



SPECIAL POWER OF ATTORNEY
FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS
(„EGMS”) OF
ONE UNITED PROPERTIES S.A.

convened for 29 April 2026, 11:00 Romanian time (first convening) /
30 April 2026, 11:00 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. J2007021705402, having Sole Registration Code 22767862, European Unique Identifier (EUID): ROONRC. J2007021705402, having subscribed and fully paid-up share capital of RON 1,105,000,000 (“**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:

1. Point 1 on the agenda, respectively:

Approval of the election of Mr. Alexandru-Victor Savi-Nims (and in his absence, approval of the election of Mr. Ioniță Adrian-Alexandru) as meeting secretary of the EGMS, as well as of Mrs. Alexandra Jianu (and in her absence, approval of the election of Mrs. Anca Minescu), as technical secretary of the EGMS, all of them having the identification data available at the Company's headquarters.

FOR	AGAINST	ABSTENTION

2. Point 2 on the agenda, respectively:

Approval of the empowerment of the Board of Directors to issue any decision and to fulfil all the necessary, useful and / or opportune legal acts and deeds, respectively to update the provisions of article 12.3 of the Articles of Association of the Company, for the fulfilment of the resolution to be adopted by the OGMS in accordance with point 7 of the OGMS agenda.

FOR	AGAINST	ABSTENTION

3. Point 3 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 10,000,000, by cancelling a number of 1,000,000 own shares with an individual nominal value of RON 10, from the shares repurchased by the Company in accordance with the share buyback program approved through the EGMS Resolution no. 68 dated 9 October 2023 and EGMS Resolution no. 74 dated 10 October 2024.

Once the share capital decrease approved pursuant to this item 3 on the EGMS agenda is finalised, the subscribed and paid-up share capital of the Company will amount to RON 1,095,000,000, divided into 109,500,000 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 item 3, as follows:

“The subscribed and paid-up share capital of the Company is of RON 1,095,000,000 (of which RON 1,085,674,098.5 and EUR 1,922,633.5) fully subscribed and paid-up by the shareholders, divided into 109,500,000



ordinary, nominative and dematerialized shares, having a nominal value of RON 10/share.”

The share capital decrease operation approved in accordance with this item 3 on the EGMS agenda will take effect once all of the following conditions have been met:

- a) This EGMS resolution is published in the Official Gazette of Romania, Part IV for a period of at least two months; and
- b) This EGMS resolution is registered with the Trade Registry Office attached to the Bucharest Tribunal.

FOR	AGAINST	ABSTENTION

4. Point 4 on the agenda, respectively:

Approval of the amendment to the scope of the guarantee provided by the Company under the agreement no. GRIM/77731/CGF/17.12.2024 (the “**Existing Guarantee**”), for the purpose of securing the loan in the amount of EUR 17,500,000 contracted by the subsidiary ONE M HOTEL S.R.L., a Romanian legal entity, with its registered office in Bucharest, District 1, 20 Maxim Gorki Street, registered with the Trade Registry Office attached to the Bucharest Tribunal under no. J40/13348/2022, (EUID) ROONRC.J40/13348/2022, with unique registration code 46460937 (“**OMH**”), from UniCredit Bank S.A., pursuant to loan agreement no. GRIM/77731/CSC/17.12.2024, as subsequently amended (the “**Loan**”), such that the Existing Guarantee covers any amount exceeding the construction budget of the project financed by the Loan.

FOR	AGAINST	ABSTENTION

5. Point 5 on the agenda, respectively:

Approval of the Company’s provision of a personal guarantee in favour of UniCredit Bank S.A., including in the form of a corporate guarantee or a surety (in Romanian, *fideiusiune*), to cover, among other things, any payment obligations related to the Loan and the servicing of the debt in connection with the Loan, as will be detailed in the relevant financing documents.

FOR	AGAINST	ABSTENTION

6. Point 6 on the agenda, respectively:

Approval of the authorization of the executive members of the Board of Directors, with full and individual powers, including the right to sub-delegate,



so that, in the name and on behalf of the Company, to negotiate, sign, execute, or deliver the documentation related to the extension of the Existing Guarantee approved under item 4 and the guarantees approved under item 5 of the agenda, and to take or cause to be taken any and all measures that the executive members of the Board of Directors deem necessary, appropriate, or advisable to carry out the resolutions to be adopted pursuant to items 4 and 5 on the agenda, including, without limitation:

- to negotiate, sign, and execute, on behalf of and for the account of the Company, the guarantee agreements and any amendments thereto, the subordination agreement, as well as any other documents that must be issued or signed by the Company to give effect to the resolutions under items 4 and 5 on the agenda and any documents to be signed and submitted pursuant to or in connection with them;
- to register the guarantees (including the Existing Guarantee, as amended), the subordination agreement (if necessary), as well as any other documents that must be issued or signed by the Company to give effect to the resolutions under items 4 and 5 on the agenda, to which the Company is a party or intends to be a party, if necessary, and to fulfil any and all formalities and take any other necessary, appropriate, or advisable measures to give full effect to the resolutions under items 4 and 5 on the agenda (including, without limitation, the registration to be made with the National Registry of Movable Property, the National Bank of Romania, the Trade Registry, or the representation and signing of any necessary documents before a notary public or any other persons, institutions, or authorities with jurisdiction regarding registration in any public registries); and
- to represent the Company individually at the OMH general meeting of shareholders for the purpose of approving the extension of the Existing Guarantee, the creation of other guarantees, and all related documents, including the guarantee agreements and the subordination agreement, as applicable, in accordance with items 4 and 5 on the agenda.

FOR	AGAINST	ABSTENTION

7. Point 7 on the agenda, respectively:

Approval of the contracting by ONE PROIECT 4 S.R.L., a legal entity of Romanian nationality, with registered office in Bucharest, Sector 1, Maxim Gorki Street no. 20, registered with the Trade Register Office of the Bucharest Court of Justice under number J2021008216400, (EUID) ROONRC J2021008216400, with unique registration code 44237530 ("OP4"), in which the Company holds the capacity of sole shareholder, from one or more financing bank(s) of (a) an investment credit (construction) in the maximum amount of EUR 20,000,000 for the purpose of partially financing/refinancing



the development of the "**ONE ACADEMY CLUB**" project; and (b) a VAT credit facility in the maximum amount of RON 7,500,000 (equivalent of EUR 1,500,000) for the financing of VAT payments related to the project to be developed by OP4 (the "**OP4 Facilities**"), under the following terms and conditions:

- The maximum period for the facility under letter (a) above will be 42 months and the maximum period for the facility under letter (b) above will be 36 months, in both cases calculated from the date of signing of the credit agreements;
- For the purposes of guaranteeing the OP4 Facilities and of the other payment obligations related to the respective credits, the Company may establish in favor of the financing bank(s) the following guarantees:
 - a movable mortgage on all present and future shares held by the Company in the share capital of OP4, as well as on all rights and accessories attached thereto; and
 - a personal payment guarantee, including in the form of a corporate guarantee issued by the Company or the execution of a guarantee agreement with the financing bank/banks.
- In the context of contracting the OP4 Facilities, the Company may enter into a subordination agreement for all receivables resulting from loans granted or to be granted to OP4 by its shareholders, as well as all dividends or other distributions of amounts owed by OP4 to its shareholders.

FOR	AGAINST	ABSTENTION

8. Point 8 on the agenda, respectively:

Approval of the empowerment of the executive members of the Board of Directors, with full and individual powers, with the right of sub-delegation, so that, in the name and on behalf of the Company, for the entire duration of the credit agreement and the other financing documents, they may negotiate, sign, deliver or deliver the documentation relating to the matters approved pursuant to item 7 hereof and the related guarantees and take or cause to be taken any and all actions that the executive members of the Board of Directors shall deem necessary, appropriate or advisable to carry out the resolutions to be adopted pursuant to item 7 of the agenda, including, without limitation:

a) to negotiate, execute and deliver, in the name and on behalf of the Company, the credit agreement, security agreements, subordination agreement, any future addenda to these agreements, as well as any other documents to be issued or executed by the Company to give effect to the resolutions under item 7 of the agenda and any documents to be executed and delivered pursuant to or in connection therewith;



b) to register the guarantees, the subordination agreement (if required), as well as any other documents to be issued or signed by the Company to give effect to the resolutions under item 7 of the agenda, to which the Company is a party or is intended to be a party, if required, and to complete any and all formalities and take any other necessary steps, appropriate or advisable, to give full effect to the resolutions under item 7 of the agenda (including, without limitation, the registration to be made with the National Registry of Movable Publicity, the National Bank of Romania, the Trade Registry or the representation and signing of any necessary documents before the notary public or any other persons, institutions, authorities with competence in respect of registration in any public registers).

The Company's representatives are authorized and empowered to agree, on behalf of the Company, on any amendments, modifications or changes to be made to any financing document, as well as any other ancillary documents, as well as any other contracts, documents, or instruments to which the Company is a party or is intended to be a party, as the Company's representatives, at their absolute discretion, shall deem appropriate, with the observance of the limits set in the resolution to be approved according to item 7 on the EGMS agenda, the Articles of Association and the applicable law.

To the extent that in the financing structure, as approved by the financing bank/banks, new or modifying conditions compared to those approved above or modifications regarding the description of the guarantees above subsequently arise, the executive members of the Board of Directors are empowered together to decide as they shall deem appropriate, regarding any aspects not mentioned or approved under item 7 on the EGMS agenda (including but not limited to creation of securities and accepting new financial conditions), with the observance of the limits set in the resolution to be approved according to item 7 on the EGMS agenda, the Articles of Association and the applicable law.

FOR	AGAINST	ABSTENTION

9. Point 9 on the agenda, respectively:

Approval of setting the date of:

- 20 May 2026 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
- 19 May 2026 as “ex-date”, computed in accordance with the provisions of Article 2 para. (2) letter (I) of Regulation no. 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

10. Point 10 on the agenda, respectively:

Approval of the authorisation of the executive members of the Board of Directors, 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 shareholders ONE 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 26 April 2026.

Date: _____

Signature: _____