**STATEMENT OF THE INDEPENDENT CANDIDATE TO THE POSITION OF MEMBER OF THE BOARD OF DIRECTORS IN**

**ONE UNITED PROPERTIES S.A.**

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**”),

In accordance with the Companies Law no. 31/1990, as subsequently amended and supplemented (the “**Companies Law**”) and the provisions of the Bucharest Stock Exchange Corporate Governance Code (the “**Corporate Governance Code**”),

**I hereby declare the following aspects:**

I meet the independence criteria provided in article 1382 of the Companies Law as well as those in Section A.2 and Appendix A of the Corporate Governance Code, as follows:

1. I am not an executive manager of the Company or of a company controlled[[1]](#footnote-1) by it and I have not been in such position in the previous five (5) years;
2. I am not an employee of the Company or of a company controlled by it and I have not been in such position in the previous five (5) years;
3. I do not receive, and I have not received from the Company or from a company controlled by it additional remuneration or other advantages, apart from those corresponding to the quality of non-executive director;
4. I am not a significant shareholder of the Company, and I do not represent, and I have not represented in any way a significant shareholder of the Company during the previous year. Same representation applies for a controlling shareholder of the significant shareholder of the Company;
5. I do not have, and I have not had in the previous year business relations with the Company or with a company controlled by it, either directly or as a partner, shareholder, director, executive manager or employee of a company having such relations with the company, and which, by their substantial character, are likely to affect my objectivity;
6. I am not and I have not been in the last three (3) years, partner or employee of the current or former external auditor of the Company, or a company controlled by it;
7. I am not an executive manager in another company in which an executive manager of the Company is a nonexecutive director;
8. I have not been a non-executive director of the Company for more than three (3) mandates (representing mandates granted by the general meeting of shareholders), but in no circumstances more than 12 years;
9. I do not have family relations with a person in one of the situations referred to in letters a) and d) above; and
10. I do not have family relations with a person who:
    1. is or has been in the last five (5) years non-executive Board of Directors director or employee of the Company;
    2. has or has had within the last year a significant business relationship with the Company, either directly or as a partner, shareholder, director or employee of an entity having such a relationship;
    3. is or has been in the last three (3) years external auditor (or employee of the external auditor) of the Company;
    4. is member of executive management in a company where the Company’s executives serve as board directors.

[Independent candidate, natural person] / [Independent candidate, legal entity]

[Represented by: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

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

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

1. For the purposes of this statement, the term "controlled" is understood as "controlled undertaking" according to Law 24/2017, Article 2, par (1): "controlled undertaking – means any legal person: a) in which a natural person or legal entity has a majority of the voting rights; or b) of which a natural person or legal entity has the right to appoint or remove a majority of the members of the administrative, management or supervisory body and is at the same time a shareholder in, or an associate of, the undertaking in question; or c) of which a natural person or legal entity is a shareholder or associate and alone controls a majority of the shareholders‟ or associates‟ voting rights, respectively, pursuant to an agreement entered into with other shareholders or associates of the undertaking in question; or d) over which a natural person or legal entity has the power to exercise, or actually exercises, dominant influence or control”. [↑](#footnote-ref-1)