



INFORMATION NOTE ON ITEMS 7-8 ON THE AGENDA OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (“EGMS”)

ONE UNITED PROPERTIES S.A. (“COMPANY”)

This document aims to present the basis for the proposals concerning the Company’s participation (with direct and/or indirect 100% ownership) in a joint-stock company acting as a holding company for the rental income-generating assets of the Company’s group (the “**Rental Holding**”), as well as the consolidation within the Rental Holding of the following direct and indirect subsidiaries of the Company (the “**Project Companies**”):

- ONE COTROCENI PARK OFFICE S.R.L.,
- ONE COTROCENI PARK OFFICE FAZA 2 S.R.L.,
- ONE UNITED TOWER S.R.L.,
- ONE VICTORIEI PLAZA S.R.L.,
- REAL HABITAT OFFICE BUILDING S.R.L.,
- ONE GALLERY FLOREASCA S.A.,
- BUCUR OBOR S.A..

The Rental Holding may be either a newly incorporated company established for this purpose or an existing direct or indirect subsidiary of the Company which may be modified to establish the Rental Holding, as determined by the Company, with a view to better managing, streamlining and increasing the transparency of this business segment.

The proposal shall be implemented, subject to obtaining any regulatory approvals (to the extent and if required under applicable law) and the approval of the financing banks, alternatively or cumulatively, in such percentages and proportions as determined by the Company, through any of the following mechanisms:

- by transferring part or all of the Company’s holdings in the Project Companies as a contribution to the share capital of the Rental Holding; and/or
- by transferring part or all of the real estate assets held directly or indirectly through the Project Companies to the Rental Holding, in all cases in compliance with applicable law and followed by obtaining any approvals and completing any formalities required, both at the level of the Company and at the level of the Project Companies (together, the “**Rental Portfolio Consolidation**”).

Equally, approval is also required for taking all actions and completing all formalities necessary, useful and/or appropriate for implementing the Rental Portfolio Consolidation under the terms set out in item 7 on the EGMS agenda. In case the provisions proposed under item 7 are implemented, item 8 on the EGMS agenda is submitted for approval for granting full powers to the Board of Directors to adopt any decisions and carry out any legal acts and deeds necessary, useful and/or expedient for giving effect to and implementing the resolutions adopted by the EGMS relating to the Rental Portfolio Consolidation.