



## NOTE REGARDING ITEM 2 ON THE AGENDA OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (THE “OGMS”) OF ONE UNITED PROPERTIES S.A. (THE “COMPANY”)

This document is intended to detail the manner in which the Company will distribute dividends corresponding to the financial year 2023, as it will be decided through the Resolution of the Company’s Ordinary General Meeting of Shareholders dated 25/26 April 2024 and the Resolution of the Company’s Ordinary General Meeting of Shareholders dated 28/29 May 2024, as follows:

1. On 22 March 2024, the Company’s Board of Directors published the Convening notice for the General Ordinary and Extraordinary Meetings of the Shareholders of the Company, convened for 25/26 April 2024 (the Ordinary General Meeting of Shareholders convened for 25/26 April 2024 hereinafter referred to as “**OGMS 25/26 April 2024**”). Item 3 on the agenda of OGMS 25/26 April 2024 refers to the 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 the Resolution of the OGMS 25/26 April 2024. To the extent that treasury shares are registered on the applicable registration date, such shares will not give the right to dividends (the “**OGMS Item 3**”).
2. The amount mentioned under item (ii) of the OGMS Item 3 was determined by multiplying the number of shares of the Company as at the date of the convening notice (*i.e.*, 3,797,654,315 shares), less the treasury shares at the date of the convening notice (*i.e.*, 3,605,144 shares), by the amount of the gross dividend per share proposed for approval (*i.e.*, RON 0.01).
3. On 9 April 2024, pursuant to the stock allocation programme to the executive members of the Board of Directors (“**SOP**”), as it was approved through the Resolution of the Company’s Ordinary General Meeting of Shareholders no. 54 dated 19 April 2021, as subsequently amended, the Company notified each of Mr. Victor Căpitanu and Mr. Andrei-Liviu Diaconescu regarding the early fulfilment of the performance condition corresponding to the financial year 2024 (the “**SOP Notifications**”). The SOP Notifications also indicated that each of Mr. Victor Căpitanu and Mr. Andrei-Liviu Diaconescu has the right, starting on the notification date, to exercise his options under the SOP over the shares of the Company allocated in relation to the year 2024 in respect of a number of 15,601,601 ordinary shares in the share capital of the Company.



4. Following the SOP Notifications, on 10 April 2024, each of Mr. Victor Căpitanu and Mr. Andrei-Liviu Diaconescu notified the Company regarding the exercise of his options under the SOP in respect of a number of 15,601,601 ordinary shares in the share capital of the Company.
5. In consideration of the increase of the Company's share capital following the implementation of the SOP (the "**Share Capital Increase according to SOP**") until the registration date set for the Resolution of the OGMS 25/26 April 2024, *i.e.*, 28 June 2024, the number of shares that give the right to dividends will increase from 3,794,049,171 shares to 3,825,252,373 shares. As such, it is necessary to supplement the total gross amount of dividends corresponding to the financial year 2023 with the amount of RON 286,908.47, making the total gross amount of the dividends corresponding to the financial year 2023 RON 76,167,891.89, distributed 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 38,227,400.18 (gross dividend amount), representing a gross dividend per share of RON 0.01, will be distributed according to the Resolution of the OGMS 25/26 April 2024 and according to the resolution deciding on this matter. The value by which the total amount of dividends is increased has been determined by multiplying the gross dividend per share (RON 0.01) by the number of shares issued within the Share Capital Increase according to SOP (31,203,202) and taking into account the difference of treasury shares acquired by the Company since the convening date of the OGMS of 25/26 April 2024 (2,512,355 treasury shares).
6. For the purposes of the above and in order to ensure that the gross dividend amount per share is maintained at RON 0,01 in the context of the Share Capital Increase according to SOP, in the Convening notice for the General Ordinary and Extraordinary Meetings of the Shareholders of the Company, convened for 28/29 May 2024 (the Ordinary General Meeting of Shareholders convened for 28/29 May 2024 hereinafter referred to as "**OGMS 28/29 May 2024**"), item 2 on the agenda of the OGMS ("**Item 2 OGMS**") was introduced.
7. Item 2 OGMS is proposed to be adopted subject to the implementation of the Share Capital Increase according to SOP, namely the increase of the share capital of the Company with the amount of RON 6,240,640.4 (nominal value), by issuance of 31,203,202 new shares having a nominal value of RON 0.2 per share and a total nominal value of RON 6,240,640.4, approved through the Decision of the Board of Directors no. 55 dated 19 April 2024 and the payment of new shares until the registration date set as per item 3 on the agenda of the OGMS 28/29 May 2024.
8. Therefore, to the extent that the Share Capital Increase according to SOP and the payment of new shares is carried out until the registration date of 28 June 2024, the distribution of dividends will be performed in accordance with the Resolution of the OGMS 25/26 April 2024 and Resolution of the OGMS 28/29



April 2024, the gross dividend amount corresponding to the financial year 2023 being RON 76,167,891.89.

9. However, if the Share Capital Increase according to SOP and the payment of new shares is not effected until the registration date of 28 June 2024, the distribution of dividends will be performed only in accordance with the Resolution of the OGMS 25/26 April 2024, the gross dividend amount corresponding to the financial year 2023 being RON 75,880,983.42