**SPECIAL POWER OF ATTORNEY**

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

**ONE UNITED PROPERTIES S.A. (OPEN VOTE)**

convened for 25 April 2024, 10:00 A.M. Romanian time (first convening) / 26 April 2024, 10:00 A.M. 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 \_\_\_/\_\_\_\_\_\_/\_\_\_\_\_\_, EUID: ROONRC.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, 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 OGMS, to exercise the voting rights related to shareholdings of the undersigned/ the subscribed, recorded in the Shareholders’ Register as follows:

1. **Point 1 on the agenda, respectively:**

Approval of 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.

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTENTION |
|  |  |  |

1. **Point 2 on the agenda, respectively:**

Approval of 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.

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTENTION |
|  |  |  |

1. **Point 3 on the agenda, respectively:**

Approval of 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.

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTENTION |
|  |  |  |

1. **Point 4 on the agenda – please refer to the “SECRET VOTE” special power of attorney form.**
2. **Point 5 on the agenda, respectively:**

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

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTENTION |
|  |  |  |

1. **Point 6 on the agenda, respectively:**

Approval of 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.

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTENTION |
|  |  |  |

1. **Point 7 on the agenda - please refer to the “SECRET VOTE” special power of attorney form.**
2. **Point 8 on the agenda, respectively:**

Approval of 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.

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTENTION |
|  |  |  |

*Note:*

The shareholders of the Company will be able to submit the proposals regarding the members of the Risk and Audit Committee (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](mailto:investors@one.ro), no later than **8 April 2024** at **11:59 P.M.**, with the written mention "*Proposal for candidates for the position of member of the Risk and Audit Committee* ".

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 Risk and Audit Committee;
3. 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);
4. proof of fulfilment of the condition laid down in Article 65(3) of the Law no. 162/2017 on statutory audit of annual financial statements and consolidated annual financial statements and on amendment of some normative acts, in compliance with the provisions of the Order of the Authority for Public Oversight of Statutory Audit Activity no. 123/2022 on the composition of the Audit Committee, as amended by the Order of the Authority for Public Oversight of Statutory Audit Activity no. 392/2022 amending the Order no. 123/2022 on the composition of the Audit Committee.

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 Risk and Audit Committee will be published on the Company's website, and will be updated daily, until **8 April 2024, at 6:00 P.M.**, in the section dedicated to the relationship with investors (<https://one.ro/investor-relations/>).

1. **Point 9 on the agenda, respectively:**

Approval of 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.

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTENTION |
|  |  |  |

1. **Point 10 on the agenda, respectively:**

Approval of a 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.

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTENTION |
|  |  |  |

1. **Point 11 on the agenda, respectively:**

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

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTENTION |
|  |  |  |

1. **Point 12 on the agenda - please refer to the “SECRET VOTE” special power of attorney form.**
2. **Point 13 on the agenda, respectively:**

Approval of 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.

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTENTION |
|  |  |  |

1. **Point 14 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, 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.

|  |  |  |
| --- | --- | --- |
| 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 OGMS is 22 April 2024, at 11:59 P.M. (Romanian time).

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

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