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| **SPECIAL POWER OF ATTORNEY**  **FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS (EGMS) OF ONE UNITED PROPERTIES S.A.**  convened for 25 April 2024, 11:00 A.M. Romanian time (first convening) / 26 April 2024, 11:00 A.M. Romanian time (second convening) |
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| The undersigned \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ [name of the shareholder, natural person], identified through \_\_\_\_\_ [identity document], series \_\_\_\_\_, number\_\_\_\_\_\_\_\_\_\_, issued by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, at date \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, domicilled at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, personal code \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |
| or |
| The company \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ [name of the shareholder legal entity], headquartered at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, registered with the Trade Registry under the number J \_\_\_/\_\_\_\_\_\_/\_\_\_\_\_\_, EUID: ROONRC.J \_\_\_/\_\_\_\_\_\_/\_\_\_\_\_\_, having the Sole Registration Code \_\_\_\_\_\_\_\_\_\_\_\_\_\_, legally represented by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, in [his/her/its] capacity as \_\_\_\_\_\_\_\_\_\_\_\_\_\_, |
| as shareholders of **ONE UNITED** **PROPERTIES S.A.,** having its headquarters in Bucharest, 20 Maxim Gorki Street, District 1, registered with the Bucharest Trade Registry under no. J40/21705/2007, having Sole Registration Code 22767862, European Unique Identifier (EUID): ROONRC.J40/21705/2007, having subscribed and fully paid-up share capital of RON 759,530,863 (“**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 EGMS, to exercise the voting rights related to shareholdings of the undersigned/ the subscribed, recorded in the Shareholders’ Register as follows: |
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| 1. **Point 1 on the agenda, respectively:** |
| Approval of the election of Mr. Alexandru-Victor Savi-Nims as meeting secretary of the EGMS and Ms. Anca Minescu, technical secretary of the EGMS, both of them having the identification data available at the Company's headquarters.   |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  | |
| 1. **Point 2 on the agenda, respectively:** |
| 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, respectively to update the provisions of article 12.3 of the Articles of Association, for the fulfilment of the decisions to be adopted by the OGMS in accordance with point 7 of the OGMS agenda.   |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  | |
| 1. **Point 3 on the agenda, respectively:** |
| Approval of 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. 2201 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. 2201 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 20% of the subscribed share capital as of the date of the decision and authorisation, i.e., up until RON 151,906,173, and, respectively, the approval of the amendment of Article 5.1. 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 9 October 2026, 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 12,481,281, for executing and implementing the provisions of any stock option plans for the persons comprising the management of the Company and/or its subsidiaries, or for the employees of the Company and/or its subsidiaries, approved (including through the Resolution of the Company’s Ordinary General Meeting of Shareholders dated 19 April 2021, item 6, with the subsequent amendments, supplements and updates) or that will be approved in the future, and* * *for a period of three (3) years which is set to lapse on [25]/[26] April 2027 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 151,906,173,*   *with the power to remove or restrict the preference right of shareholders for any 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 (as well as to determine the manner of the share capital increase, including to determine that the share capital increase will take place by offsetting certain, liquid and payable claims in accordance with Article 89 of Law no. 24/2017 on issuers of financial instruments and market operations, republished, as subsequently amended and supplemented) and its related processes.”*   |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  | |
| 1. **Point 4 on the agenda, respectively:** |
| Approval of a corporate bond issuance programme and/or one or more individual issues of nominative, dematerialized and non-convertible, secured or unsecured bonds, as the case may be, with or without discount, with an aggregate principal amount not exceeding EUR 300,000,000 or the equivalent thereof in any other currency, denominated in EUR and/or lei and/or any other currency, with a fixed or variable interest rate, as the case may be, and with a maturity not exceeding 10 years (per issuance), any such issuance taking place over a period of maximum 3 years from the date of the EGMS approval, and which will be governed by any applicable law (the "**Bonds**"), the Board of Directors having full authority to determine the terms and conditions of the issuance programme and/or any issuance under the programme and/or any individual issuance, as set out in item 7 on the EGMS agenda.   |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  | |
| 1. **Point 5 on the agenda, respectively:** |
| Approval to carry out one or more offerings ("**Offerings**" and each, an "**Offering**"), having as object the Bonds, in the form of (i) offering to the public in Romania ("**Public Offering**"), and/or (ii) 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 the Bonds does not constitute a violation of any applicable law by such investor (“**Private Placement**”), in accordance with a decision adopted by the Board of Directors on this matter.   |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  | |
| 1. **Point 6 on the agenda, respectively:** |
| Approval of the undertaking by the Company of all necessary, useful and / or appropriate actions and formalities, for the admission to trading of the Bonds on a regulated market or on other trading venue, following the Offering (the “Listings” and each of them the “Listing”).   |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  | |
| 1. **Point 7 on the agenda, respectively:** |
| Approval of the of the authorisation of the Board of Directors to issue any decision and to carry out any acts and deeds which are necessary, desirable and/or convenient for implementing the resolutions to be adopted by the EGMS with respect to the Bonds, any Offering and Listing, subject to the approval of item 4 on the EGMS agenda (the Board of Directors shall have full discretion regarding the adoption of any decision on the Bonds, the Offerings and the Listings), including, but not limited to, in relation to the following matters:   * negotiating, determining and approving the issue amount, the issue price in accordance with market conditions, as well as other terms and conditions of the Bonds and/or the relevant Offerings, the contractual terms, drawdown, early repayment, interest, taxes and fees, guarantees, granting of any type of security interests, selecting the intermediaries for the Offerings, 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 Bonds, the Offerings and the Listings, 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 appropriate; * approving any agreements regarding the Bonds and/or the Offerings and/or the Listings, and any other arrangements, any security agreements, commitments (including guarantee 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 appropriate to fulfil any formalities and to authorise and/or to execute any other actions which are necessary in order to give full effect to the issuance of Bonds and/or the Offerings and/or the Listings (as the case may be) and/or the associated guarantees, finance documents etc; and * empowering representatives of the Company to sign any such documents, to fulfil any such formalities and execute any such actions.  |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  | |
| 1. **Point 8 on the agenda, respectively:** |
| Approval of contracting by the subsidiary ONE TECHNOLOGY DISTRICT S.R.L., a legal entity of Romanian nationality, with registered office in Bucharest, District 1, 20 Maxim Gorki Street, registered with the Trade Register Office attached to the Bucharest Tribunal under number J40/21879/2022, EUID ROONRC.J40/21879/2022, with unique registration code 47113260 (“OTD”), from a financing bank or consortium of financing banks of the following loan facilities:   1. an investment credit facility with the following sub-limits: (i) during the development phase of the project - up to a maximum amount of EUR 28,500,000 (maximum 70% of the development costs, according to the budget of the project); and (ii) during the investment phase – up to a maximum amount of EUR 37,500,000, for the purpose of financing/ refinancing in part of the budget of the project to be developed by OTD (including the refinancing of the existing outstanding debts with group companies and third parties or other distributions, if the case); and 2. a VAT credit facility of up to EUR 4,000,000 (in RON equivalent) for the purpose of pre-financing/ refinancing the VAT related to the project to be developed by OTD,   (herein referred together as “OTD Facilities”), under the following terms and conditions:  For the purpose of securing the OTD Facilities, the Company may provide in favor of the financing bank or consortium of financing banks the following guarantees: (i) movable mortgage on all present and future shares held by the Company in the share capital of OTD, as well as on all rights and accessories attached thereto which will secure the OTD Facilities and all other costs related thereto; and (ii) a guarantee by which the Company will secure any cost overrun of the original budget of the project to be developed by OTD, within the amount of EUR 6,100,000.  In the context of entering into the OTD Facilities, the Company may enter into a subordination agreement for all receivables resulting from loans granted to OTD and all dividends or other distributions owed by OTD to its shareholders.   |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  | |
| 1. **Point 9 on the agenda, respectively:** |
| Approval of contracting by the subsidiary ONE UNITED TOWER S.A. a legal entity of Romanian nationality, with registered office in Bucharest, District 1, 20 Maxim Gorki Street, registered with the Trade Register Office attached to the Bucharest Tribunal under number J40/20317/2017, EUID ROONRC.J40/20317/2017, with unique registration code 38586064 (“**OUT**”), from a financing bank of an investment credit facility in amount of EUR 46,700,000 to be used for the fully reimbursement of the existing facility borrowed by OUT from Black Sea Trade and Development Bank as well as the partial reimbursement of the existing shareholders loans and other costs related to the above (herein referred to as “**OUT Facility**”), under the following terms and conditions:   * For the purpose of securing the OUT Facility, the Company (i) may provide in favor of the financing bank a movable mortgage on all present and future shares held by the Company in the share capital of OUT, as well as on all rights and accessories attached thereto which will secure the OUT Facility and all other costs related thereto; and (ii) will constitute own securities (including as immovable mortgages, movable mortgages, any other guarantees of any kind) which will be expressly mentioned in the decision of OUT's statutory body. * In the context of entering into the OUT Facility, the Company may enter into a subordination agreement for the receivables resulting from loans granted to OUT and dividends or other distributions owed by OUT to its shareholders.  |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  | |
| 1. **Point 10 on the agenda, respectively:** |
| Approval of granting new credit facilities up to the amount of maximum EUR 20,000,000 in addition to the loan facilities borrowed according with the loan agreement dated 23.07.2021 as further amended (the “**Facility Agreement**”) by the subsidiaries ONE COTROCENI PARK OFFICE S.A., a legal entity of Romanian nationality, with registered office in Bucharest, District 1, 20 Maxim Gorki Street, registered at the Trade Registry Office attached to the Bucharest Tribunal under no. J40/7032/2020, EUID ROONRC.J40/7032/2020, with unique registration code RO42688380 (“**OCPO**”) and ONE COTROCENI PARK OFFICE FAZA 2 S.A., a legal entity of Romanian nationality, with registered office in Bucharest, District 1, 20 Maxim Gorki Street, registered at the Trade Registry Office attached to the Bucharest Tribunal under no. J40/6838/2020, EUID ROONRC.J40/6838/2020, with unique registration code RO42671346 (“**OCPO2**”), , from BANCA COMERCIALA ROMANA S.A., BRD GROUPE SOCIETE GENERALE S.A. si ERSTE GROUP BANK A.G. (together, the „**Financing Parties**”), for the purpose of reimbursement of the shareholder loans and other costs in relation to these transactions **(“OCPO and OCPO2 Additional Credit Facilities**”), as well as signing of one or several framework agreements, credit support agreements, confirmation, transaction, schedule or other agreement to be executed between OCPO, OCPO2, BANCA COMERCIALA ROMANA S.A., BRD GROUPE SOCIETE GENERALE S.A. and ERSTE GROUP BANK A.G., as hedge counterparties for the purpose of hedging interest (swap) payable for minimum 70% of OCPO and OCPO2 Additional Credit Facilities (“**Hedging Agreements**”), under the following terms and conditions:   * For the purpose of securing the OCPO and OCPO2 Additional Credit Facilities and the Hedging Agreements, as well as any other additional amounts owed or which may be owed under or in connection therewith, the Company may create guarantees and mortgages, in capacity as the majority shareholder of OCPO and OCPO2 and considering the corporate benefit resulting thereby, in favor of the Financing Parties, similar to those already approved under the Resolution of the Extraordinary General Meeting of the Shareholders no. 57/26.05.2021 and the Decision of the Board of Directors no. 16 dated 27 July 2021, namely (a) a movable mortgage over the shares owned by the Company in each of OCPO and OCPO2, (b) a movable mortgage over any and all present and future receivables, including those resulting from the loan agreements concluded between the Company, as lender, and each of OCPO and OCPO2, as borrowers and (c) a personal guarantee pursuant to which the Company undertakes to pay any amounts whenever OCPO and/or OCPO2 fail to make such payment, subject to the terms and conditions agreed in the Facility Agreement, either by executing amendment agreements to the existing documentation or by way of new agreements, as well as the confirmation and amendment (if the case) of the existing subordination arrangements in favor of the Financing Parties.  |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  | |
| 1. **Point 11 on the agenda, respectively:** |
| Approval of the empowerment of the executive members of the Board of Directors, with full and individual powers, with the right of sub-delegation, so that, in the name and on behalf of the Company, they may negotiate, sign, submit or deliver the documentation relating to the facilities and guarantees approved pursuant to items 8-10 on the agenda and take or cause to be taken any and all actions that the executive members of the Board of Directors shall deem necessary, appropriate or advisable to carry out the resolutions pursuant to items 8-10 on the agenda, including, without limitation:   1. to negotiate, execute and deliver, in the name and on behalf of the Company, credit agreements, security agreements, subordination agreements or affidavits, and any other documents to be issued or executed by the Company to give effect to the resolutions under items 8-10 on the agenda and any correspondence to be executed and delivered pursuant to or in connection therewith, it being understood that the executive members of the Board of Directors are authorised and empowered to agree, on behalf of the Company, to any amendments or changes to be made thereto (if any, including changing the relevant credit institution which shall grant the facilities), any other contracts, documents or instruments to which the Company is a party or is intended to be a party, as they shall think fit, subject to the provisions of law and the Articles of Association; 2. to register any guarantees, loan agreements, movable share mortgage agreements, subordination agreements or affidavits (if required) and any other documents required to be issued or signed by the Company to give effect to the resolutions under items 8-10 on the agenda, to which the Company is a party or is intended to be a party, if required, and to complete any and all formalities and take any other necessary steps, appropriate or advisable, to give full effect to the resolutions under items 8-10 on the agenda (including, without limitation, the registration to be made with the National Registry of Movable Publicity, the Trade Registry or the representation and signing of any necessary documents before the notary public or any other persons, institutions, authorities with competence in respect of registration in any public registers); 3. to individually represent the Company at the general meeting of the shareholders of the subsidiaries (OTD, OCPO, OCPO2 and OUT) referred to in the resolutions under items 8-10 on the agenda for the purpose of approving the facilities and guarantees approved thereunder; and 4. to the extent that under the financing structures as will be approved by the banks, new or modifying conditions will be further added to those already approved above, the executive members of the Board of Directors are authorized together to decide, as they deem appropriate, regarding to the aspects not mentioned and approved under items 8-10 on the agenda (including but not limited to creation of the securities, new financial conditions etc.), with the observance of the limits set in the resolutions to be approved according to items 8-10 on the agenda, the Articles of Association and the applicable law.  |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  | |
| 1. **Point 12 on the agenda, respectively:** |
| Approval of setting the date of:   * 15 May 2024 as registration date, identifying the shareholders who will benefit from the effects of the resolutions adopted by the EGMS, in accordance with the provisions of art. 87 para. (1) of Law no. 24/2017; and * 14 May 2024 as “ex-date”, computed in accordance with the provisions of art. 2 (2) letter (l) of no. Regulation 5/2018.   As they are not applicable to this EGMS, the shareholders do not decide on the other aspects set out in art. 176 paragraph (1) of Regulation no. 5/2018 such as date of the guaranteed participation and payment date.   |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  | |
| 1. **Point 13 on the agenda, respectively:** |
| Approval of the authorisation of the executive members of the Board of Directors and/or the Company’s Managers, acting jointly or severally, with the right to sub-delegate, in the name and on behalf of the Company, with full power and authority, to execute any documents, including the resolutions of the EGMS of the Company, 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.   |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  | |
| [***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 shareholdersONE 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 EGMS is 22 April 2024, at 11:59 P.M. (Romanian time). |
| Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  Signature: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |