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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 10 October 2024, 10:30 A.M. Romanian time (first convening) /  11 October 2024, 10:30 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 765.771.503,40 (“**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 consolidation of the nominal value of a share issued by the Company from the nominal value of RON 0.2/share to the nominal value of RON 10/share, by increasing the nominal value of the shares concomitantly with the decrease of the total number of shares (50 shares with a nominal value of RON 0.2/share will represent one share with a nominal value of 10 RON/share) (“**Nominal Value Consolidation**”), the total number of shares in the Company’s share capital resulting from the Nominal Value Consolidation will be equal to the number of shares issued prior to the Nominal Value Consolidation divided by 50, representing the ratio between the consolidated nominal value (RON 10/share) and the nominal value prior to the Nominal Value Consolidation (RON 0.2/share), subject to adjustments made in accordance with the applicable legal provisions (*i.e.*, if any share fractions result from the Nominal Value Consolidation, the number of shares will be rounded down to the next natural number).   |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  | |
| 1. **Point 3 on the agenda, respectively:** |
| Approval of the proposal of the Board of Directors to set a price amounting RON 46.225/consolidated share, for the compensation of the fractions of shares resulting from the Nominal Value Consolidation. The price thus proposed was calculated by multiplying the amount of RON 0.9245 (representing the average trading value of the share with a nominal value of RON 0.2, referring to the last 12 months prior to the convening of the EGMS, adjusted for changes generated by any corporate events during this period, if applicable) by 50 (representing the ratio between the consolidated nominal value (RON 10/share) and the nominal value prior to the Nominal Value Consolidation (RON 0.2/share)). |
| 1. **Point 4 on the agenda, respectively:** |
| Approval of the terms and conditions of payment and approval of the calculation instructions for the amounts to be paid in accordance with the resolution to be adopted following the approval of item 3 on the EGMS agenda, in accordance with the information document and the procedure on consolidation operations which are made available to shareholders as supporting material to this item on the EGMS agenda.   |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  | |
| 1. **Point 5 on the agenda, respectively:** |
| Approval to empower the Board of Directors of the Company to issue any resolution and to perform all legal acts and deeds necessary, useful and/or opportune for the fulfilment of the resolution to be adopted by the EGMS on the Nominal Value Consolidation, including with regard to the following matters:   * negotiating, approving and signing any documents in connection with the Nominal Value Consolidation, performing any legal acts and deeds necessary, useful and/or opportune in connection with the above; * to approve any agreements relating to the Nominal Value Consolidation or any other arrangements, commitments, disclosure documents, certificates, statements, declarations, registers, notices, addenda and any other necessary acts and documents, to perform any formalities and to authorize and/or execute any other actions necessary to give full effect to the Nominal Value Consolidation (including the amendment, update and execution of the Articles of Association as effect of the Nominal Value Consolidation, as well as performing all necessary, useful and advisable operations for the registration and amendment of the Articles of Association with the Trade Registry, the Financial Supervisory Authority, Bucharest Stock Exchange, Depozitarul Central S.A. and any other competent authorities); * to empower representatives of the Company to sign any such documents, carry out any such formalities and perform any such actions; and * to represent the Company before any competent authorities and institutions (such as the Trade Registry Office, the Financial Supervisory Authority, the Bucharest Stock Exchange, Depozitarul Central S.A.) in connection with the Nominal Value Consolidation.  |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  | |
| 1. **Point 6 on the agenda, respectively:** |
| Approval of the ratification of point 7 of the Decision of the Board of Directors of One United Properties S.A. no. 55 dated on 19.04.2024, which concerns the approval of the granting of a guarantee by One United Properties S.A. in favour of Banca Comercială Intesa Sanpaolo Romania S.A. to guarantee the financing in the amount of EUR 13,250,000, as well as the other related payment obligations, contracted by One Cotroceni Park S.R.L. from Banca Comercială Intesa Sanpaolo Romania S.A..   |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  | |
| 1. **Point 7 on the agenda, respectively** |
| Approval of the ratification of the decision of the executive members of the Board of Directors of One United Properties S.A. no. 152/05.06.2024 approving the increase by the amount of EUR 300,000 of the loan in the amount of EUR 46,700,000 (approved by the Extraordinary General Meeting of Shareholders of ONE UNITED PROPERTIES S.A no. 70/25.04.2024), resulting in a loan in the total amount of EUR 47,000,000 taken by ONE UNITED TOWER S.R.L. from Banca Transilvania S.A..   |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  | |
| 1. **Point 8 on the agenda, respectively** |
| The buyback by the Company of its own shares, on the stock exchange where the shares are listed or by conducting public purchase bids, in accordance with the applicable legal provisions, subject to the following conditions:   * the buyback program will be carried out at (a) the minimum price of RON 0.2 per share and a maximum price of RON 1.50 per share (amounts applicable for the period prior to the implementation of the Nominal Value Consolidation, following the approval of item 3 on the agenda of the EGMS, as well as in case this item is rejected by the EGMS), or (b) the minimum price of RON 10 per share and a maximum price of RON 75 per share (amounts applicable for the period following the implementation of the Nominal Value Consolidation, following the approval of item 3 on the agenda of the EGMS); * the aggregate value of the buyback program is up to RON 20,000,000; * the buyback program will target the buyback of a maximum number of (a) 100,000,000 shares (in case of the rejection of item 3 on the agenda of the EGMS), or (b) 2,000,000 shares (in case of the approval of item 3 on the agenda of the EGMS); * the buyback program will take place for a maximum period of 18 months from the date of the EGMS resolution adopted in this regard; * the buyback transactions will have as object only fully paid-up shares and will be made only from the Company's distributable profit or available reserves, recorded in the last approved annual financial statement, except for legal reserves; * the buyback program will have as its purpose the objectives referred to in article 5 para. (2) of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC (“**MAR**”) or, to the extent the buyback transactions do not fulfill the criteria to benefit from the exemptions set out by the MAR provisions and by the provisions of Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 supplementing Regulation (EU) No 596/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the conditions applicable to buy-back programmes and stabilisation measures, such transactions will be performed in compliance with the provisions of art. 14 and 15 of MAR (each being assessed on a case-by-case basis); and * the Board of Directors is authorised 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 this point on the agenda, including (but without limitation) regarding the approval and adequate public disclosure, prior to the start of trading in the buyback program, of the purpose of the program.  |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  | |
| 1. **Point 9 on the agenda, respectively** |
| Approval of the ratification of the decision of the executive members of the Board of Directors of One United Properties S.A. no. 153/06.06.2024 by which it was approved the provision by ONE UNITED TOWER S.R.L. of the immovable mortgage in favour of Banca Transilvania S.A. on the immovable asset identified with cadastral no. 278663, registered in the Land Register no. 278663 of Bucharest, Sector 1, property of ONE UNITED TOWER S.R.L., in order to guarantee the loan totalling EUR 47,000,000 contracted by ONE UNITED TOWER S.R.L. from Banca Transilvania S.A..   |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  | |
| 1. **Point 10 on the agenda, respectively** |
| Approval of setting the date of:   * 11 December 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 art. 87 para. (1) of Law no. 24/2017; * 10 December 2024 as “ex-date”, computed in accordance with the provisions of art. 2 (2) letter (l) of Regulation no. 5/2018; * 12 December 2024 as the payment date, in accordance with the provisions of art. (2) letter h) and art. 178 of Regulation 5/2018; and * 19 December as the payment date calculated in accordance with the provisions of Art. 178 para. (1) of Regulation 5/2018, for the payment of the price at which the fractions of shares resulting from the application of the algorithm specific to the Nominal Value Consolidation are compensated.   As they are not applicable to this EGMS, 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 guaranteed participation.   |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  | |
| 1. **Point 11 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, 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 7 October 2024. |
| Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  Signature: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |