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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 28 May 2024, 11:00 A.M. Romanian time (first convening) / 29 May 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 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 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 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 Mrs. 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 of the increase of the Company’s share capital with the amount of up to RON 350.000.000 (nominal value) (the “**Share Capital Increase**”) by issuance of a number of 1.750.000.000 new shares with a nominal value of RON 0.2 per share and a total nominal value of RON 350.000.000 (the „**New Shares**”), as follows:   * 1. The New Shares will be offered for subscription:      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 6 August 2024, 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 6 August 2024, 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      2. during the second phase, any unsubscribed New Shares in the first phase, as described at point 2.1.1 above, shall be offered via a private placement 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 paragraph (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 to investors to whom such private placements may be otherwise lawfully addressed to and directed, pursuant to the exceptions from 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**”).   2. Any New Shares remaining unsubscribed after the Private Placement, will be cancelled by decision of the Board of Directors acknowledging the final results of the Share Capital Increase.   3. The subscription price for one (1) New Share shall be determined as follows:  1. During the first phase, the subscription price for one New Share shall be equal to the nominal value, i.e., RON 0.2; and 2. During the second phase, the subscription price shall be determined through the decision of the Board of Directors, considering the price formed during the bookbuilding exercise carried out during the Private Placement.    1. The Board of Directors may adopt a decision on the trading of preference rights, setting out the applicable terms and conditions.    2. The total 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 6 August 2024.    3. Each shareholder registered in the Company’s shareholders’ registry held by Depozitarul Central S.A. with the registration date of 6 August 2024 shall receive a number of preference rights equal with the number of shares held.    4. The period for exercising the preference rights shall be of 32 calendar days (first and last day being taken into account in the calculation of the period), and if the last day of such period falls on a non-business day, the period shall be extended until the first business day thereafter (the period for exercising the preference rights starting after the end of the trading period for the preference rights, to the extent that the Board of Directors decides that the preference rights will be traded), being subsequent to the registration date of 6 August 2024.    5. For subscription of one New Share, during the period of exercise of preference rights, a person must hold 2.1879186 preference rights (the subscription ratio being determined by reference to a share capital of RON 765.771.503,4, increased from RON 759,530,863 according to the Decision of the Board of Directors no. 55 dated 19 April 2024) (if the case, with any rounding applicable under the regulations in force, including those drawn up by the Central Depository).    6. A shareholder of the Company registered in the Company’s shareholders’ registry held by Depozitarul Central S.A. at the registration date of 6 August 2024 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 6 August 2024, 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 (2.1879186) (the subscription ratio being determined by reference to a share capital of RON 765.771.503,4, increased from RON 759,530,863 according to the Decision of the Board of Directors no. 55 dated 19 April 2024) (if the case, with any rounding applicable under the regulations in force, including those drawn up by the Central Depository).    7. 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.    8. 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.    9. 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.  |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  | |
| 1. **Point 3 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 for the fulfilment of the decisions to be adopted by the EGMS regarding the Share Capital Increase, including regarding the following matters:   * 1. 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;   2. 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);   3. to authorize representatives of the Company to sign any such documents, to complete any such formalities and to perform any such actions; and   4. 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. |
| 1. **Point 4 on the agenda, respectively:** |
| Approval of setting the date of:   * 6 August 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 Article 87 paragraph (1) of Law no. 24/2017; * 5 August 2024 as “ex-date”, computed in accordance with the provisions of Article 2 paragraph (2) letter l) of no. Regulation 5/2018; * 2 August 2024 as the date of guaranteed participation, in accordance with the provisions of Article 2 paragraph (2) letter j) of Regulation no. 5/2018; and * 7 August 2024 as the date of payment, in accordance with the provisions of Article 2 paragraph (2) letter h) and of Article 178 of Regulation no. 5/2018.  |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  | |
| 1. **Point 5 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 23 May 2024. |
| Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  Signature: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |