**DECISIONS OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF**

**ONE UNITED PROPERTIES S.A.**

Bucharest, District 1, 20 Maxim Gorki Street

J40/21705/2007, Sole Registration Code 22767862, EUID: ROONRC.J40/21705/2007,

subscribed and fully paid-in share capital: RON 759,530,863

(the “**Company**”)

**No. [●] dated [25]/[26] April 2024**

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**”), met today, [25]/[26] April 2024, at 10:00 A.M. (Romanian time) at address One Tower, 17th floor, 165 Calea Floreasca, District 1, Bucharest, Romania, in the Ordinary General Meeting of Shareholders (the “**OGMS**”) [first]/[second] calling, in accordance with the convening notice published in the Official Gazette of Romania, Part IV, number [●] of [●] 2024 and Ziarul Bursa of [●] 2024.

Following the debates on the points included on the agenda, the shareholders present or represented at the OGMS adopted the following resolutions, which were duly recorded in the minutes of the meeting:

**DECISION NO. 1**

In the presence of shareholders representing [●]% ([●] shares) of the share capital and [●]% ([●] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail (there are [●] abstentions and [●] votes which were not expressed):

[Approved]/ [Rejected]:

The election of Mr. Alexandru-Victor Savi-Nims as meeting secretary of the OGMS and Mrs. Anca Minescu as technical secretary of the OGMS, both of them having the identification data available at the Company's headquarters.

**DECISION NO. 2**

In the presence of shareholders representing [●]% ([●] shares) of the share capital and [●]% ([●] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail (there are [●] abstentions and [●] votes which were not expressed):

[Approved]/ [Rejected]:

The annual individual and consolidated financial statements prepared for the financial year ended on 31 December 2023, 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 2023, the Company has registered: (a) RON 449,618,530 net profit at consolidated level respectively (b) RON 149,509,955 net profit at individual level, out of which RON 7,575,453 will be registered as legal reserves and RON 141,934,502 is distributable net profit.

**DECISION NO. 3**

In the presence of shareholders representing [●]% ([●] shares) of the share capital and [●]% ([●] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail (there are [●] abstentions and [●] votes which were not expressed):

[Approved]/ [Rejected]:

The distribution of dividends in value of RON 75,880,983.42 (gross dividend amount), corresponding to the financial year 2023, as follows: (i) the amount of RON 37,940,491.71 (gross dividend amount) has been distributed in advance as a result of the Resolution of the Company’s Ordinary General Meeting of Shareholders no. 67 of 9 October 2023, respectively (ii) the amount of RON 37,940,491.71 gross dividend amount), representing a gross dividend per share of RON 0,01, will be distributed according to this resolution. To the extent that treasury shares are registered on the applicable registration date, such shares will not give the right to dividends.

**DECISION NO. 4**

In the presence of shareholders representing [●]% ([●] shares) of the share capital and [●]% ([●] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail (there are [●] abstentions and [●] votes which were not expressed):

[Approved]/ [Rejected]:

The discharge of liability of the Board of Directors for the financial year ended on 31 December 2023.

**DECISION NO. 5**

In the presence of shareholders representing [●]% ([●] shares) of the share capital and [●]% ([●] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail (there are [●] abstentions and [●] votes which were not expressed):

[Approved]/ [Rejected]:

The income and expenses budget for the financial year 2024, in accordance with the OGMS supporting documentation.

**DECISION NO. 6**

In the presence of shareholders representing [●]% ([●] shares) of the share capital and [●]% ([●] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail (there are [●] abstentions and [●] votes which were not expressed):

[Approved]/ [Rejected]:

The Remuneration Report of the management of the Company for the financial year that ended on 31 December 2023, prepared by the Company’s Nomination and Remuneration Committee, in accordance with the OGMS supporting documentation.

**DECISION NO. 7**

1. In the presence of shareholders representing [●]% ([●] shares) of the share capital and [●]% ([●] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail (there are [●] abstentions and [●] votes which were not expressed):

[Approved]/ [Rejected]:

The appointment of [●], for a mandate of one (1) year, starting with the date of the OGMS resolution, [25]/[26] April 2024, valid until [25]/[26] April 2025.

1. In the presence of shareholders representing [●]% ([●] shares) of the share capital and [●]% ([●] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail (there are [●] abstentions and [●] votes which were not expressed):

[Approved]/ [Rejected]:

The appointment of [●], for a mandate of one (1) year, starting with the date of the OGMS resolution, [25]/[26] April 2024, valid until [25]/[26] April 2025.

1. In the presence of shareholders representing [●]% ([●] shares) of the share capital and [●]% ([●] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail (there are [●] abstentions and [●] votes which were not expressed):

[Approved]/ [Rejected]:

The appointment of [●], for a mandate of one (1) year, starting with the date of the OGMS resolution, [25]/[26] April 2024, valid until [25]/[26] April 2025.

1. In the presence of shareholders representing [●]% ([●] shares) of the share capital and [●]% ([●] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail (there are [●] abstentions and [●] votes which were not expressed):

[Approved]/ [Rejected]:

The appointment of [●], for a mandate of one (1) year, starting with the date of the OGMS resolution, [25]/[26] April 2024, valid until [25]/[26] April 2025.

1. In the presence of shareholders representing [●]% ([●] shares) of the share capital and [●]% ([●] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail (there are [●] abstentions and [●] votes which were not expressed):

[Approved]/ [Rejected]:

The appointment of [●], for a mandate of one (1) year, starting with the date of the OGMS resolution, [25]/[26] April 2024, valid until [25]/[26] April 2025.

1. In the presence of shareholders representing [●]% ([●] shares) of the share capital and [●]% ([●] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail (there are [●] abstentions and [●] votes which were not expressed):

[Approved]/ [Rejected]:

The appointment of [●], for a mandate of one (1) year, starting with the date of the OGMS resolution, [25]/[26] April 2024, valid until [25]/[26] April 2025.

1. In the presence of shareholders representing [●]% ([●] shares) of the share capital and [●]% ([●] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail (there are [●] abstentions and [●] votes which were not expressed):

[Approved]/ [Rejected]:

The appointment of [●], for a mandate of one (1) year, starting with the date of the OGMS resolution, [25]/[26] April 2024, valid until [25]/[26] April 2025.

**DECISION NO. 8**

In the presence of shareholders representing [●]% ([●] shares) of the share capital and [●]% ([●] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail (there are [●] abstentions and [●] votes which were not expressed):

[Approved]/ [Rejected]:

The appointment of a new member of the Risk and Audit Committee, from amongst the candidates proposed by the Nomination and Compensation Committee of the Company and the shareholders of the Company, for a term of office of one (1) year, starting from the date of the OGMS resolution, whose annual net remuneration will be equal to the RON equivalent of EUR 4,000, that will be paid in 12 equal monthly instalments. The candidate who has been proposed by the Nomination and Compensation Committee of the Company is Mr. Eduard Pavel.

**DECISION NO. 9**

In the presence of shareholders representing [●]% ([●] shares) of the share capital and [●]% ([●] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail (there are [●] abstentions and [●] votes which were not expressed):

[Approved]/ [Rejected]:

Setting the fixed remuneration of the non-executive members of the Board of Directors for the mandates starting with the date of the OGMS, i.e., EUR 1,500 per month (net amount) (payable in EUR to the non-executive members of the Board of Directors who are non-residents in Romania, and payable in the equivalent in RON to the non-executive members of the Board of Directors who are residents in Romania respectively) payable to each non-executive member, to which will be added, where appropriate, EUR 500 per month (net amount) (payable in EUR to the non-executive members of the Board of Directors who are non-residents in Romania, and payable in the equivalent in RON to the non-executive members of the Board of Directors who are residents in Romania respectively), payable for occupying the position as Chairman of Committee at the level of the Board of Directors.

For the year 2024, the payment of the fixed remuneration will be made in a single instalment between the date of the last meeting of the Board of Directors and 31 December 2024. The remuneration level so determined will take into consideration the participation to at least five (5) meetings of the Board of Directors per year. In case of unjustified absence below the minimum set herein, the total annual remuneration will be reduced with 20% per absence.

In addition to the fixed remuneration as per the above, the non-executive members of the Board of Directors may be granted variable remuneration, in the form of options granted in accordance with the stock option plan, as per the resolution that will be approved under item 10 on the agenda, as well as in the form of any performance bonuses of which allocation and amount will be decided through future OGMS resolutions.

**DECISION NO. 10**

In the presence of shareholders representing [●]% ([●] shares) of the share capital and [●]% ([●] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail (there are [●] abstentions and [●] votes which were not expressed):

[Approved]/ [Rejected]:

The stock option plan for the non-executive members of the Board of Directors and the employees of the Company, as well as the members of the management bodies and employees of any subsidiaries of the Company (“**SOP**”), in accordance with the OGMS supporting documentation, as well as approval of the number of shares that may be granted under the SOP and the performance conditions applicable to the non-executive members of the Board of Directors for the Performance Period (as defined in the SOP) for the financial year 2024, in accordance with the OGMS supporting documentation.

**DECISION NO. 11**

In the presence of shareholders representing [●]% ([●] shares) of the share capital and [●]% ([●] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail (there are [●] abstentions and [●] votes which were not expressed):

[Approved]/ [Rejected]:

The amendment of the remuneration policy of the Company, in accordance with the OGMS supporting documentation.

**DECISION NO. 12**

In the presence of shareholders representing [●]% ([●] shares) of the share capital and [●]% ([●] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail (there are [●] abstentions and [●] votes which were not expressed):

[Approved]/ [Rejected]:

The appointment of Deloitte Audit S.R.L. for a term of 3 (three) years starting with the date hereof and until 25/26 April 2027 for the revision of the individual and consolidated financial statements of the Company starting with the financial year that will end on 31 December 2024, as well as the authorization of the Board of Directors, in the name and on behalf of Society, with full power and authority:

* to negotiate the terms and conditions of the mandate of Deloitte Audit S.R.L., as well as to negotiate, approve and sign any documents, respectively to perform any necessary, useful or opportune acts and deeds in relation to the above; and
* authorize representatives of the Company to sign any such documents, perform any such formalities and perform any such actions.

**DECISION NO. 13**

In the presence of shareholders representing [●]% ([●] shares) of the share capital and [●]% ([●] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail (there are [●] abstentions and [●] votes which were not expressed):

[Approved]/ [Rejected]:

Setting the date of:

* 28 June 2024 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
* 27 June 2024 as “ex-date”, computed in accordance with the provisions of art. 2 (2) letter (l) of Regulation no. 5/2018; and
* 15 July 2024 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. 14**

In the presence of shareholders representing [●]% ([●] shares) of the share capital and [●]% ([●] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail (there are [●] abstentions and [●] votes which were not expressed):

[Approved]/ [Rejected]:

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, but without limitation, the Resolutions of the OGMS of the Company, 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.

This decision was drafted and signed in the name and on behalf of the shareholders, today, [25]/[26] April 2024, in two (2) original copies, by the chairman of the meeting, Mr. Claudio Cisullo and the secretary of the meeting, [Alexandru-Victor Savi-Nims].