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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 29 April 2025, 11:00 Romanian time (first convening) / 30 April 2025, 11:00 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 1,105,831,020 (“**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 Ms. 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 update of the Company’s main object of activity in accordance with the Classification of the Activities in the National Economy, CAEN Rev. 3 (approved through the Order of the President of the National Institute of Statistics no. 377/17.04.2024). Therefore, the Company’s object of activity is as follows:  The main business domain: 642 Activities of holding companies and financing channels  The main activity of the Company: 6421 Activities of holding companies   |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  | |
| 1. **Point 3 on the agenda, respectively:** |
| Approval of the empowerment of the Board of Directors (i) to issue any decision and to fulfil all the necessary, useful and / or opportune legal acts and deeds for the amendment, respectively the update of the secondary object of activity of the Company in accordance with the Classification of the Activities in the National Economy, CAEN Rev. 3 (approved through the Order of the President of the National Institute of Statistics no. 377/17.04.2024), respectively (ii) to update the provisions of articles 2, 3 and 12.3 of the Articles of Association of the Company, for the fulfilment of the decisions to be adopted by the OGMS in accordance with point 8 of the OGMS agenda and by the EGMS in accordance with point 2 and this point of the EGMS agenda, respectively.   |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  | |
| 1. **Point 4 on the agenda, respectively:** |
| Approval of the ratification of the Decision of the Board of Directors no. 67 of 4 December 2024, through which it was approved the amendment of the relevant dates for the operation of consolidation of the nominal value of the Company's shares 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 reduction of the total number of shares.   |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  | |
| 1. **Point 5 on the agenda, respectively:** |
| Approval of the decrease of the Company's share capital pursuant to Article 207 para. (1) letter c) of Law no. 31/1990 on companies, with the amount of RON 831,020, by cancelling a number of 83,102 own shares with an individual nominal value of RON 10, from the shares repurchased by the Company in accordance with the share buyback programs approved through the EGMS Resolution no. 62 dated 26 April 2022, respectively through the EGMS Resolution no. 68 dated 9 October 2023.  Once the share capital decrease approved pursuant to this point 5 on the EGMS agenda is finalised, the subscribed and paid-up share capital of the Company will amount to RON 1,105,000,000, divided into 110,500,000 shares, with a nominal value of RON 10/share.  Article 4.1. of the Articles of Association of the Company shall be amended after the finalisation of the share capital decrease approved pursuant to this paragraph 5, as follows:  “*The subscribed and paid-up share capital of the Company is of RON 1,105,000,000 (of which RON 1,095,674,098.5 and EUR 1,922,633.5) fully subscribed and paid-up by the shareholders, divided into 110,500,000 ordinary, nominative and dematerialized shares, having a nominal value of RON 10/share.*”  The share capital decrease operation approved in accordance with this point 5 on the EGMS agenda will take effect once all of the following conditions have been met:   1. This EGMS resolution is published in the Official Gazette of Romania, Part IV for a period of at least two months; and 2. This EGMS resolution is registered with the Trade Registry Office attached to the Bucharest Tribunal.  |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  | |
| 1. **Point 6 on the agenda, respectively:** |
| Approval of setting the date of:   * 21 May 2025 as registration date for the identification of the shareholders who will benefit from the effects of the resolutions adopted by the EGMS, in accordance with the provisions of Article 87 para. (1) of Law no. 24/2017; and * 20 May 2025 as “ex-date”, computed in accordance with the provisions of Article 2 para. (2) letter (l) of no. Regulation 5/2018.   As they are not applicable to this EGMS, the shareholders do not decide on the other aspects set out in Article 176 para. (1) of Regulation no. 5/2018 such as date of the guaranteed participation and payment date.   |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  | |
| 1. **Point 7 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 EGMS resolution, the Articles of Association of the Company, to file and 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 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 Depozitarul Central 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 Depozitarul Central S.A. and which, if Depozitarul Central S.A. 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 25 April 2025, at 23:59 (Romanian time). |
| Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  Signature: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |