**SPECIAL POWER OF ATTORNEY**

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

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

convened for 28 May 2024, 10:00 A.M. Romanian time (first convening) / 29 May 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, technical secretary of the OGMS, both of them having the identification data available at the Company's headquarters.

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

Approval of the supplementation of 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 Company’s Ordinary General Meeting of Shareholders to be adopted on 25/26 April 2024 and 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.

This item on the agenda is approved subject to the implementation of 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 date of registration set as per item 3 on the OGMS agenda, as a consequence of the implementation of the stock option plan for the executive members of the Board of Directors, as approved by the Ordinary General Meeting of Shareholders of the Company under No. 54 dated April 19, 2021, as amended, in accordance with the OGMS materials.

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1. **Point 3 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 Article 87 paragraph (1) of Law no. 24/2017; and
* 27 June 2024 as “ex-date”, computed in accordance with the provisions of Article 2 paragraph (2) letter l) of no. Regulation 5/2018; and
* 15 July 2024 as payment date, computed in accordance with the provisions of Article 2 paragraph (2) letter h) and of Article 178 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 Article 176 paragraph (1) of Regulation no. 5/2018 such as date of the guaranteed participation.

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1. **Point 4 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 resolution of the OGMS, to file, to request the publication of the resolution 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.

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[***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 23 May 2024.

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

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