



ONE UNITED PROPERTIES S.A.

Bucharest, District 1, 20 Maxim Gorki Street

J2007021705402, Sole Registration Code 22767862, EUID: ROONRC.
J2007021705402,

subscribed and fully paid-in share capital: RON 1,105,831,020

(the “**Company**”)

**Convening notice for the Extraordinary General Meeting of the shareholders
of ONE UNITED PROPERTIES S.A.**

convened for 4 September 2025

Output no. 1978 dated 22 July 2025

The board of directors of **ONE UNITED PROPERTIES S.A.**, having its headquarters in Bucharest, District 1, 20 Maxim Gorki Street, 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**”),

Pursuant to Law no. 31/1990 on companies, republished, as subsequently amended and supplemented (“**Companies Law**”), Law no. 24/2017 on issuers of financial instruments and market operations, republished, as subsequently amended and supplemented (“**Law no. 24/2017**”), Regulation no. 5/2018 on issuers of financial instruments and market operations, as subsequently amended and supplemented (“**Regulation no. 5/2018**”), and the Company’s articles of association (the “**Articles of Association**”),

Convenes:

The Extraordinary General Meeting of the Company’s Shareholders (the “EGMS”) for the date of 4 September 2025, at 10:00 at One Tower, 16th Floor, 165 Calea Floreasca, 1st District, Bucharest, Romania, to which all shareholders of the Company registered in the shareholders’ registry (held by Depozitarul Central S.A.) at the end of **14 August 2025**, set as reference date (the “Reference Date”), will take part of. In case the necessary quorum will not be met at the first convocation, a second meeting of the EGMS will take place on **5 September 2025**, at **10:00**, at the same place and with the same agenda and having the same Reference Date.

The agenda of the Extraordinary General Meeting of Shareholders:

1. 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.



2. 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.

3. 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.
4. 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.
5. 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:
- a) 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;
 - b) 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
 - c) 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
 - d) 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.

6. 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 (I) 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.

7. 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.

Miscellaneous

a) Documents related to the agenda of the EGMS

Starting on 1 August 2025, all the information materials regarding the items included on the agenda of the EGMS shall be made available on the Company’s website, the investor relations section (<https://one.ro/investor-relations/>). The shareholders of the Company may receive, upon request, copies of the documents related to the items on the agenda of the EGMS.

b) The shareholders’ rights to request the inclusion of additional items on the agenda and to make new resolution proposals for the existing or proposed items to be included on the agenda



One or more shareholders representing, individually or collectively, at least 5% of the Company's share capital, have the right:

- (i) to introduce new items on the agenda of the general meeting of shareholders, provided that every new item is accompanied by a reasoning memo, or a draft resolution proposed for adoption to the general meeting; and
- (ii) to make resolution proposals for the items included or proposed to be included on the agenda of the EGMS.

The rights mentioned above may be exercised only in writing (sent via courier at the Company's headquarters or via e-mail, in compliance with the regulations issued by the FSA, to the address investors@one.ro) no later than 11 August 2025, at 18:00.

The identification requirements mentioned at letter c) below are also applicable to the shareholder(s) – natural person(s) and/or the legal representative of the shareholder - legal person that request the insertion of new items on the EGMS agenda.

To the extent the exercise of such right determines the amendment of the agenda of the general meeting that was already communicated to the shareholders, the Company will publish an amended agenda, following the same procedure as the one for the previous agenda, before the Reference Date and in compliance with the term provided by the Companies Law.

c) Participation and voting in the EGMS

Only shareholders who are registered with the Company's Shareholders Registry at the Reference Date are entitled to attend and cast their votes in the EGMS, in accordance with the legal provisions applicable to companies that are listed on the Regulated Market of the Bucharest Stock Exchange and those of the Articles of Association, in person (or through legal representatives), by proxy (based on a special or general power of attorney), considering the applicable legal requirements, or by correspondence (based on a correspondence voting ballot).

The access and/or the correspondence vote by shareholders entitled to attend the EGMS is allowed, subject to simple proof of their identity made by presenting, in case of shareholders who are natural persons, their identity document and, in case of legal entities, based on the identity document of the legal representative and a copy of 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). The representatives of shareholders – natural/legal persons will be identified based on their identity document, accompanied by the special or general power of attorney signed by the shareholder who is a natural person/the legal representative of the shareholder that is a legal



person, as the case may be, together with the proof of identity of the relevant shareholder natural person/ the legal representative of the legal entity shareholder, and a copy of 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).

The capacity as shareholder and also, in case of shareholders - legal persons or entities without legal status, the capacity as legal representative shall be acknowledged based on the list of shareholders at the Reference Date, received by the Company from Depozitarul Central S.A.

d) General powers of attorney

General powers of attorney may be granted by the shareholders for a period which will not exceed 3 years, allowing their representative to vote in connection with any aspects which are discussed in the general meeting of shareholders, including disposal acts.

Before their first use, general powers of attorney, together with the proof of identity of the relevant shareholder natural person/ the legal representative of the legal entity shareholder, and a copy of 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), shall be deposited/sent to the Company's registered headquarters at 20 Maxim Gorki Street, District 1, Bucharest, in copy, containing the mention of conformity with the original under the signature of the representative (or sent by e-mail with extended electronic signature, in compliance with the regulations issued by FSA, to the address aga@one.ro) so as to be registered with the Company's registration desk until 1 September 2025.

For the validity of the mandate, the proxy should have to be an intermediary (investment professional) (pursuant to the provisions of Article 2 para. (1) point (19) of Law no. 24/2017) or a lawyer and the relevant shareholder should be a client of the proxy. Also, the proxy should not be in a state of conflict of interest, pursuant to the provisions of Article 105 para. (15) of the Law no. 24/2017. The proxy cannot be substituted by another person. To the extent the empowered person is a legal entity, it may exercise its mandate through any person belonging to the administrative or management body or its employees.

Together with the general power of attorney, the shareholders shall submit to the Company a statement issued by the legal representative of the intermediary or lawyer who received the power of representation, signed, in original and, as the case, stamped, confirming that:



(i) the power of attorney is given by the respective shareholder, in its capacity as client, to the intermediary or, as the case lawyer; and

(ii) the general power of attorney is signed by the shareholder, including by attaching an extended electronic signature, if the case.

e) Special powers of attorney and the correspondence voting ballot

The special powers of attorney and correspondence voting ballots will use the format provided by the Company and shall indicate the vote for each item on the agenda (meaning vote “For”, vote “Against” or vote “Abstention”).

The special powers of attorney may be granted to any person for the representation within one general meeting of shareholders and contains specific voting instructions from the issuer shareholder.

The special powers of attorney/ correspondence voting ballots and the related documents (*i.e.*, the proof of identity of the relevant shareholder natural person/ the legal representative of the legal entity shareholder, and a copy of 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)) shall be deposited/sent to the Company’s registered headquarters at 20 Maxim Gorki Street, District 1, Bucharest, Romania, or by e-mail with extended electronic signature (in case of special powers of attorney) or by e-mail (in case of correspondence vote ballots), in compliance with the regulations issued by FSA, to the address aga@one.ro, in original or in copy, containing the mention of conformity with the original under the signature of the representative, so as to be registered with the Company registration desk no later than until 1 September 2025, clearly mentioning on the envelope or in the subject of the e-mail “*For the Extraordinary General Meeting of Shareholders convened for 4/5 September 2025*”.

When filling in the special powers of attorney/ correspondence voting ballots, the shareholders are asked to consider that new items on the agenda of the EGMS and EGMS or proposals of resolution could be added. In this case, the special powers of attorney/ correspondence voting ballots shall be updated and published as described at letter a) above.

f) Electronic vote

The electronic vote may be exercised by using electronic means of voting according to art. 197 of Regulation no. 5/2018, by accessing the link <https://one.evot.ro/> on any device connected to the Internet.

For identification purposes and online access to the EGMS, the shareholders will provide the following information:

In the case of natural persons:



- last name and first name;
- personal numerical code;
- e-mail address;
- copy of the identity document (identity card, passport, residence permit)*;
- telephone number (optional).

In the case of legal persons:

- name of the legal person;
- sole registration code (CUI);
- last name and first name of the legal representative;
- personal numerical code of the legal representative;
- e-mail address;
- the identity document of the legal representative (identity card, passport, residence permit)*;
- copy of 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*;
- telephone number (optional).

Any documents submitted in a foreign language, other than English, shall be accompanied by the translation into Romanian/English made by a certified translator whose signature has been certified by the notary public.

*the electronic copy of the above-mentioned documents will be uploaded online in the dedicated fields. The files that can be uploaded can have one of the following extensions: .jpg, .pdf, .png.

The shareholder can log in and vote whenever he/she/it wants in the interval designated for voting by mail and/or live, the last voting option (before the expiration of the voting session) being the registered one.

Bucharest, 22 July 2025

Mr. Claudio Cisullo – Chairman of the Board of Directors
