



**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,

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

subscribed and fully paid-in share capital pending registration: RON 765,771,503.4

(the "Company")

No. 71 dated 28 May 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 ("**OUP**" or the "**Company**"), met today, 28 May 2024, at 10:00 (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 calling, in accordance with the convening notice published in the Official Gazette of Romania, Part IV, number 2030 of 23 April 2024 and Ziarul Bursa number 78 of 23 April 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:

RESOLUTION NO. 1

In the presence of shareholders representing 82.8004% (3,144,472,988 shares) of the share capital and 82.9689% (3,144,472,988 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.999959% (3,143,407,353 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.000041% (1,297 votes) of the votes of the shareholders present, represented or who voted by mail (there are 12,461 abstentions and 1,051,877 votes which were not expressed):

Approved:

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.

RESOLUTION NO. 2

In the presence of shareholders representing 82.8004% (3,144,472,988 shares) of the share capital and 82.9689% (3,144,472,988 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.9912% (3,143,272,027 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.0088% (276,126 votes) of the votes of the shareholders present, represented or who voted by mail (there are 10,000 abstentions and 914,835 votes which were not expressed):

Approved:



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.

RESOLUTION NO. 3

In the presence of shareholders representing 82.8004% (3,144,472,988 shares) of the share capital and 82.9689% (3,144,472,988 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.9988% (3,142,356,097 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.0012% (39,144 votes) of the votes of the shareholders present, represented or who voted by mail (there are 1,162,912 abstentions and 914,835 votes which were not expressed):

Approved:

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.

RESOLUTION NO. 4

In the presence of shareholders representing 82.8004% (3,144,472,988 shares) of the share capital and 82.9689% (3,144,472,988 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.9999% (3,143,537,268 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.0001%



(4,277 votes) of the votes of the shareholders present, represented or who voted by mail (there are 16,608 abstentions and 914,835 votes which were not expressed):

Approved:

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.

This resolution was drafted and signed in the name and on behalf of the shareholders, today, 28 May 2024, in two (2) original copies, by the chairman of the meeting, Mr. Andrei-Liviu Diaconescu and the secretary of the meeting, Alexandru-Victor Savi-Nims.

[SIGNATURE PAGE FOLLOWS]



**DECISIONS OF THE EXTRAORDINARY 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,

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

subscribed and fully paid-in share capital pending registration: RON 765,771,503.4

(the “**Company**”)

No. 72 dated 28 May 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 (“**OUP**” or the “**Company**”), met today, 28 May 2024, at 11:00 (Romanian time) at address One Tower, 17th floor, 165 Calea Floreasca, District 1, Bucharest, Romania, in the Extraordinary General Meeting of Shareholders (the “**EGMS**”) first calling, in accordance with the convening notice published in the Official Gazette of Romania, Part IV, number 2030 of 23 April 2024 and Ziarul Bursa number 78 of 23 April 2024.

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

DECISION NO. 1

In the presence of shareholders representing 82.7934% (3,144,207,129 shares) of the share capital and 82.9619% (3,144,207,129 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.9999% (3,143,321,188 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.0001% (4,227 votes) of the votes of the shareholders present, represented or who voted by mail (there are 2,282 abstentions and 879,432 votes which were not expressed):

Approved:

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.

DECISION NO. 2

In the presence of shareholders representing 82.7934% (3,144,207,129 shares) of the share capital and 82.9619% (3,144,207,129 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 96.4606% (3,000,999,064 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 3.5394% (110,115,504 votes) of the votes of the shareholders present, represented or who voted by mail (there



are 32,263,315 abstentions and 829,246 votes which were not expressed):

Approved:

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:

2.1. The New Shares will be offered for subscription:

2.1.1. 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

2.1.2. 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**").

2.2. 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.

2.3. The subscription price for one (1) New Share shall be determined as follows:

- a) During the first phase, the subscription price for one New Share shall be equal to the nominal value, i.e., RON 0.2; and
- b) 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.

2.4. The Board of Directors may adopt a decision on the trading of preference rights, setting out the applicable terms and conditions.

2.5. 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.
- 2.6. 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.
 - 2.7. 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.
 - 2.8. 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).
 - 2.9. 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).
 - 2.10. 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.
 - 2.11. 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.
 - 2.12. 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

DECISION NO. 3

In the presence of shareholders representing 82.7934% (3,144,207,129 shares) of the share capital



and 82.9619% (3,144,207,129 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.0481% (2,971,716,915 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 99.0481% (2,971,716,915 votes) of the votes of the shareholders present, represented or who voted by mail (there are 31,026,827 abstentions and 112,905,063 votes which were not expressed):

Approved:

The empowerment 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:

- i. 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;
- ii. 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);
- iii. to authorize representatives of the Company to sign any such documents, to complete any such formalities and to perform any such actions; and
- iv. 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.

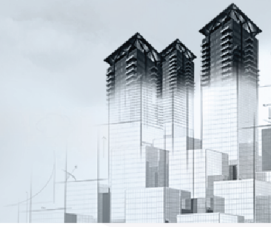
DECISION NO. 4

In the presence of shareholders representing 82.7934% (3,144,208,240 shares) of the share capital and 82.9619% (3,144,208,240 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.0928% (3,113,712,736 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.9072% (28,506,283 votes) of the votes of the shareholders present, represented or who voted by mail (there are 1,159,042 abstentions and 830,179 votes which were not expressed):

Approved:

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.

DECISION NO. 5

In the presence of shareholders representing 82.7934% (3,144,208,240 shares) of the share capital and 82.9619% (3,144,208,240 voting rights) of the total voting rights, with the "for" vote of the shareholders representing 99.0930% (3,113,652,500 votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing 0.9071% (28,502,280 votes) of the votes of the shareholders present, represented or who voted by mail (there are 1,166,590 abstentions and 886,870 votes which were not expressed):

Approved:

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.

This RESOLUTION was drafted and signed in the name and on behalf of the shareholders, today, 28 May 2024, in two (2) original copies, by the chairman of the meeting, Mr. Andrei-Liviu Diaconescu and the secretary of the meeting, Alexandru-Victor Savi-Nims.

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