



REMUNERATION POLICY OF ONE UNITED PROPERTIES S.A.

1. Overview

- 1.1. This remuneration policy (the "**Remuneration Policy**") applies to the members of the Board of Directors and managers of One United Properties S.A., a company registered with the Bucharest Trade Registry under number J40/21705/2007, EUID ROONRC. J40/21705/2007, Sole Registration Code 22767862, with its headquarters in 20 Maxim Gorki, 1st District, Bucharest, Romania (hereinafter referred to as the "**Company**").
- 1.2. This Remuneration Policy was drafted with the view of ensuring compliance with the provisions of art. 106 of Law no. 24/2017 on issuers of financial instruments and market operations, republished, as amended and supplemented ("**Law no. 24/2017**"), as well as for implementing best practices of corporate governance.
- 1.3. As part of drafting of this Remuneration Policy, a robust scenario analysis to determine both the amount and composition of the remuneration of the members of the Board of Directors and managers has been performed by the Company's Nomination and Compensation Committee, with due regard to both internal pay practices and the market positioning. The Company's Nomination and Compensation Committee will review the Remuneration Policy regularly to ensure it remains fit for purpose.
- 1.4. The Remuneration Policy will be submitted to shareholders for approval in the ordinary general meeting of shareholders ("**OGMS**") at least every four (4) years.
- 1.5. Awards granted prior to the approval and implementation of this Remuneration Policy remain unaffected by these terms and are satisfied in accordance with the terms of the original award even if not consistent with the terms of this Policy.

2. Remuneration Principles

- 2.1. The Remuneration Policy applies the following principles:
 - (i) qualified and expert persons, capable to deliver the Company's strategy, are recruited and retained, by ensuring the alignment of executive and non-executive remuneration, as the case may be, with the level of responsibility of the relevant position at the level of the Company, the professional experience of the respective persons, as well as ensuring that the remuneration is competitive when compared with similar businesses;
 - (ii) members of the Board of Directors, respectively managers are rewarded in accordance with the Company's performance, without however encouraging them to act in their own interest or to take risks that are not in line with the Company's strategy and risk appetite; and
 - (iii) executive and non-executive remuneration is used as a tool which contributes to the Company's business strategy and its sustainability, being



appropriate to the dimension and the structure of the Company, as well as to the nature, business sector and the complexity of the business.

- 2.2. By applying the above-mentioned principles, long term value is created by the Company for its shareholders and other stakeholders by employing qualified and expert individuals, with the Remuneration Policy providing shareholders with the framework to assess and understand how members of the Board of Directors/managers are remunerated.
- 2.3. Remuneration of the wider employee base. Assessment by reference to pay and employment conditions of employees of the Company.

The Company's executive directors and managers are in charge with the remuneration aspects at the level of the Company's wider employee base, having adopted compensation levels designed to be competitive in the labour market, business, in order to attract, motivate and retain qualified and expert persons. The Company uses a variety of compensation components to strengthen its position as an attractive employer, such as fixed and variable, monetary and non-monetary elements.

To maintain long-term competitiveness, remuneration packages at the level of the Company's wider employee base are set to achieve internal equity, but at the same time to remain competitive in the markets in which the Company operates, promoting sustainable results and adding value to the Company's business.

Overall pay and employment conditions of the Company's employee base were taken into account upon the preparation of this Policy, by adhering to the same performance-based approach and delivery of the Company's strategy and objectives.

3. Compensation of executive members of the Board of Directors/of managers

- 3.1. The remuneration package of the executive members of the Board of Directors consists of stock options granting the right to receive free shares in the Company, as provided in the Stock Option Plan approved by the Ordinary General Meeting of Shareholders of the Company under no. 54/April 19, 2021, as it may be amended and updated from time to time following an approval issued by the Ordinary General Meeting of Shareholders.
- 3.2. The remuneration package of a manager (who is not an executive member of the Board of Directors) consists of a fixed base remuneration and may include a variable compensation, linked to performance, consisting of an incentive component (in the form of stock options to purchase/ receive shares on the basis of stock options plan or in the form of a cash bonus;
- 3.3. In addition, both the executive members of the Board of Directors and the Managers may receive other benefits (as detailed below).



- 3.4. A manager (who is not an executive member of the Board of Directors) may also receive severance payments.
- 3.5. Remuneration levels for the executive management and the key performance indicators taken into account in determining the variable (performance-based) part of the remuneration should be established in advance and should be measurable and appropriate in relation to the agreed strategy and risk appetite, the economic environment in which the Company operates, and the remuneration and conditions of the Company's employees. In particular, they shall also include appropriate non-financial performance indicators and sustainability objectives.
- 3.6. The fixed based remuneration of a manager will be set by the Board of Directors, at the proposal of the Nomination and Compensation Committee, in such a manner that it reflects the relevant individual's role, responsibilities and experience. It is set at market-appropriate levels to attract and retain the persons needed to implement the Company's strategy. The fixed base remuneration shall be periodically considered, in order to establish whether a change of base remuneration would be appropriate in the context of the market environment.
- 3.7. To the extent a variable compensation component is included in the remuneration package of an executive member of the Board of Directors/manager it will be structured in a manner so as to encourage the executive member of the Board of Directors/the manager to focus on the Company's long-term value creation consistent with the Company's strategy and align (more closely) the interests of the executive member of the Board of Directors/the manager with those of the shareholders. In all cases, Company shares and/or stock options must represent a significant portion (not less than 10%) of the total variable remuneration of the executive members of the Board of Directors.
- 3.8. The variable remuneration will be set in a manner that will be deemed reasonable and necessary to attract and retain the suitably qualified persons in the market in which the Company operate.
- 3.9. An executive member of the Board of Directors can therefore be awarded stock options under a stock option plan.
- 3.10. A manager (who is not a member of the Board of Directors) can therefore:
 - receive performance-linked cash bonuses subject to the criteria governing variable compensation; and/ or
 - be awarded stock options under a stock option plan,
 - provided that such arrangements are in place at the level of the Company and the Board of Directors has decided on granting such variable remuneration to the relevant manager.



- 3.11. The Company's Nomination and Compensation Committee will evaluate the performance of the executive members of the Board of Directors/the managers and decide upon each award of performance-linked cash bonuses and/or stock options granted under the stock options plans which are or which may be put in place at the level of the Company, as part of variable compensation, taking into account the performance conditions for each individual executive member of the Board of Directors/ manager, within a maximum of three (3) months from the beginning of new financial year, for the previous financial year.
- 3.12. The award made will be subject to the fulfilment of the relevant performance conditions, which are defined either at the level of the Company's general meeting of shareholders, at the level of Board of Directors (e.g. performance conditions for managers who are not members of the Board of the Directors) or in the stock option plans or other bonus arrangements which are or which may be put in place at the level of the Company.
- 3.13. The financial and non-financial performance criteria for variable compensation in the form of cash bonuses and/or stock options granted under stock options plan may include (without limitation):
- Financial:
- the Company's ordinary shares traded on the regulated market operated by the Bucharest Stock Exchange reach a certain price threshold.
- Non-financial:
- being a director or manager of the Company on the date the variable remuneration is granted; and/ or
 - non-financial performance indicators linked to environmental, social and corporate governance aspects, as such may be put in place at the level of the Company from time to time.
- 3.14. The financial and non-financial performance indicators presented above represent the Company's strategic objectives and key performance indicators, and will further defined and refined defined either at the level of the Company's general meeting of shareholders, at the level of Board of Directors (e.g. performance conditions for managers who are not members of the Board of the Directors) or in the stock option plans or other bonus arrangements which are or which may be put in place at the level of the Company, considering the specific responsibilities of the relevant executive members of the Board of Directors/ manager and their relative weighting.
- 3.15. Share option plans. The time period during which the executive members of the Board of Directors/ the managers have the right to receive shares, respectively the allocation period schedule, and, as the case may be, the lock-up period after the shares are definitively transferred to the executive members of the Board of Directors/ the managers, as well as the explanations regarding the manner in which the share-based remuneration contributes to the objectives set



out in this Remuneration Policy will be detailed in the stock option plan currently in place or any other stock options plan to be adopted at the level of the Company in the future.

- 3.16. Clawback. Where variable remuneration for a given performance period has been based on incorrect data (including non-achievement of performance indicators based on hindsight) or in the case of material financial misstatements or individual gross misconduct, the Nomination and Remuneration Committee has the right to defer, respectively to fully or partially reduce the payments that are not yet paid out or subject to deferral and to reclaim payments in full or in part pertaining to these events that has already been paid out. The approval of the OGMS may be required in order to implement the above-mentioned deferral or reduction, respectively to adjust the variable remuneration to an appropriate level if payment of the variable remuneration is unacceptable according to the requirements of reasonableness and fairness.
- 3.17. Other Benefits. The executive members of the Board of Directors/ the managers are entitled to other benefits in line with industry standards, such as a company car, phone, laptop or other allowances (including any health-related benefits).
- 3.18. Severance payments. In case of termination of their mandate and subject to mandatory provisions of the applicable law, the managers are entitled to receive a compensation of RON 6.750. Severance pay will not be awarded if the agreement is terminated at the initiative of the relevant person or in the event of seriously culpable or negligent behaviour on the part of the relevant executive member of the Board of Directors/ the manager.
- 3.19. Agreements duration. The duration of the agreements concluded with executive members of the Board of Directors is up to 4 (four) years in accordance with the relevant provisions of Romanian law, and provide for a notice period of up to 3 months.

4. Compensation structure for non-executive members of the Board of Directors

- 4.1. The fixed fee for non-executive directors of the Company will be set at market-appropriate levels, on the basis of a decision of the OGMS, upon the recommendation of the Company's Nomination and Remuneration Committee.
- 4.2. In addition to the fixed remuneration granted pursuant to Clause 4.1 above, non-executive directors may also be granted variable remuneration in the form of options granted pursuant to stock option plans, as such stock option plans may be approved by resolutions of the OGMS, and in the form of any performance bonuses, the allocation and amounts of which may be determined by resolution of the OGMS.
- 4.3. Non-executive directors may benefit from severance compensation of up to 6 times the value of the monthly remuneration.
- 4.4. The duration of the agreements concluded with non-executive members of the Board of Directors is up to 4 (four) years, in accordance with the relevant



provisions of Romanian law, and provide for a notice period of up to 3 (three) months.

- 4.5. Payment of the fixed fee for non-executive directors of the Company will occur yearly, by December 31 of each calendar year, following the last Board of Directors meeting in each calendar year. A deduction of 20 % out of the total yearly fixed fee will be made for each absence of a non-executive director from a Board of Directors meeting, being agreed that attendance to a minimum of 5 (five) Board of Directors meetings/year is mandatory.

5. Compensation structure for the chairmen of the committees set up by the Board of Directors

- 5.1. Each chairman of a committee set-up by the Board of Directors is entitled to a fixed remuneration that will be set at market-appropriate levels, on the basis of a decision of the OGMS, upon the recommendation of the Company's Nomination and Remuneration Committee. Payment of the remuneration under this clause 5.1 will occur yearly, by December 31 of each calendar year, following the last Board of Directors meeting in each calendar year.

6. Pensions

No contribution to pension plans (other than as required under applicable law) will apply for members of the Board of Directors and/or managers.

7. Exceptions

- 7.1. Certain exceptions to the Remuneration Policy may apply, if exceptional circumstances so require (i.e., deviation is necessary to serve the long-term prospects and sustainability of the Company) and only on a temporary basis until a new policy is adopted. Exceptions/ deviations may consist of:

- the compensation structure can be changed, exceeding the thresholds shown in the Remuneration Policy;
- financial and non-financial performance criteria (including any relevant performance periods) for variable compensation, as well as vesting schedules may be adjusted;
- in case of external hires, additional cash or option share-based awards may under circumstances be necessary to compensate forfeiture of incentive awards upon leaving their current employer; and
- above-market levels of remuneration may be awarded to attract or retain individuals who are considered indispensable to delivering the Company's strategy.

- 7.2. Any exceptions/deviations shall be aligned with the main objectives of the Remuneration Policy. Exceptions/deviations will be subject to approval/confirmation by the OGMS.