**SPECIAL POWER OF ATTORNEY**

**FOR THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS („OGMS”) OF**

**ONE UNITED PROPERTIES S.A. (OPEN VOTE)**

convened for 29 April 2025, 10:00 Romanian time (first convening) / 30 April 2025, 10:00 Romanian time (second convening)

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 OGMS, to exercise the voting rights related to shareholdings of the undersigned/ the subscribed, recorded in the Shareholders’ Register as follows:

1. **Point 1 on the agenda, respectively:**

Approval of the election of Mr. Alexandru-Victor Savi-Nims as meeting secretary of the OGMS and Mrs. Anca Minescu as technical secretary of the OGMS, both of them having the identification data available at the Company's headquarters.

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1. **Point 2 on the agenda, respectively:**

Approval of the annual individual and consolidated financial statements prepared for the financial year ended on 31 December 2024, together with the annual report prepared by the Board of Directors and the independent auditor's report. In the financial year ended on 31 December 2024, the Company has registered: (a) RON 372,625,552 net profit at consolidated level respectively (b) RON 120,992,871 net profit at individual level, out of which RON 6,307,086 will be registered as legal reserves, resulting a distributable net profit of RON 114,685,785.

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1. **Point 3 on the agenda, respectively:**

Approval of the distribution of dividends in value of RON 77,750,066.01 (gross dividend amount), corresponding to the financial year 2024, as follows: (i) the amount of RON 38,152,523.73 (gross dividend amount) has been distributed in advance as a result of the Resolution of the Company’s Ordinary General Meeting of Shareholders no. 73 of 10 October 2024, respectively (ii) the amount of RON 39,597,542.28 (gross dividend amount), representing a gross dividend per share of RON 0.36, will be distributed according to this resolution, related to shares entitled to dividends (excluding treasury shares). To the extent that treasury shares are registered on the applicable registration date, such shares will not give the right to dividends.

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1. **Point 4 on the agenda – please refer to the “SECRET VOTE” special power of attorney form.**
2. **Point 5 on the agenda, respectively:**

Approval of the income and expenses budget for the financial year 2025, in accordance with the OGMS supporting documentation.

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1. **Point 6 on the agenda, respectively:**

Approval of the Remuneration Report of the management of the Company for the financial year that ended on 31 December 2024, prepared by the Company’s Nomination and Remuneration Committee, in accordance with the OGMS supporting documentation.

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1. **Point 7 on the agenda, respectively:**

Approval of the amendment of the Company’s remuneration policy, in accordance with the OGMS supporting documentation, in order to align its provisions with the updated version of the Corporate Governance Code of the Bucharest Stock Exchange.

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1. **Point 8 on the agenda – please refer to the “SECRET VOTE” special power of attorney form.**
2. **Point 9 on the agenda, respectively:**

Approval of the fixed remuneration of the non-executive members of the Board of Directors for the mandates starting with the date of the OGMS, i.e. the amount of EUR 1,500 per month (net amount) (payable in EUR to non-executive members of the Board of Directors who are non-residents in Romania, respectively payable in RON equivalent to non-executive members of the Board of Directors who are residents in Romania) payable to each non-executive member, to which will be added, as the case may be, the amount of EUR 500 per month (net amount) (payable in EUR to non-executive members of the Board of Directors who are non-resident in Romania, respectively payable in RON equivalent to non-executive members of the Board of Directors who are resident in Romania), for the position of Chairman of a Committee established at the level of the Board of Directors.

For the year 2025, the fixed remuneration will be paid in a single instalment in the period between the date of the last meeting of the Board of Directors of the year and 31 December 2025.

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1. **Point 10 on the agenda, respectively:**

Approval of setting the date of:

* 21 May 2025 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 art. 87 para. (1) of Law no. 24/2017; and
* 20 May 2025 as “ex-date”, computed in accordance with the provisions of art. 2 (2) letter (l) of Regulation no. 5/2018; and
* 29 May 2025 as payment date, computed in accordance with the provisions of art. 178 (2) 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 art. 176 paragraph (1) of Regulation no. 5/2018 such as date of the guaranteed participation.

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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, but without limitation, the resolution of the OGMS, 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 OGMS.

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[***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 OGMS is 25 April 2025, at 23:59 (Romanian time).

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

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