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| **SPECIAL POWER OF ATTORNEY**  **FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS („EGMS”) OF**  **ONE UNITED PROPERTIES S.A.**  convened for 4 September 2025, 10:00 Romanian time (first convening) / 5 September 2025, 10:00 Romanian time (second convening) |
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| 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 1,105,831,020 (“**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 EGMS, to exercise the voting rights related to shareholdings of the undersigned/ the subscribed, recorded in the Shareholders’ Register as follows: |
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| 1. **Point 1 on the agenda, respectively:** |
| Approval of the election of Mr. Alexandru-Victor Savi-Nims as meeting secretary of the EGMS, having the identification data available at the Company's headquarters.   |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  | |
| 1. **Point 2 on the agenda, respectively:** |
| Approval of the contracting by the subsidiary ONE UNITED TOWER S.R.L., a legal entity of Romanian nationality, with its registered office in Bucharest, Sector 1, 20 Maxim Gorki Street, registered with the Trade Registry Office attached to the Bucharest Tribunal under no. J2017020317401, (EUID) ROONRC.J2017020317401, with unique registration code 38586064 (“**OUT**”), from a bank financing an investment credit facility in the amount of up to a maximum of EUR 63,800,000, which will be used to repay in full the existing loan contracted by OUT from Banca Transilvania S.A., to repay existing loans contracted by OUT from its shareholder, and to grant intra-group loans (hereinafter referred to as the “**OUT Facility**”), under the following terms and conditions:   * In order to secure the OUT Facility, the Company (i) may grant the financing bank a mortgage on all present and future shares held by the Company in the share capital of OUT, as well as on all rights and accessories attached thereto, which will secure the OUT Facility and other related costs; and OUT (ii) may provide its own guarantees (including in the form of real estate mortgages, movable property mortgages, or any other guarantees of any kind), in accordance with the decision of the competent statutory body of OUT to be adopted in this regard; and * In the context of contracting the OUT Facility, the Company may enter into a subordination agreement for the claims resulting from the loans granted to OUT, as well as for the dividends or other distributions of amounts owed by OUT to its shareholders.  |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  | |
| 1. **Point 3 on the agenda, respectively:** |
| Approval of increasing the existing credit facilities up to the amount of maximum EUR 42,459,357 (to be adjusted, including for the outstanding of existing loan amount, at the date of utilization), in addition to the loan facilities borrowed according with the loan agreement dated 23.07.2021 as further amended (the “**Facility Agreement**”), by the subsidiaries ONE COTROCENI PARK OFFICE S.R.L. (formerly named One Cotroceni Park Office S.A.), registered at the Trade Registry Office of the Bucharest Court under no. J2020007032404, (EUID) ROONRC.J2020007032404, with sole registration code RO42688380 (“**OCPO**”) and ONE COTROCENI PARK OFFICE FAZA 2 S.R.L. (formerly named One Cotroceni Park Office Faza 2 S.A.), registered at the Trade Registry Office of the Bucharest Court under no. J2020006838407, (EUID): ROONRC.J2020006838407, with sole registration code 42671346 (“**OCPO2**”) to be granted by BANCA COMERCIALA ROMANA S.A. and BRD GROUPE SOCIETE GENERALE S.A. (together, the “**Finance Parties**”), for the purpose of the payment of any fees (including the increase fees and third-party fees (e.g. notary and lawyers’ fees etc.)), funding the debt service reserve account, reimbursement of the shareholders loans and reduction and repayment of the share capital (“**OCPO and OCPO2 Additional Credit Facilities**”), as well as signing of one or several framework agreements, credit support agreements, confirmation, transaction, schedule or other agreement to be executed between OCPO, OCPO2, BANCA COMERCIALA ROMANA S.A. and BRD GROUPE SOCIETE GENERALE S.A., as hedge counterparties for the purpose of hedging interest (Swap) payable for minimum 70 per cent of OCPO and OCPO2 Additional Credit Facilities (“**Hedging Agreements**”), under the following terms and conditions:   * In order to secure the OCPO and OCPO2 Additional Credit Facilities and the Hedging Agreements, as well as any other additional amounts owed or which may be owed under or in connection therewith, the Company may create guarantees and mortgages, in capacity as the majority shareholder of OCPO and OCPO2 and considering the corporate benefit of the Company resulting thereby, in favor of the Financing Parties, similar to those already approved under the Resolution of the Extraordinary General Meeting of the Shareholders no. 57/26.05.2021, the Decision of the Board of Directors no. 16/27.07.2021 and the Resolution of the General Meeting of the Shareholders no. 70/25.04.2024, namely (a) a movable mortgage over the shares owned by the Company in each of OCPO and OCPO2, (b) a movable mortgage over any and all present and future receivables, including those resulting from the loan agreements concluded between the Company, as lender and each of OCPO and OCPO2, as borrowers and (c) a personal guarantee pursuant to which the Company undertakes to pay any amounts whenever OCPO and/or OCPO2 fail to make such payment, subject to the terms and conditions agreed in the Facility Agreement, by executing amendment agreements to the existing documentation (including restatement and amendment of the Facility Agreement) and new agreements, as such will be agreed with the Finance Parties (together, the “Additional Security”), as well as the restatement and amendment of the existing subordination arrangements in favor of the Finance Parties.  |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  | |
| 1. **Point 4 on the agenda, respectively:** |
| Approving the Company’s attendance (as majority shareholder of OCPO and OCPO2) and voting in favour of any resolutions of the general meeting of shareholders of OCPO and OCPO2, including, without limitation:   * approval of any amendment agreements to the Facility Agreement (including by way of an amendment and restatement of the Facility Agreement), to reflect the OCPO and OCPO2 Additional Credit Facilities, as well as the amendment of any other commercial terms; * approval of the Hedging Agreements; * approval of any addenda to the existing security, as well as any new security agreements over OCPO and OCPO 2 movable and immovable assets (as shall be further detailed in each shareholders’ resolution), including registrations with the relevant land book(s), registrations in the National Register for Movable Publicity and the Trade Registry; * approval of any amendments and restatement (if the case) of the existing subordination arrangements in favour of the Finance Parties; * approval of any other agreements and any other finance documents.  |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  | |
| 1. **Point 5 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, they may negotiate, sign, submit or deliver the documentation relating to the facilities and guarantees approved pursuant to items 2 - 4 on the agenda 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 pursuant to items 2 - 4 on the agenda, including, without limitation:   1. to negotiate, execute and deliver, in the name and on behalf of the Company, credit agreements, amendments and restatements of the credit agreements, security agreements, amendments to the security agreements, subordination agreements or affidavits or amendments and restatements of the subordination agreements or affidavits, and any other documents to be issued or executed by the Company to give effect to the resolutions in items 2 - 4 on the agenda and any correspondence to be executed and delivered pursuant to or in connection therewith, it being understood that the executive members of the Board of Directors are authorised and empowered to agree, on behalf of the Company, to any amendments, modifications or changes to be made thereto (if any, including changing the relevant credit institution which shall grant the facilities, securities), any other contracts, documents or instruments to which the Company is a party or is intended to be a party, as they shall think fit, subject to the provisions of law and the Articles of Association; 2. to register any guarantees, amendments to the security agreements, loan agreements, amendments and restatements of the credit agreements, movable share mortgage agreements, subordination agreements or affidavits (if required) or amendments and restatements of the subordination agreements or affidavits, and any other documents required to be issued or signed by the Company to give effect to the resolutions under items 2 - 4 on 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 items 2 - 4 on the agenda (including, without limitation, the registration to be made with the National Registry of Movable Publicity, 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; and 3. to individually represent the Company at the general meeting of the shareholders of the subsidiaries referred to in the resolutions under items 2 - 4 on the agenda for the purpose of approving the facilities and guarantees approved thereunder; and 4. to the extent that under the financing structures as will be approved by the banks, new or modifying conditions will be further added to those already approved above, the executive members of the Board of Directors are authorized together to decide, as they deem appropriate, regarding to the aspects not mentioned and approved under items 2 - 4 on the agenda (including but not limited to creation of the securities, new financial conditions etc.), with the observance of the limits set in the resolutions to be approved according to items 2 - 4 on the agenda, the Articles of Association and the applicable law.  |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  | |
| 1. **Point 6 on the agenda, respectively:** |
| Approval of setting the date of:   * 25 September 2025 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 * 24 September 2025 as “ex-date”, computed in accordance with the provisions of Article 2 para. (2) letter (l) of no. Regulation 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 | |  |  |  | |
| 1. **Point 7 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 the EGMS resolution, 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 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 EGMS is 1 September 2025, at 23:59 (Romanian time). |
| Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  Signature: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |