**SPECIAL POWER OF ATTORNEY (SECRET VOTE)**

**FOR THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS (OGMS) OF**

**ONE UNITED PROPERTIES S.A.**

convened for 26 April 2022, 10:00 AM Romanian time (first convening) / 27 April 2022, 10:00 AM Romanian time (second convening)

The undersigned \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ [name of the shareholder, natural person], identified through \_\_\_\_\_ [identity document], series \_\_\_\_\_, number\_\_\_\_\_\_\_\_\_\_, issued by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, at date \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, domiciled at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, personal code \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,

or

The company \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_[name of the shareholder legal entity], headquartered at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, registered with the Trade Registry under the number J \_\_\_/\_\_\_\_\_\_/\_\_\_\_\_\_, having the Sole Registration Code \_\_\_\_\_\_\_\_\_\_\_\_\_\_, legally represented by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, in [his/her/its] capacity as \_\_\_\_\_\_\_\_\_\_\_\_\_\_,

as shareholder 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 514,828,058.8 (“**OUP**” or the ”**Company**”),

holding a number of \_\_\_\_\_\_\_\_\_\_\_\_\_\_ shares, representing \_\_\_\_\_\_\_\_\_\_\_\_% of the total number of shares issued by the Company and \_\_\_\_\_\_\_\_% of the total number of voting rights,

hereby empower\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ identified through \_\_\_\_\_ [identity document], series \_\_\_\_\_, number\_\_\_\_\_\_\_\_\_\_, issued by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, at date \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, domiciled at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, personal code \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, as the representative of the undersigned/ the subscribed in the OGMS, to exercise the voting rights related to shareholdings of the undersigned/ the subscribed, recorded in the Shareholders’ Register as follows:

**Point 8 on the agenda, respectively:**

Appointment of the members of the Board of Directors amongst the candidates proposed by the Company’s Nomination and Remuneration Committee and shareholders, for a mandate of one (1) year, starting with the date of the OGMS resolution. 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.

|  |  |  |  |
| --- | --- | --- | --- |
| CANDIDATE | FOR | AGAINST | ABSTENTION |
| [●] |  |  |  |
| [●] |  |  |  |
| [●] |  |  |  |
| [●] |  |  |  |
| [●] |  |  |  |
| [●] |  |  |  |
| [●] |  |  |  |

*Note:*

The candidates which have been proposed by the Company’s Nomination and Remuneration Committee are the following:

* Victor Căpitanu
* Andrei-Liviu Diaconescu
* Claudio Cisullo
* Dragoș-Horia Manda
* Marius-Mihail Diaconu
* Augusta Valeria Dragic
* Magdalena Souĉková

The shareholders of the Company will be able to submit the proposals regarding the members of the Board of Directors (accompanied by the documents attesting the identity of the shareholder / candidate), by sending in this regard a written request to the address investors@one.ro, no later than 11 April 2022 at 23:59, with the written mention "*Proposal for candidates for the position of member of the Board of Directors*".

The proposals of the shareholders will be accompanied by:

1. a copy of the valid identity document of the Company's shareholder (in the case of individuals, identity card, passport, residence permit, respectively in the case of legal entities, identity card, passport, residence permit of the legal representative);
2. the curriculum vitae of the person proposed for the position of member of the Board of Directors;
3. in the case of a candidate's proposal for the position of independent member, an affidavit confirming that all eligibility criteria have been met (the template of such document being available as part of the supporting materials); and
4. the consent form and the information note for collecting and processing personal data, filled in and signed by the candidate (the template of such document being available as part of the supporting materials).

The list containing the information regarding the name, place of residence and professional qualification of the persons proposed for the position of member of the Board of Directors will be published on the Company's website, and will be updated daily, until 12 April 2022, at 18:00, in the section dedicated to the relationship with investors (<https://one.ro/investor-relations/>).

[*NOTE: Indicate your vote by checking with an "X" one of the boxes "FOR", "AGAINST" or "ABSTENTION", depending on the shareholder's option. If more than one box is ticked with an "X" or no box is ticked, that vote shall be considered null and void*.]

This proxy form has been made available in 3 (three) counterparts, having the following purposes: one for the shareholder, the second for the representative and the third for the Company.

The proxy form delivered to the Company will be accompanied by:

* a copy of the identity document allowing the identification in the register of shareholders ONE UNITED PROPERTIES S.A, on the Reference Date, issued by the Central Depository S.A. and, if applicable, a copy of the identity document of the legal representative (BI or CI for Romanian citizens, or passport, residence permit for foreign citizens), in case of shareholders legal persons or natural persons without exercise capacity or with restricted exercise capacity; and
* in case of shareholders who are legal persons, 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, in order to allow the identification of the shareholder in the list of shareholders of the Company issued by the Central Depository and which, if the Central Depository was not informed in time about the change of legal representative of the shareholder, will prove the capacity of legal representative of the relevant shareholder.

The deadline for the Company to receive the special power of attorney for the OGMS is 21 April 2022, at 10:00 AM (Romanian time).

Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Signature: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_