**SPECIAL POWER OF ATTORNEY**

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

**ONE UNITED PROPERTIES S.A.**

convened for 26 April 2022, 10:00 AM Romanian time (first convening) / 27 April 2022, 10:00 AM 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 \_\_\_/\_\_\_\_\_\_/\_\_\_\_\_\_, having the Sole Registration Code \_\_\_\_\_\_\_\_\_\_\_\_\_\_, legally represented by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, in [his/her/its] capacity as \_\_\_\_\_\_\_\_\_\_\_\_\_\_,

as shareholder 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, (EUID): ROONRC.J40/21705/2007, having subscribed and fully paid-up share capital of RON 514,828,058.8 (“**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 annual individual and consolidated financial statements prepared for the financial year ended on 31 December 2021, 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 2021, the Company has registered net profit at individual level in value of RON 40,714,516.98, out of which RON 2,427,796.75 will be registered as legal reserves and RON 38,286,720.23 is distributable net profit.

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTENTION |
|  |  |  |

1. Point 2 on the agenda, respectively:

Approval of the distribution of dividends in value of RON 42,473,314.85 (gross dividend amount), out of which RON 38,286,720.23 from the Company’s net profit corresponding to the financial year 2021 and RON 4,186,594.62 representing undistributed profit registered for the previous years, resulting thus in a gross dividend per share of RON 0.0165.

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTENTION |
|  |  |  |

1. Point 3 on the agenda, respectively:

Approval of the transfer of an amount of RON 4,307,781.61 from issuance premium (share premium) to the credit of the reserves account (other than legal reserves) and registration of this operation in the Company’s accounting.

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTENTION |
|  |  |  |

1. Point 4 on the agenda, respectively:

Approval of the discharge of liability of the Board of Directors for the financial year ended on 31 December 2021.

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTENTION |
|  |  |  |

1. Point 5 on the agenda, respectively:

Approval of the income and expenses budget for the financial year 2022, in accordance with the materials presented.

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTENTION |
|  |  |  |

1. Point 6 on the agenda, respectively:

Approval of the Company’s remuneration policy, in accordance with the materials prepared for the OGMS.

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTENTION |
|  |  |  |

1. Point 7 on the agenda, respectively:

Update of the stock options plans for the benefit of the executive members of the Board of Directors (the “SOP”) approved by resolution of the Ordinary General Meeting of the Company's Shareholders no. 54 of 19 April 2021, which sets out the rules regarding the grant, accessing and exercising stock options by the eligible participants to the SOP, for adjusting it to the share split and, respectively, share capital increase operations which took place at the level of the Company during 2021.

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTENTION |
|  |  |  |

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

Approval of the remuneration for the non-executive members of the Board of Directors for mandates starting on the date of the OGMS, respectively 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 of the Board of Directors, plus, 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-residents in Romania, respectively payable in RON equivalent to non-executive members of the Board of Directors who are residents in Romania), payable for holding the position of chairman of a committee set up at the level of the Board of Directors.

For the year 2022, the payment will be made in one installment during the period between the last meeting of the Board of Directors for the year and 31 December 2022. The level of remuneration thus approved will take into account the participation of the respective members in at least five (5) meetings of the Board of Directors per year. In the event of unjustified absence below the minimum referred to above, the aggregate annual remuneration will be reduced by 20% per absence.

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTENTION |
|  |  |  |

1. Point 10 on the agenda, respectively:

Setting the date of:

* 13 May 2022 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
* 12 May 2022 as “ex-date”, computed in accordance with the provisions of art. 2 (2) letter (l) of Regulation no. 5/2018; and
* 30 May 2022 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.

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTENTION |
|  |  |  |

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 independently or jointly, 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 Resolutions of the OGMS of the Company, the Articles of Association, to file and to request the publication of the Resolutions 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.

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTENTION |
|  |  |  |

1. Point 12 on the agenda, respectively:

Approval of the appointment of Deloitte Audit S.R.L. for a mandate comprising the review of the Company’s individual and consolidated financial statements for the period ending on 30 June 2022 and approval of the authorization of the Board of Directors, in the name and on behalf of the Company, with full power and authority:

1. to negotiate the terms and conditions of Deloitte Audit S.R.L. mandate, as well as to negotiate and sign any document, as well as fulfil any necessary, useful or desirable acts and deeds in connection with the above; and
2. to authorize representatives of the Company to sign any such documents, to complete any such formalities and to perform any such actions.

|  |  |  |
| --- | --- | --- |
| 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 the Central Depository 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 the Central Depository and which, if the Central Depository 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 21 April 2022, at 10:00 AM (Romanian time).

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

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