



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

Bucharest, 20 Maxim Gorki Street, District 1

J40/21705/2007, Sole Registration Code 22767862

**Dated 26 April 2022, 10:00 AM**

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, (EUID): ROONRC.J40/21705/2007, having subscribed and fully paid-up share capital of RON 514,828,058.80 ("**OUP**" or the '**Company**'), met today, 26 April 2022, at 10:00 (Romanian time) in the Ordinary General Meeting of Shareholders first calling, in accordance with the convening notice published in the Official Gazette of Romania, Part IV, number 1536 of 13 April 2022, respectively number 1246 of 25 March 2022 and Ziarul Bursa number 70 of 13 April 2022, respectively number 57 of 25 March 2022 (the "**OGMS**").

The OGMS was chaired by Mr. Claudio Cisullo, as chairman of the board of directors (the "**OGMS Chairman**"). In accordance with the provisions of article 129 para. 2 of Companies Law no. 31/1990 ("**Companies Law**"), republished, as subsequently amended and completed, OGMS chose Alexandru-Victor Savi-Nims, as secretary of the OGMS (the "**OGMS Secretary**"). The OGMS Secretary is responsible with the secretary tasks of this OGMS.

In accordance with the provisions of article 129 para. 5 of Companies Law, the OGMS Chairman appoints Irena Pavel as technical secretary of this OGMS.

The OGMS Secretary certifies and informs the OGMS Chairman that all the relevant conditions for holding the meeting have been fulfilled. The list of the present, represented shareholders or the ones that exercised their vote through correspondence is attached to the hereby minutes.

The OGMS Chairman presents the agenda as included in the convening notice published in the Official Gazette of Romania, Part IV, number 1536 of 13 April 2022, respectively number 1246 of 25 March 2022 and Ziarul Bursa number 70 of 13 April 2022, respectively number 57 of 25 March 2022.

The OGMS proceeds to debating each item included on the agenda, including the relevant documents in relation to the items on the agenda.

### DECISION NO. 1

In the presence of shareholders representing 87.8975% (2,262,605,645 shares) of the share capital and 87.8975% (2,262,605,645 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 100% (416,527,250 votes) of the expressed votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0% (0 votes) of the expressed votes of the shareholders present, represented or who voted by mail (there are 1,845,704,652 abstentions and another 373,743 voting rights which were not exercised; a total of 416,527,250 votes were expressed):

Approved:



The annual individual and consolidated financial statements prepared for the financial year ended on 31 December 2021, together with the annual report prepared by the Board of Directors, and the independent auditor's report. In the financial year ended on 31 December 2021, the Company has registered net profit at individual level in value of RON 40,714,516.98, out of which RON 2,427,796.75 will be registered as legal reserves and RON 38,286,720.23 is distributable net profit.

#### DECISION NO. 2

In the presence of shareholders representing 87.8975% (2,262,605,645 shares) of the share capital and 87.8975% (2,262,605,645 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.9996% (2,253,890,804 votes) of the expressed votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.0003% (7,000 votes) of the expressed votes of the shareholders present, represented or who voted by mail (there are 0 abstentions and another 8,707,841 voting rights which were not exercised; a total of 2,253,897,804 votes were expressed):

Approved:

The distribution of dividends in value of RON 42,473,314.85 (gross dividend amount), out of which RON 38,286,720.23 from the Company's net profit corresponding to the financial year 2021 and RON 4,186,594.62 representing undistributed profit registered for the previous years, resulting thus in a gross dividend per share of RON 0.0165.

#### DECISION NO. 3

In the presence of shareholders representing 89.8975% (2,262,605,645 shares) of the share capital and 89.8975% (2,262,605,645 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.9995% (2,262,390,519 votes) of the expressed votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.00004% (10,337 votes) of the expressed votes of the shareholders present, represented or who voted by mail (there are 7,200 abstentions and another 197,589 voting rights which were not exercised; a total of 2,262,400,856 votes were expressed):

Approved:

The transfer of an amount of RON 4,307,781.61 from issuance premium (share premium) to the credit of the reserves account (other than legal reserves) and registration of this operation in the Company's accounting.

#### DECISION NO. 4

In the presence of shareholders representing 87.8975% (2,262,605,645 shares) of the share capital and 87.8975% (2,262,605,645 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 100% (409,882,614 votes) of the expressed votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0% (0 votes) of the expressed votes of the shareholders present, represented or who voted by mail (there are 1,845,729,252 abstentions and another 6,993,779 voting rights which were not exercised; a total of 409,882,614 votes were expressed):

Approved:



The discharge of liability of the Board of Directors for the financial year ended on 31 December 2021.

#### DECISION NO. 5

In the presence of shareholders representing 87.8975% (2,262,605,645 shares) of the share capital and 87.8975% (2,262,605,645 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.9997% (2,253,877,420 votes) of the expressed votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.0002% (4,630 votes) of the expressed votes of the shareholders present, represented or who voted by mail (there are 15,772 abstentions and another 8,707,823 voting rights which were not exercised; a total of 2,253,882,050 votes were expressed):

Approved:

The income and expenses budget for the financial year 2022, in accordance with the materials presented.

#### DECISION NO. 6

In the presence of shareholders representing 87.8975% (2,262,605,645 shares) of the share capital and 87.8975% (2,262,605,645 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.3138% (413,802,124 votes) of the expressed votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.6861% (2,859,065 votes) of the expressed votes of the shareholders present, represented or who voted by mail (there are 1,845,743,849 abstentions and another 200,607 voting rights which were not exercised; a total of 416,661,189 votes were expressed):

Approved:

The Company's remuneration policy, in accordance with the materials prepared for the OGMS.

#### DECISION NO. 7

In the presence of shareholders representing 87.8975% (2,262,605,645 shares) of the share capital and 87.8975% (2,262,605,645 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.6028% (727,445,304 votes) of the expressed votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.3971% (2,900,518 votes) of the expressed votes of the shareholders present, represented or who voted by mail (there are 1,532,062,216 abstentions and another 197,607 voting rights which were not exercised; a total of 730,345,822 votes were expressed):

Approved:

Update of the stock options plans for the benefit of the executive members of the Board of Directors (the "SOP") approved by resolution of the Ordinary General Meeting of the Company's Shareholders no. 54 of 19 April 2021, which sets out the rules regarding the grant, accessing and exercising stock options by the eligible participants to the SOP, for adjusting it to the share split and, respectively, share capital increase operations which took place at the level of the Company during 2021.



## DECISION NO. 8

8.1. In the presence of shareholders representing 87.8975% (2,262,605,645 shares) of the share capital and 87.8975% (2,262,605,645 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.9996% (1,496,389,046 votes) of the expressed votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.0003% (2,973,795 votes) of the expressed votes of the shareholders present, represented or who voted by mail (there are 766,014,352 abstentions and another 197,589 voting rights which were not exercised; a total of 1,496,393,704 votes were expressed):

Approved:

The appointment of Mr. Victor Căpitanu, a Romanian citizen, as member of the Board of Directors, for a mandate of one (1) year, starting with the date of the OGMS resolution, 26 April 2022 and until 26 April 2023.

8.2. In the presence of shareholders representing 87.8975% (2,262,605,645 shares) of the share capital and 87.8975% (2,262,605,645 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.9996% (1,496,389,046 votes) of the expressed votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.0003% (2,973,795 votes) of the expressed votes of the shareholders present, represented or who voted by mail (there are 766,014,352 abstentions and another 197,589 voting rights which were not exercised; a total of 1,496,393,704 votes were expressed):

Approved:

The appointment of Mr. Andrei-Liviu Diaconescu, a Romanian citizen, as member of the Board of Directors, for a mandate of one (1) year, starting with the date of the OGMS resolution, 26 April 2022 and until 26 April 2023.

8.3. In the presence of shareholders representing 87.8975% (2,262,605,645 shares) of the share capital and 87.8975% (2,262,605,645 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.9948% (2,097,253,649 votes) of the expressed votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.0051% (108,100 votes) of the expressed votes of the shareholders present, represented or who voted by mail (there are 165,046,307 abstentions and another 197,589 voting rights which were not exercised; a total of 2,097,361,749 votes were expressed):

Approved:

The appointment of Mr. Claudio Cisullo, a Swiss citizen, as member of the Board of Directors, for a mandate of one (1) year, starting with the date of the OGMS resolution, 26 April 2022 and until 26 April 2023.

8.4. In the presence of shareholders representing 87.8970% (2,262,593,795 shares) of the share capital and 87.8970% (2,262,593,795 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.9990% (2,245,723,360 votes) of the expressed votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.0009% (20,758 votes) of the expressed votes of the shareholders present, represented or who voted by mail (there are 16,652,088 abstentions and another 197,589 voting rights which were not exercised; a total of 2,245,744,118 votes were expressed):

Approved:

The appointment of Dragoș-Horia Manda, a Romanian citizen, as member of the Board of Directors, for a mandate of one (1) year, starting with the date of the OGMS resolution, 26 April 2022 and until 26 April 2023.



8.5. In the presence of shareholders representing 87.8970% (2,262,593,795 shares) of the share capital and 87.8970% (2,262,593,795 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.8655% (2,123,319,883 votes) of the expressed votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.1344% (2,859,065 votes) of the expressed votes of the shareholders present, represented or who voted by mail (there are 136,217,258 abstentions and another 197,589 voting rights which were not exercised; a total of 2,126,178,948 votes were expressed):

Approved:

The appointment of Marius-Mihail Diaconu, Romanian citizen, as member of the Board of Directors, for a mandate of one (1) year, starting with the date of the OGMS resolution, 26 April 2022 and until 26 April 2023.

8.6. In the presence of shareholders representing 87.8970% (2,262,593,575 shares) of the share capital and 87.8970% (2,262,593,575 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.8677% (2,259,416,561 votes) of the expressed votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.1314% (2,973,795 votes) of the expressed votes of the shareholders present, represented or who voted by mail (there are 5,630 abstentions and another 197,589 voting rights which were not exercised; a total of 2,262,390,356 votes were expressed):

Approved:

The appointment of Augusta Valeria Dragic, Romanian citizen, as member of the Board of Directors, for a mandate of one (1) year, starting with the date of the OGMS resolution, 26 April 2022 and until 26 April 2023.

8.7. In the presence of shareholders representing 87.7680% (2,259,272,489 shares) of the share capital and 87.7680% (2,259,272,489 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.8725% (2,252,018,051 votes) of the expressed votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.1274% (2,873,933 votes) of the expressed votes of the shareholders present, represented or who voted by mail (there are 4,182,916 abstentions and another 197,589 voting rights which were not exercised; a total of 2,254,891,984 votes were expressed):

Approved:

The appointment of Magdalena Součková, Czech citizen, as member of the Board of Directors, for a mandate of one (1) year, starting with the date of the OGMS resolution, 26 April 2022 and until 26 April 2023.

The current mandates of the members of the Board of Directors (which were set to expire on 31 May 2022) will be terminated on the same date, i.e., the date of the OGMS resolution appointing the members of the Board of Directors in accordance with this point.

## DECISION NO. 9

In the presence of shareholders representing 87.8975% (2,262,605,645 shares) of the share capital and 87.8975% (2,262,605,645 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.9994% (1,940,470,729 votes) of the expressed votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.0005% (10,030 votes) of the expressed votes of the shareholders present, represented or who voted by mail (there are 313,692,580 abstentions and another 8,432,306 voting rights which were not exercised; a total of 1.940.480.759 votes were expressed):

Approved:



The remuneration for the non-executive members of the Board of Directors for mandates starting on the date of the OGMS, respectively EUR 1,500 per month (net amount) (payable in EUR to non-executive members of the Board of Directors who are non-residents in Romania, respectively payable in RON equivalent to non-executive members of the Board of Directors who are residents in Romania) payable to each non-executive member of the Board of Directors, plus, as the case may be, the amount of EUR 500 per month (net amount) (payable in EUR to non-executive members of the Board of Directors who are non-residents in Romania, respectively payable in RON equivalent to non-executive members of the Board of Directors who are residents in Romania), payable for holding the position of chairman of a committee set up at the level of the Board of Directors.

For the year 2022, the payment will be made in one installment during the period between the last meeting of the Board of Directors for the year and 31 December 2022. The level of remuneration thus approved will take into account the participation of the respective members in at least five (5) meetings of the Board of Directors per year. In the event of unjustified absence below the minimum referred to above, the aggregate annual remuneration will be reduced by 20% per absence.

#### DECISION NO. 10

In the presence of shareholders representing 87.9030% (2,262,747,096 shares) of the share capital and 87.9030% (2,262,747,096 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 100% (2,262,103,772 votes) of the expressed votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0% (0 votes) of the expressed votes of the shareholders present, represented or who voted by mail (there are 2,700 abstentions and another 640,624 voting rights which were not exercised; a total of 2,262,103,772 votes were expressed):

Approved:

Setting the date of:

- 13 May 2022 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
- 12 May 2022 as "ex-date", computed in accordance with the provisions of art. 2 (2) letter (I) of Regulation no. 5/2018; and
- 30 May 2022 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.

#### DECISION NO. 11

In the presence of shareholders representing 87.9030% (2,262,747,096 shares) of the share capital and 87.9030% (2,262,747,096 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.9998% (2,262,213,272 votes) of the expressed votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.0001% (2,700 votes) of the expressed votes of the shareholders present, represented or who voted by mail (there are 0 abstentions and another 531,124 voting rights which were not exercised; a total of 2,262,215,972 votes were expressed):

Approved:



The authorisation of the executive members of the Board of Directors and/or the Company's Managers, acting independently or jointly, 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, the Articles of Association, 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.

#### DECISION NO. 12

In the presence of shareholders representing 87.9030% (2,266,951,303 shares) of the share capital and 87.9030% (2,266,951,303 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.9996% (2,266,258,979 votes) of the expressed votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.0003% (7,200 votes) of the expressed votes of the shareholders present, represented or who voted by mail (there are 0 abstentions and another 685,124 voting rights which were not exercised; a total of 2,266,266,179 votes were expressed):

Approved:

The appointment of Deloitte Audit S.R.L. for a mandate comprising the review of the Company's individual and consolidated financial statements for the period ending on 30 June 2022 and approval of the authorization of the Board of Directors, in the name and on behalf of the Company, with full power and authority:

- i. to negotiate the terms and conditions of Deloitte Audit S.R.L. mandate, as well as to negotiate and sign any document, as well as fulfil any necessary, useful or desirable acts and deeds in connection with the above; and
- ii. to authorize representatives of the Company to sign any such documents, to complete any such formalities and to perform any such actions.

Without any other items to be discussed on the agenda, the OGMS Chairman declared the OGMS session over at 11:31 AM.

These minutes were drafted and signed today 26 April 2022, in 4 original copies, by the chairman of the meeting, Claudio Cisullo and the secretary of the meeting, Alexandru-Victor Savi-Nims.

**Chairman of the Ordinary General Meeting of Shareholders**

**Claudio Cisullo**

---

**Secretary of the Ordinary General Meeting of Shareholders**

**Alexandru-Victor Savi-Nims**

---



## MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF ONE UNITED PROPERTIES S.A.

Bucharest, 20 Maxim Gorki Street, District 1

J40/21705/2007, Sole Registration Code 22767862

**Dated 26 April 2022, 12:00 PM**

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, (EUID): ROONRC.J40/21705/2007, having subscribed and fully paid-up share capital of RON 514,828,058.80 ("**OUP**" or the '**Company**'), met today, 26 April 2022, starting with 12:00 (Romanian time) in the Extraordinary General Meeting of Shareholders on first calling, in accordance with the convening notice published in the Official Gazette of Romania, Part IV, number 1536 of 13 April 2022, respectively number 1246 of 25 March 2022 and Ziarul Bursa number 70 of 13 April 2022, respectively number 57 of 25 March 2022 (the "**EGMS**").

The EGMS was chaired by Mr. Claudio Cisullo, as chairman of the board of directors (the "**EGMS Chairman**"). In accordance with the provisions of article 129 para. 2 of Companies Law no. 31/1990 ("**Companies Law**"), republished, as subsequently amended and completed, EGMS chose Alexandru-Victor Savi-Nims, as secretary of the EGMS (the "**EGMS Secretary**"). The EGMS Secretary is responsible with the secretary tasks of this EGMS.

In accordance with the provisions of article 129 para. 5 of Companies Law, the EGMS Chairman appoints Irena Pavel as technical secretary of this EGMS.

The EGMS Secretary certifies and informs the EGMS Chairman that all the relevant conditions for holding the meeting have been fulfilled. The list of the present, represented shareholders or the ones that exercised their vote through correspondence is attached to the hereby minutes.

The EGMS Chairman presents the agenda as included in the convening notice published in the Official Gazette of Romania, Part IV, number 1536 of 13 April 2022, respectively number 1246 of 25 March 2022 and Ziarul Bursa number 70 of 13 April 2022, respectively number 57 of 25 March 2022.

The EGMS proceeds to debating each item included on the agenda, including the relevant documents in relation to the items on the agenda.

### DECISION NO. 1

In the presence of shareholders representing 87.6321% (2,255,774,153 shares) of the share capital and 87.6321% (2,255,774,153 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.9998% (2,255,462,835 votes) of the expressed votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.0001% (2,700 votes) of the expressed votes of the shareholders present, represented or who voted by mail (there are 0 abstentions and another 308,618 voting rights which were not exercised; a total of 2,255,465,535 votes were expressed):

Approved:





To empower the Board of Directors to issue any decision and to fulfill all the necessary, useful and / or opportune legal acts and deeds, respectively to update the provisions of article 12.3 of the Articles of Association, for the fulfillment of the decisions to be adopted by the OGMS in accordance with point 8 of the OGMS agenda.

### DECISION NO. 2

In the presence of shareholders representing 87.6321% (2,255,774,153 shares) of the share capital and 87.6321% (2,255,774,153 shares) of the total voting rights, with the "for" vote of the shareholders representing 99.9998% (2,255,462,669 votes) of the expressed votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.0001% (2,700 votes) of the expressed votes of the shareholders present, represented or who voted by mail (there are 166 abstentions and another 308,618 voting rights which were not exercised; a total of 2,255,465,369 votes were expressed):

Approved:

The revocation of the resolutions adopted according to points 3<sup>1</sup>, 4<sup>1</sup>, 5<sup>1</sup>, 6<sup>1</sup> and 7<sup>1</sup> on the agenda of the Extraordinary General Meeting of Shareholders of the Company which took place 10 September 2021, in their entirety, which approved the introduction of a new class of shares, conferring 5 voting rights per share to Vinci VER Holding S.R.L. and OA Liviu Holding Invest S.R.L., wholly owned by the two founding shareholders, respectively Victor Capitanu and Andrei-Liviu Diaconescu following the conversion of a total of 22.74% of the existing ordinary shares in the Company held by the respective entities, in equal proportions.

### DECISION NO. 3

In the presence of shareholders representing 87.6321% (2,255,774,153 shares) of the share capital and 87.6321% (2,255,774,153 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.9993% (2,247,216,070 votes) of the expressed votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.0006% (14,600 votes) of the expressed votes of the shareholders present, represented or who voted by mail (there are 166 abstentions and another 8,543,317 voting rights which were not exercised; a total of 2,247,230,670 votes were 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 done at the minimum price of RON 0.2 per share and a maximum price equal to RON 1.75 per share;
- the aggregate value of the buyback program is up to RON 10,000,000;
- the buyback program will target the buyback of a maximum number of 10,000,000 shares;
- the buyback program will take place for a maximum period of 18 months from the date of publication of the decision adopted in this regard in the Official Gazette of Romania, part IV;
- 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 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 buyback 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 fulfill all the necessary, useful and / or opportune legal acts and deeds for the fulfillment of the decisions to be adopted by the EGMS regarding this point on the agenda, including (but without limitation) regarding the adequate public disclosure, prior to the start of trading in the buyback program, of the purpose of the program.

#### DECISION NO. 4

In the presence of shareholders representing 87.1497% (2,243,357,474 shares) of the share capital and 87.6321% (2,243,357,474 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 0.2086% (4,678,459 votes) of the expressed votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 99.7914% (2,238,325,924 votes) of the expressed votes of the shareholders present, represented or who voted by mail (there are 24,375 abstentions and another 328,716 voting rights which were not exercised; a total of 2,243,004,383 votes were expressed):

Rejected:

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. 220<sup>1</sup> 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. 220<sup>1</sup> 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 a quarter of the subscribed share capital, existing at the time of the decision and authorization, namely by up to RON 128,707,014, in order to carry out and implement the provisions of any share allocation program (such as "stock option plan") to the directors, managers or to the employees of the Company and / or its subsidiaries) approved (including the ones approved by decision of the Extraordinary General Meeting of Shareholders of the Company no. 50 of 18 May 2020, respectively by decision of the Ordinary General Meeting of Shareholders of the Company of 19 April 2021 point 6, as subsequently amended and supplemented) or to be approved in the future and, respectively, approving the amendment of the Articles of Association, by amending Articles 5.1 and 5.3 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 [26]/ [27] April 2025, to decide to increase the Company's share capital - one or more issues of registered and dematerialized ordinary shares, with a nominal value not exceeding RON 128,707,014, 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 and its related processes."*

*„5.3. Unless the pre-emption right is disappplied or restricted by the decision of the extraordinary general meeting of the Company's shareholders, respectively by the decision adopted by the Board of Directors, in accordance with the applicable legislation and the provisions of this Articles of Association, the shares issued for the capital increase will be offered for subscription primarily to existing shareholders, proportionally to the number of shares they own, and they may exercise their right of preference under the law. "*

#### **DECISION NO. 4<sup>1</sup>**

In the presence of shareholders representing 87.4887% (2,252,083,527 shares) of the share capital and 87.6321% (2,252,083,527 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.8297% (2,247,863,715 votes) of the expressed votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.1703% (3,834,791 votes) of the expressed votes of the shareholders present, represented or who voted by mail (there are 56,305 abstentions and another 328,716 voting rights which were not exercised; a total of 2,251,698,506 votes were expressed):

Approved:

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. 220<sup>1</sup> 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. 220<sup>1</sup> 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 23,647,626, in order to carry out and implement the provisions of the share allocations plans already approved by decision of the Extraordinary General Meeting of Shareholders of the Company no. 50 of 18 May 2020, respectively 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 and supplemented, and, respectively, approving the amendment of the Articles of Association, by amending Articles 5.1 and 5.3 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 [26]/ [27] April 2025, to decide to increase the Company's share capital - one or more issues of registered and dematerialized ordinary shares, with a nominal value not exceeding RON 23,647,626, 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 and its related processes."*

*„5.3. Unless the pre-emption right is disappplied or restricted by the decision of the extraordinary general meeting of the Company's shareholders, respectively by the decision adopted by the Board of Directors, in accordance with the applicable legislation and the provisions of this Articles of Association, the shares issued for the capital increase will be offered for subscription primarily to existing shareholders, proportionally to the number of shares they own, and they may exercise their right of preference under the law."*

## DECISION NO. 5

In the presence of shareholders representing 87,6321% (2,255,774,153 shares) of the share capital and 87,6321% (2,255,774,153 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 0.5316% (11,944,870 votes) of the expressed votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 99.4684% (2,235,220,868 votes) of the expressed votes of the shareholders present, represented or who voted by mail (there are 63,541 abstentions and another 8,544,874 voting rights which were not exercised; a total of 2,247,165,738 votes were expressed):

Rejected:

The increase of the Company's share capital with the amount of up to RON 66,003,597.2 (nominal value) (the "**Share Capital Increase**") by issuance of a number of 330,017,986 new shares with a nominal value of RON 0.2 per share and a total nominal value of RON 66,003,597.2 (the „**New Shares**"), as follows:

5.1 The New Shares will be offered for subscription:

5.1.1. 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 13 May 2022, 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 13 May 2022, 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

5.1.2. During the second phase, any unsubscribed New Shares in the first phase, as described at point 5.1.1 above, shall be offered (i) to the Romanian public (the "**Public Offering**") and / or (ii) via private placements, 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 (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 investors to whom such private placements may be otherwise lawfully addressed to and directed, in reliance of 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**"), in accordance with a decision adopted by the Board of Directors on this matter; and

- 5.1.3. During the third phase, to the extent the second phase consists only of a Public Offering, any unsubscribed New Shares in the second phase can be offered in a Private Placement, in accordance with a decision adopted by the Board of Directors on this matter.
- 5.1.4. Any New Shares remaining unsubscribed after the Public Offering and/ or Private Placement (as the case may be) will be cancelled by decision of the Board of Directors acknowledging the final results of the Share Capital Increase.
- 5.1.5. The 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 13 May 2022.
- 5.1.6. Each shareholder registered in the Company's shareholders' registry held by Depozitarul Central S.A. with the registration date of 13 May 2022, shall receive a number of preference rights equal with the number of shares held.
- 5.1.7. The period for exercising the preference rights shall be of one (1) month (as the case may be, starting after the trading period for the preference rights), being subsequent to the registration date of 13 May 2022.
- 5.1.8. For subscription of one New Share, during the period of exercise of preference rights, a person must hold 7.8 preference rights (if the case, with any rounding applicable under the regulations in force, including those drawn up by the Central Depository).
- 5.1.9. A shareholder of the Company registered in the Company's shareholders' registry held by Depozitarul Central S.A. at the registration date of 13 May 2022 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 13 May 2022, 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 (7.8) (if the case, with any rounding applicable under the regulations in force, including those drawn up by the Central Depository).
- 5.1.10. 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.
- 5.1.11. 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.



5.1.12. 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.

#### DECISION NO. 5<sup>1</sup>

In the presence of shareholders representing 87.3262% (2,247,901,861 shares) of the share capital and 87.6321% (2,247,901,861 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.4675% (2,235,236,785 votes) of the expressed votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.1817% (4,084,731 votes) of the expressed votes of the shareholders present, represented or who voted by mail (there are 35,471 abstentions and another 8,544,874 voting rights which were not exercised; a total of 2,239,321,516 votes were expressed):

Approved:

The delegation of the EGMS duties regarding the decision to increase the share capital of the Company to the Company's Board of Directors, for a period of three (3) years, in order to raise funds of up to EURO 150,000,000 or the equivalent of this amount in any other currency to finance the current activity of the Company and its group, respectively to finance ongoing projects and/or new projects, through one or more issues of ordinary, registered and dematerialized shares, with a nominal value not exceeding RON 66,003,597.2 (respectively by issuing up to 330,017,986 shares), as follows:

- a) with the exercise of the preference rights of shareholders, or
- b) with the disapplication of the preference rights of shareholders, to the extent the issuance of shares takes place following the conversion of Convertible Bonds (as such term is defined below).

To this end, an approval in principle is put forward to vote in the EGMS for:

- the issuance by the Company of nominative, dematerialized and convertible, senior unsecured bonds, with or without discount, with a total value of up to a maximum amount of EURO 150,000,000 or the equivalent of this amount in any other currency, with fixed or variable interest rate, as the case may be, and with a maturity that will not exceed three (3) years, which will be governed by any applicable law (the "Convertible Bonds");
- the disapplication of the preference right of shareholders to subscribe the Convertible Bonds, in accordance with the provisions of art. 217 of the Companies Law and of art. 88 para. (1) of Law no. 24/2017;
- carrying out an offering (the "Offering") having as object the Convertible Bonds, addressed via private placements, 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 (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 investors to whom such private placements may be otherwise lawfully addressed to and directed, in reliance of 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, in accordance with a decision adopted by the Board of Directors on this matter;



- the undertaking by the Company of all necessary actions and formalities, useful and / or appropriate for the admission to trading of the Convertible Bonds on a regulated market or on another trading venue, following the Offering (the "Listing"); and
- the Board of Directors shall have full discretion regarding the adoption of any decision to issue the Convertible Bonds, carry out the Offering and the Listing, being fully authorised not to proceed with such issuance of Convertible Bonds, Offering and Listing to the extent it adopts a decision in this sense.

Pursuant to the above, the EGMS will vote on the approval of the amendment of the Articles of Association, by amending Article 5.1 of the Articles of Association (the amendments thus approved will be cumulative with the ones referred at items 4 or 4<sup>1</sup> of the EGMS agenda, subject to their approval), 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)]/[c)] 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 years which is set to lapse on [26]/ [27] April 2025, 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 66,003,597.2 (respectively by issuing up to 330,017,986 shares), as follows:*

*a) with the exercise of the preference rights of shareholders, or*

*b) with the disapplication of the preference rights of shareholders (pursuant to the decision adopted by the Board of Directors), to the extent the issuance of shares takes place following a conversion of any debt instruments issued by the Company.*

*The above operations will be carried out 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 authorized to establish the characteristics of the share capital increase operation and its related processes.”*

## DECISION NO. 6

In the presence of shareholders representing 87.6321% (2,255,774,153 shares) of the share capital and 87.6321% (2,255,774,153 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 0.5309% (11,930,039 votes) of the expressed votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 99.4691% (2,235,216,324 votes) of the expressed votes of the shareholders present, represented or who voted by mail (there are 81,091 abstentions and another 8,546,699 voting rights which were not exercised; a total of 2,247,146,363 votes were expressed):

Rejected:

To empower the Board of Directors to issue any decision and to fulfill all the necessary, useful and / or opportune legal acts and deeds for the fulfillment of the decisions to be adopted by the EGMS regarding the Share Capital Increase, including regarding the following matter:



- 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 of the Company);
- 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.

#### DECISION NO. 6<sup>1</sup>

In the presence of shareholders representing 87.3280% (2,247,946,361 shares) of the share capital and 87.6321% (2,247,946,361 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.8181% (2,235,243,941 votes) of the expressed votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.1812% (4,072,200 votes) of the expressed votes of the shareholders present, represented or who voted by mail (there are 83,521 abstentions and another 8,546,699 voting rights which were not exercised; a total of 2,239,316,141 votes were expressed):

Approved:

Subject to the approval of point 5<sup>1</sup> on the agenda of the EGMS, 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 issuance of Convertible Bonds, Offering and Listing, including, without limitation, regarding the following matters:

- negotiating, determining and approving the issue amount, the issue price in accordance with market conditions, as well as other final terms and conditions of the Convertible Bonds and/or the Offering, the contractual terms, drawdown, conversion, early repayment, interest, taxes and fees, selecting the intermediaries for the Offering, ensuring the drafting and publication of a prospectus, an offering document, as well as the negotiation, approval and execution or any documents related to the Convertible Bonds, the Offering and the Listing, the approval of the listing markets, as well as the negotiation and execution of any agreements with intermediaries and advisors, and to carry out any other acts and deeds which are necessary, useful and / or opportune;
- approval of any agreements regarding the Convertible Bonds and/or the Offering and/or the Listing and any other arrangements, agreements, commitments, offering prospectuses, offering documents, any subscription agreements, sale, agency, trust, assistance agreements, certificates, affidavits, registers, notices, addenda and any other acts and documents which are necessary, useful and / or opportune to fulfil any formalities and to authorise





and/or to execute any other actions which are necessary, useful and / or opportune in order to give full effect to the issuance of Convertible Bonds and/or the Offering and/or the Listing (as the case may be); and

- empowering representatives of the Company to sign any such documents, to fulfil any such formalities and execute any such actions.

#### DECISION NO. 7

In the presence of shareholders representing 87.6428% (2,256,049,688 shares) of the share capital and 87.6428% (2,256,049,688 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 100% (2,247,218,579 votes) of the expressed votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0% (0 votes) of the expressed votes of the shareholders present, represented or who voted by mail (there are 10,700 abstentions and another 8,820,409 voting rights which were not exercised; a total of 2,247,218,579 votes were expressed):

Approved:

Setting the date of:

- 13 May 2022 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;
- 12 May 2022 as "ex-date", computed in accordance with the provisions of art. 2 (2) letter (l) of no. Regulation 5/2018;
- 11 May 2022 as the date of guaranteed participation, in accordance with the provisions of art. 2 para. (2) letter j) of Regulation no. 5/2018; and
- 16 May 2022 as the date of payment, in accordance with the provisions of art. 2 para. (2) letter h) and of art. 178 of Regulation no. 5/2018.

#### DECISION NO. 8

In the presence of shareholders representing 87.6428% (2,256,049,688 shares) of the share capital and 87.6248% (2,256,049,688 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.9999% (2,247,174,079 votes) of the expressed votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.0001% (2,700 votes) of the expressed votes of the shareholders present, represented or who voted by mail (there are 8,000 abstentions and another 8,864,909 voting rights which were not exercised; a total of 2,247,176,779 votes were expressed):

Approved:

The authorization of the executive members of the Board of Directors and/or the Company's Managers, acting independently or jointly, 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.



Without any other items to be discussed on the agenda, the EGMS Chairman declared the EGMS session over at 12:43 PM.

These minutes were drafted and signed today 26 April 2022, in 4 original copies, by the chairman of the meeting, Claudio Cisullo and the secretary of the meeting, Alexandru-Victor Savi-Nims.

**Chairman of the Extraordinary General Meeting of Shareholders**

**Claudio Cisullo**

---

**Secretary of the Extraordinary General Meeting of Shareholders**

**Alexandru-Victor Savi-Nims**

---