



DECISIONS OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF ONE UNITED PROPERTIES S.A.

Bucharest, 20 Maxim Gorki Street, District 1

J40/21705/2007, Sole Registration Code 22767862

No. [●] of [10]/[11] September 2021

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, (EUID): ROONRC.J40/21705/2007, having subscribed and fully paid-up share capital of 286,015,588.20 RON (“**OUP**” or the ‘**Company**’), met today, 10/11.09.2021, at 11:00 (Romanian time) in the Extraordinary General Meeting of Shareholders (the “**EGMS**”) (first/second calling), in accordance with the convening notice published in the Official Gazette of Romania, Part IV, number 3153 of 3 August 2021 and Ziarul Bursa of 3 August 2021.

Following the debates on the points included on the agenda, the shareholders present or represented at the EGMS adopted the following resolutions, which were duly recorded in the minutes of the meeting:

DECISION NO. 1

In the presence of shareholders representing [●]% ([●] shares) of the share capital and [●]% ([●] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail (there are [●]% abstentions ([●] votes) and [●]% votes which were not expressed ([●] votes)):

[Approved]/ [Rejected]:

The increase of the Company's share capital with the amount of up to RON 228,812,470.6 by issuance of a number of up to 1,144,062,353 new ordinary, nominative and dematerialised shares with a nominal value of 0.20 RON per share (the „**New Shares**”), by incorporating approximately 80% of the share premiums resulted from the public offering conducted between 22 June 2021 and 2 July 2021 (the “**IPO**”) (the “**Share Capital Increase**”), as follows:

- a) The New Shares shall be allotted to the shareholders of the Company on a pro rata basis with their current shareholdings in the Company's share capital; within the Share Capital Increase, for each 5 shares already held in the Company's share capital 4 New Shares shall be allotted, subject to the provisions set out at letter b) below;



- b) In case the number of shares to which a shareholder may be entitled in the Share Capital Increase is not a natural number, the number of shares that will be actually allotted to such shareholder will be rounded down to the next lower natural number; and
- c) Pursuant to the Share Capital Increase, the Company share capital will amount to up to RON 514,828,058.8 (of which RON 505,502,157.3 and EUR 1,922,633.5), fully subscribed and paid by the shareholders, divided into a number of up to 2,574,140,294 registered dematerialized shares, with a nominal value of 0.2 RON / share.

DECISION NO. 1¹

In the presence of shareholders representing [●]% ([●] shares) of the share capital and [●]% ([●] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail (there are [●]% abstentions ([●] votes) and [●]% votes which were not expressed ([●] votes)):

[Approved]/ [Rejected]:

The increase of the Company's share capital with the amount of up to RON 228,812,470.6 by issuance of a number of up to 1,144,062,353 new ordinary, nominative and dematerialised shares with a nominal value of 0.20 RON per share (the „**New Shares**”), by incorporating approximately 80% of the share premiums resulted from the public offering conducted between 22 June 2021 and 2 July 2021 (the “**IPO**”) (the “**Share Capital Increase**”), as well as the approval of a price of RON 2 per share for the settlement of the shares fractions resulting from the implementation of the specific algorithm set out below and rounding of the number of New Shares to be issued, in accordance with the legal provisions in force, as follows:

- a) The New Shares shall be allotted to the shareholders of the Company on a pro rata basis with their shareholdings in the Company's share capital; within the Share Capital Increase, for each 5 shares held in the Company's share capital 4 New Shares shall be allotted, subject to the provisions set out at letter b) below;
- b) In case the number of shares to which a shareholder may be entitled in the Share Capital Increase is not a natural number, the number of shares that will be actually allotted to such shareholder will be rounded down to the next lower natural number;
- c) The settlement price of the shares fractions resulting from the implementation of the algorithm set out at letter a) above and rounding of the results according to letter b) above, set in accordance with the applicable legal provisions shall be RON 2; and
- d) Pursuant to the Share Capital Increase, the Company share capital will amount to up to RON 514,828,058.8 (of which RON 505,502,157.3 and EUR 1,922,633.5), fully subscribed and paid, divided into a number of up to 2,574,140,294 registered dematerialized shares, with a nominal value of 0.2 RON / share..]

DECISION NO. 2

In the presence of shareholders representing [●]% ([●] shares) of the share capital and [●]% ([●] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail (there are [●]% abstentions ([●] votes) and [●]% votes which were not expressed ([●] votes)):

[Approved]/ [Rejected]:

The authorisation of the Board of Directors to adopt any decision and perform any acts or deeds that would be necessary, useful or advisable for the implementation of the Share Capital Increase, including in connection with the following aspects:

- (i) confirmation of the final amount of the Share Capital Increase;
- (ii) ensuring the listing of the New Shares on the regulated market, amendment of the Articles of Association in order to reflect the new share capital of the Company following the completion of the Share Capital Increase;
- (iii) approving and executing any documents in relation to the Share Capital Increase, including any certificates, statement, registries, notifications, additional act and any other acts and documents that are necessary, in order to complete any formalities and authorization and / or execution any other actions that are necessary in order to give full effect to the Share Capital Increase; and
- (iv) representing the Company before any competent authorities and institutions (such as the Trade Registry Office, the Financial Supervisory Authority, the Bucharest Stock Exchange, the Central Depository, etc.) in order to register the Share Capital Increase.

DECISION NO. 3

In the presence of shareholders representing [●]% ([●] shares) of the share capital and [●]% ([●] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail (there are [●]% abstentions ([●] votes) and [●]% votes which were not expressed ([●] votes)):

[Approved]/ [Rejected]:

To establish a new class of shares with multiple votes in the share capital of the Company ("Class B"), each share of Class B being a registered and dematerialized share, having a nominal value equal to 0.2 RON / share and conferring 5 voting rights per share (the creation of this Class B of shares is performed in view of the conversion of shares referred at point 4 below, the shares in Class B will be thus held by the Founding Shareholders and will be subject to the provisions described at points 4 and 5 below) and the approval of the renaming of the current class of ordinary, registered and dematerialized shares from the share capital of the Company in "Class A".

DECISION NO. 3¹

In the presence of shareholders representing [●]% ([●] shares) of the share capital and [●]% ([●] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail (there are [●]% abstentions ([●] votes) and [●]% votes which were not expressed ([●] votes)):

[Approved]/ [Rejected]:

To establish a new class of shares with multiple votes in the share capital of the Company ("Class B"), each share of Class B being a registered and dematerialized share, having a nominal value equal to 0.2 RON / share and conferring 5 voting rights per share (the creation of this Class B of shares is performed in view of the conversion of shares referred at point 4¹ below, the shares in Class B will be thus held by the Founding Shareholders' Companies and will be subject to the provisions described at points 4¹ and 5¹ below) and the approval of the



renaming of the current class of ordinary, registered and dematerialized shares from the share capital of the Company in "Class A."

DECISION NO. 4

In the presence of shareholders representing [●]% ([●] shares) of the share capital and [●]% ([●] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail (there are [●]% abstentions ([●] votes) and [●]% votes which were not expressed ([●] votes)):

[Approved]/ [Rejected]:

Subject to the approval by the EGMS of item 3 of the above agenda, the conversion 22.74% of the ordinary shares issued in the share capital of the Company (by reference to the share capital of the Company, as increased following the issuance of New Shares, to the extent the EGMS approves the resolution at point 1 of the above agenda), in Class B shares, as follows:

- a number of ordinary, registered and dematerialized shares from the share capital of the Company (Class A), having a nominal value of RON 0.2 each, representing 11.37% from the share capital of the Company, owned by the shareholder Victor Căpitanu will be converted into Class B shares; and
- a number of ordinary, registered and dematerialized shares from the share capital of the Company (Class A), having a nominal value of RON 0.2 each, representing 11.37% from the share capital of the Company, owned by the shareholder Andrei-Liviu Diaconescu will be converted into Class B shares.

DECISION NO. 4¹

In the presence of shareholders representing [●]% ([●] shares) of the share capital and [●]% ([●] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail (there are [●]% abstentions ([●] votes) and [●]% votes which were not expressed ([●] votes)):

[Approved]/ [Rejected]:

Subject to the approval by the EGMS of item 3¹ of the above agenda, the approval of the conversion 22.74% of the ordinary shares issued in the share capital of the Company (as the case may be, by reference to the share capital of the Company, as increased following the issuance of New Shares, to the extent the EGMS approves the resolution at point 11 of the above agenda), in Class B shares, as follows:

- a number of ordinary, registered and dematerialized shares from the share capital of the Company (Class A), having a nominal value of RON 0.2 each, representing 11.37% from the share capital of the Company, owned by Vinci VER Holding S.R.L. will be converted into Class B shares; and
- a number of ordinary, registered and dematerialized shares from the share capital of the Company (Class A), having a nominal value of RON 0.2 each, representing 11.37% from the share capital of the Company, owned by OA Liviu Holding Invest S.R.L. will be converted into Class B shares.

DECISION NO. 5

In the presence of shareholders representing [●]% ([●] shares) of the share capital and [●]% ([●] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail (there are [●]% abstentions ([●] votes) and [●]% votes which were not expressed ([●] votes)):

[Approved]/ [Rejected]:

Subject to the approval by the EGMS of items 3 and 4 of the above agenda, approval to amend of the Articles of Incorporation, as follows:

5.1 The current article 4.2 shall be amended as follows:

"4.2 The shares issued by the Company are registered, issued in dematerialized form by registration in:

- the register of Class A shareholders of the Company, kept by Depozitarul Central S.A., in case of Class A shares, which are ordinary and freely transferable; and*
- the register of Class B shareholders of the Company, kept by the Board of Directors of the Company, in case of Class B shares, which are transferred in accordance with the provisions of these Articles of Incorporation."*

5.2 The current article 4.3 will be amended and will have the following content:

"4.3 Each share:

- of Class B, issued by the Company, and held by a shareholder (other than the Company), confers five (5) voting rights at shareholders' meetings; and*
- of Class A, issued by the Company, and held by a shareholder (other than the Company), confers one (1) voting right in the shareholders' meetings,*

unless certain voting rights of the shares are suspended in accordance with the applicable law. If at a certain general meeting there are suspended voting rights, the suspended voting rights shall not be taken into account when determining the quorum of attendance and the majority required for the adoption of decisions."

5.3 Article 4.7 will be amended and will have the following content:

"4.7 The Class A Shares of the Company are admitted to trading on the regulated market, the Main segment, the Premium category of the Bucharest Stock Exchange S.A. ("BVB")."

5.4 Article 4.8 will be amended and will have the following content:

"4.8 The ownership right over the Class A shares of the Company will be transferred, after the admission to trading of the Class A shares, in accordance with the regulations of the capital market. The ownership right over the Class B shares of the Company will be transferred in accordance with the provisions of art. 4.9 herein."

5.5 A new paragraph shall be added to the current Article 6.1, which shall read as follows:

"6.1 (2) The owners of each Share Class meet in special meetings, in which they will discuss issues related to the interests of the shareholders of the respective Class, the decisions being adopted under the conditions provided for the extraordinary general meetings of the Company. Any owner of shares in that



Class may attend such meetings. Any reference to the "GMS" or to the "general meeting of shareholders" in this Articles of Incorporation shall apply, mutatis mutandis, to special meetings. "

5.6 The content of the current letter (g) of Article 6.3 shall be amended to read as follows:

"6.3 (g) conversion/ acknowledgement of conversion of shares from one Class / category to another."

5.7 Introducing a new article 4.9, as follows:

"The Class B shares are freely transferable to and between the Founding Shareholders and the Affiliates of the Founding Shareholders, a transfer which may be concluded in any way, such as, but not limited to, sale, donation, contribution to the share capital of a company, for valuable consideration or free of charge. The transfer in accordance with this paragraph is made through the statement made in the register of Class B shareholders, signed by the seller and the purchaser or their proxies. If the respective seller and purchaser agree, the assignment of the Class B shares may be made exclusively under the shares sale-purchase agreement concluded between the seller and the purchaser, in which case the transfer will be recorded in the register of Class B shareholders only for the purpose of opposability and not for the validity of the transfer. This registration may be made by the director, without the signature of the seller and the purchaser being required.

*Upon a transfer of Class B shares to any person who is not a Founding Shareholder or an Affiliate of a Founding Shareholder ("**Non-Affiliate Transferee**"), such Class B shares will be automatically converted into Class A shares. Any person who was an Affiliate of a Founding Shareholder on the date of the transfer and then ceases to be an Affiliate of a Founding Shareholder shall also be deemed to be a Non-Affiliate Transferee upon losing such affiliation and any Class B shares owned by he/she/it will be automatically converted into Class A shares on the date it ceases to be an Affiliate of a Founding Shareholder. The Board of Directors will acknowledge such conversion and convene the EGMS of the Company to acknowledge the conversion of the respective shares. For the avoidance of any doubt, the Non-Affiliate Transferee will be conflicted from voting upon any EGMS resolution with regards to the conversion of the relevant shares from Class B to Class A.*

*For the purposes of this article, the term "**Affiliate**" shall mean, with respect to any person, any other person that, directly or indirectly, alone or through one or more intermediaries, controls, is controlled by, or is under common control with that person; in relation to an individual, the affiliate shall also include the spouse, the ascendants and the descendants of 1st degree of kin, as well as the legal entities controlled by such persons; furthermore, Mr. Victor Căpitanu, as well as any of his Affiliates, will act as Affiliates of Mr. Andrei-Liviu Diaconescu and any of his Affiliates, and Mr. Andrei-Liviu Diaconescu, as well as any of his Affiliates, will act as Affiliates of Mr. Victor Căpitanu, as well as any of his Affiliates."*

DECISION NO. 5¹

In the presence of shareholders representing [●]% ([●] shares) of the share capital and [●]% ([●] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail (there are [●]% abstentions ([●] votes) and [●]% votes which were not expressed ([●] votes)):

[Approved]/ [Rejected]:

Subject to the approval by the EGMS of items 3¹ and 4¹ of the above agenda, approval to amend the Articles of Incorporation, as follows:

- 5.1¹ The current article 4.2 shall be amended as follows
“4.2 The shares issued by the Company are registered, issued in dematerialized form by registration in:
- the register of Class A shareholders of the Company, kept by Depozitarul Central S.A., in case of Class A shares, which are ordinary and freely transferable; and
 - the register of Class B shareholders of the Company, kept by the Board of Directors of the Company, in case of Class B shares, which are transferred in accordance with the provisions of these Articles of Incorporation.”
- 5.2¹ The current article 4.3 will be amended and will have the following content:
“4.3 Each share:
- of Class A, issued by the Company, and held by a shareholder (other than the Company), confers one (1) voting right in the shareholders' meetings; and
 - of Class B, issued by the Company, and held by a shareholder (other than the Company), confers five (5) voting rights at shareholders' meetings,
- unless certain voting rights of the shares are suspended in accordance with the applicable law. If at a certain general meeting there are suspended voting rights, the suspended voting rights shall not be taken into account when determining the quorum of attendance and the majority required for the adoption of decisions.”
- 5.3¹ Article 4.7 will be amended and will have the following content:
“4.7 The Class A Shares of the Company are admitted to trading on the regulated market, the Main segment, the Premium category of the Bucharest Stock Exchange S.A. (“BVB”).”
- 5.4¹ Article 4.8 will be amended and will have the following content:
“4.8 The ownership right over the Class A shares of the Company will be transferred, after the admission to trading of the Class A shares, in accordance with the regulations of the capital market. The ownership right over the Class B shares of the Company will be transferred in accordance with the provisions of art. 4.9 of these Articles of Incorporation.”
- 5.5¹ A new paragraph shall be added to the current Article 6.1, which shall read as follows:
“6.1 (2) The owners of each Share Class meet in special meetings, in which they will discuss issues related to the interests of the shareholders of the respective Class, the decisions being adopted under the conditions provided for the extraordinary general meetings of the Company. Any owner of shares in that Class may attend such meetings. Any reference to the “GMS” or to the “general meeting of shareholders” in this Articles of Incorporation shall apply, mutatis mutandis, to special meetings.”
- 5.6¹ The content of the current letter (g) of Article 6.3 shall be amended to read as follows:
“6.3 (g) conversion/ acknowledgement of conversion of shares from one Class / category to another.”
- 5.7¹ Introducing a new article 4.9, as follows:
“(1) The Class B shares are freely transferable to and between Mr. Victor Căpitanu and Mr. Andrei-Liviu Diaconescu, as the Company's founders (the “**Founding Shareholders**”) and the Affiliates of the Founding Shareholders, including, but without limitation, Vinci VER Holding S.R.L. (the sole shareholder of this company being Mr. Victor Căpitanu) and OA Liviu Holding Invest S.R.L. (the sole shareholder of this company being Mr. Andrei-Liviu Diaconescu) (the “**Founding Shareholders' Companies**”) a transfer which may be concluded in any way, such as, but not limited to, sale, donation, contribution to the share capital of a company, for valuable consideration or free of charge. The transfer in accordance with this paragraph is made through the statement made in the register of Class B shareholders, signed by the seller and the purchaser or their proxies. If the respective seller and purchaser agree, the assignment of the Class B shares may be made exclusively under the shares sale-purchase agreement concluded



between the seller and the purchaser, in which case the transfer will be recorded in the register of Class B shareholders only for the purpose of opposability and not for the validity of the transfer. This registration may be made by the Board of Directors, without the signature of the seller and the purchaser being required.

(2) Upon a transfer of Class B shares to any person who is not a Founding Shareholder or an Affiliate of a Founding Shareholder ("**Non-Affiliate Transferee**"), such Class B shares will be automatically converted into Class A shares. Any person who was an Affiliate of a Founding Shareholder on the date of the transfer and then ceases to be an Affiliate of a Founding Shareholder shall also be deemed to be a Non-Affiliate Transferee upon losing such affiliation and any Class B shares owned by he/she/it will be automatically converted into Class A shares on the date it ceases to be an Affiliate of a Founding Shareholder. The Board of Directors will acknowledge such conversion and convene the EGMS of the Company to acknowledge the conversion of the respective shares. For the avoidance of any doubt, the Non-Affiliate Transferee will be conflicted from voting upon any EGMS resolution with regards to the conversion of the relevant shares from Class B to Class A.

(3) For the purposes of this article, the term "**Affiliate**" shall mean, with respect to any person, any other person that, directly or indirectly, alone or through one or more intermediaries, controls, is controlled by, or is under common control with that person; the affiliate shall also include the spouse, the ascendants and the descendants of 1st degree of kin, as well as the legal entities controlled by such persons; furthermore, Mr. Victor Căpitanu, as well as any of his Affiliates, will act as Affiliates of Mr. Andrei-Liviu Diaconescu and any of his Affiliates, and Mr. Andrei-Liviu Diaconescu, as well as any of his Affiliates, will act as Affiliates of Mr. Victor Căpitanu, as well as any of his Affiliates."

DECISION NO. 6

In the presence of shareholders representing [●]% ([●] shares) of the share capital and [●]% ([●] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail (there are [●]% abstentions ([●] votes) and [●]% votes which were not expressed ([●] votes)):

[Approved]/ [Rejected]:

The entry into force of the resolutions adopted pursuant to points 3 to 5 above (subject to their approval) from the date of admission of the registration by the relevant Trade Registry Office.

DECISION NO. 6¹

In the presence of shareholders representing [●]% ([●] shares) of the share capital and [●]% ([●] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail (there are [●]% abstentions ([●] votes) and [●]% votes which were not expressed ([●] votes)):

[Approved]/ [Rejected]:

The entry into force of the resolutions adopted pursuant to points 3¹ to 5¹ above (subject to their approval) from the date of admission of the registration by the relevant Trade Registry Office.



DECISION NO. 7

In the presence of shareholders representing [●]% ([●] shares) of the share capital and [●]% ([●] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail (there are [●]% abstentions ([●] votes) and [●]% votes which were not expressed ([●] votes)):

[Approved]/ [Rejected]:

The authorisation of the Board of Directors to adopt any decision and perform any acts or deeds that would be necessary, useful or advisable for the implementation of the of the resolutions to be adopted by the EGMS on items 3 to 6 above (subject to their approval), including in connection with the following aspects:

- (i) confirmation of the final number of Class B Shares in the share capital of the Company, following the conversion of Class A shares, respectively confirmation of the final structure of share capital of the Company;
- (ii) ensuring the amendment of the Articles of Association in order to reflect the new share capital structure of the Company, split into classes of shares;
- (iii) approving and executing any documents in relation to the resolutions to be adopted by the EGMS on items 3 and 4 above, including any certificates, statements, registries, notifications, additional act and any other acts and documents that are necessary, in order to complete any formalities and authorization and / or execution any other actions that are necessary in order to give full effect to the abovementioned resolutions; and
- (iv) representing the Company before any competent authorities and institutions (such as the Trade Registry Office, the Financial Supervisory Authority, the Bucharest Stock Exchange, the Central Depository, etc.) in order to register abovementioned resolutions.

DECISION NO. 7¹

In the presence of shareholders representing [●]% ([●] shares) of the share capital and [●]% ([●] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail (there are [●]% abstentions ([●] votes) and [●]% votes which were not expressed ([●] votes)):

[Approved]/ [Rejected]:

The authorisation of the Board of Directors to adopt any decision and perform any acts or deeds that would be necessary, useful or advisable for the implementation of the of the resolutions to be adopted by the EGMS on items 3¹ to 6¹ above (subject to their approval), including in connection with the following aspects:

- (i) confirmation of the final number of Class B Shares in the share capital of the Company, following the conversion of Class A shares, respectively confirmation of the final structure of share capital of the Company;
- (ii) ensuring the amendment of the Articles of Association in order to reflect the new share capital structure of the Company, split into classes of shares; for this purpose, but without any limitation, article 4.1 of the Articles of Incorporation will be amended to reflect the final structure, split into classes of shares, of the



Company's share capital, as well as the number of shares and the total nominal value of shares in each class, the share capital proportion represented by each class of shares, the currency of the subscriptions etc.;

- (iii) approving and executing any documents in relation to the resolutions to be adopted by the EGMS on items 3¹ to 6¹ above, including any certificates, statements, registries, notifications, additional act and any other acts and documents that are necessary, in order to complete any formalities and authorization and / or execution any other actions that are necessary in order to give full effect to the abovementioned resolutions; and
- (iv) representing the Company before any competent authorities and institutions (such as the Trade Registry Office, the Financial Supervisory Authority, the Bucharest Stock Exchange, the Central Depository, etc.) in order to register abovementioned resolutions.

DECISION NO. 8

In the presence of shareholders representing [●]% ([●] shares) of the share capital and [●]% ([●] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail (there are [●]% abstentions ([●] votes) and [●]% votes which were not expressed ([●] votes)):

[Approved]/ [Rejected]:

Setting the date of:

- 28 September 2021 as registration date, identifying the shareholders who will benefit from the effects of the resolutions adopted by the EGMS, in accordance with the provisions of art. 86 para. (1) of Law no. 24/2017
- 27 September 2021 as "ex-date", computed in accordance with the provisions of art. 2 (2) letter (l) of no. Regulation 5/2018
- 24 September 2021 – as the date of guaranteed participation, in accordance with the provisions of art. 2 para. (2) letter j) of Regulation no. 5/2018
- 5 October 2021 as payment date, computed in accordance with the provisions of art. 178 (2) of Regulation no. 5/2018

DECISION NO. 8¹

In the presence of shareholders representing [●]% ([●] shares) of the share capital and [●]% ([●] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail (there are [●]% abstentions ([●] votes) and [●]% votes which were not expressed ([●] votes)):

[Approved]/ [Rejected]:

Setting the date of:

- 17 December 2021 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. 86 para. (1) of Law no. 24/2017;



- 16 December 2021 as “ex-date”, computed in accordance with the provisions of art. 2 (2) letter (l) of no. Regulation 5/2018;
- 15 December 2021 – as the date of guaranteed participation, in accordance with the provisions of art. 2 para. (2) letter j) of Regulation no. 5/2018;
- 20 December 2021 as payment date, computed in accordance with the provisions of art. 178 (4) of Regulation no. 5/2018; and
- 27 December 2021 as payment date, computed in accordance with the provisions of art. 178 (1) of Regulation no. 5/2018, for the payment of the price for the settlement of the shares fractions resulting from the implementation of the specific algorithm of the Share Capital Increase.

DECISION NO. 9

In the presence of shareholders representing [●]% ([●] shares) of the share capital and [●]% ([●] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail, with the votes "against" of the shareholders representing [●]% ([●] votes) of the votes of the shareholders present, represented or who voted by mail (there are [●]% abstentions ([●] votes) and [●]% votes which were not expressed ([●] votes)):

[Approved]/ [Rejected]:

The authorisation of the executive members of the Board of Directors and/or of the Company’s Managers, 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 resolutions of the EGMS of the Company, the Articles of Association, to file, 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 EGMS.

This decision was drafted and signed in the name and on behalf of the shareholders, today [10]/[11].09.2021, in 2 original copies, by the chairman of the meeting, [●] and the secretary of the meeting, [●].

