General Meeting of Shareholders

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 through legal representatives), by proxy (based on a special or general power of attorney), considering the applicable 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*) reflecting the up-to-date status, 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*) reflecting the up-to-date status, 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, allowing 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*) reflecting the up-to-date status, 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 20 Maxim Gorki Street, District 1, Bucharest, 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 10 October 2025.

For the validity of the mandate, the proxy should have to be an intermediary (investment professional) (pursuant to the provisions of Article 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 Article 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 20 Maxim Gorki Street, District 1, Bucharest, 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 10 October 2025, clearly mentioning on the envelope or in the subject of the e-mail “For the Extraordinary/Ordinary General Meeting of Shareholders convened for 15/16 October 2025”.

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

Electronic voting can be exercised using electronic voting means in accordance with Article 197 of Regulation no. 5/2018 of the FSA on issuers of financial instruments and market operations through the eVOTE platform (before or during the GSM) by accessing the link <https://one.evot.ro/> from any device connected to the internet and



through the eVotePRO platform (before the GSM) for professional investors as defined by Law No. 126/2018 on financial instrument markets, in accordance with the provisions of Article 197 of Regulation no. 5/2018. For professional shareholders who choose to exercise their voting rights through the eVotePRO platform, electronic voting is carried out by accessing the dedicated domain assigned to each professional shareholder, in accordance with the legal identification requirements specified in section ii) below.

Electronic voting forms can be submitted at any time from the start of voting until the live session of the general meeting of shareholders or expressed/re-expressed directly in the live session of the meeting, with the last voting option being the one recorded.

The platforms contain voting options for all items on the agenda. Electronic voting is exercised by checking a voting option “for” or “against” or “abstain”, followed by pressing the “register vote” button. Votes marked on the platform without pressing the “register vote” button will not be taken into account.

Shareholders may log in and vote as many times as they wish during the period designated for correspondence voting and/or live, with the last voting option being the one recorded.

Shareholders should note that, before exercising their voting rights through the eVote/eVotePRO platform, they must complete the registration process described below, and their voting account must be validated by the Company.

Shareholders who are natural persons must complete the registration process once and update their information whenever necessary. Shareholders who are legal persons/entities without legal personality must complete it for each GMS meeting, except for professional shareholders who vote through the eVotePRO platform whose identification documents have been previously validated, which remain valid within 30 days from the date of issue and have not undergone changes and/or have not been replaced with new documents.

For identification and access to the eVote/eVotePRO voting platform, shareholders shall provide the following information:

i) 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);

or

- Access credentials generated following identification via the Investor Enrolment Platform developed by Depozitarul Central S.A. <https://www.rocstar.ro/Inrolare-Investitori>.



ii) In the case of legal persons, including professional shareholders / entities without legal personality:

- 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*) reflecting the up-to-date status, 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, no older than 30 days from the Reference Date and allowing their identification in the Company's register of shareholders kept by Depozitarul Central.* the status of legal representative will be taken from the register of shareholders on the Reference Date, received from Depozitarul Central SA if the shareholder has informed Depozitarul Central SA in a timely manner about their representative.
- 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.

*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.

Bucharest, 01.09.2025

Mr. Claudio Cisullo – Chairman of the Board of Directors
