



## NOMINATION POLICY OF ONE UNITED PROPERTIES S.A.

### 1. Overview

- 1.1. This nomination policy (the “**Nomination Policy**”) applies to the candidates for the position of member of the Board of Directors of One United Properties S.A., a company registered with the Bucharest Trade Registry under number J40/21705/2007, EUID ROONRC. J40/21705/2007, Sole Registration Code 22767862, with its headquarters in 20 Maxim Gorki, 1st District, Bucharest, Romania (hereinafter referred to as the “**Company**”).
- 1.2. This Nomination Policy has been developed in order to comply with the provisions of the Corporate Governance Code of the Bucharest Stock Exchange in force as of January 1, 2025, as well as to implement the best practices of corporate governance.
- 1.3. Following consultation with the Nomination and Remuneration Committee, upon the proposal of the shareholders or the members of the Board of Directors, the Ordinary General Meeting of Shareholders appoints the members of the Board of Directors.

### 2. Definitions

<b>Director</b>	the Person who holds the position of director of the Company, being a member of the Board of Directors;
<b>Board of Directors or Board</b>	means the governing body of the Company that coordinates the management activity of the Company, which has the duties established according to the Constitutive Act and the Companies Law;
<b>Capital Market Legislation</b>	means all laws, regulations, and other rules applicable to the Company, as a listed company, including but not limited to Law 24/2017, Regulation 5/2018, and MAR;
<b>Companies Law</b>	means Law no. 31/1990 on companies, republished, with subsequent amendments and completions;
<b>Articles of Association</b>	the articles of association of the Company, drawn up in accordance with the provisions of the Companies Law and the Capital Market Legislation;
<b>Executive Managers</b>	means those members of the Board of Directors to whom the management duties of the Company have been delegated, according to art. 143 of the Companies Law and who, in an executive capacity, are responsible for carrying out the daily



activities and executive management of the Company. When engaged in the activities of the Board of Directors, they have the same duties as other members of the Board of Directors, and these duties and responsibilities extend to the entire activity, not only to the part covered by their individual executive roles (when applicable). As members of the Board of Directors, they are directly accountable to the Shareholders;

**Executive Management**

means the Directors, including the General Director and the Financial Director;

**OGMS**

means the Ordinary General Meeting of Shareholders;

**Shareholder**

means the Person who holds shares issued by the Company, being registered as such in the Shareholders' Register;

### 3. Candidate Profile

- 3.1. When nominating candidates, independence, diversity (in terms of gender, age, experience, and skills), integrity, specific skills and experience, industry knowledge, the ability and availability to dedicate adequate time and effort to the responsibilities of the Board will be considered, so that, overall, they meet the strategic needs of the Company. Additionally, the Board will consider the provisions included in the Policy on the diversity of the Board of Directors and Executive Management, attached as Annex 1, within the nomination process.
- 3.2. Upon nomination by the Board of Directors, through the Nomination and Compensation Committee, the candidate will present at least the following skills:
  - ✓ Specific expertise in the field of activity: in-depth knowledge in the relevant field of activity. At least 4 directors will possess such expertise;
  - ✓ Business acumen: considerable commercial and professional experience, ensuring strategic judgment and a deep understanding of the Company's operations;
  - ✓ Expertise in accounting, audit, and risks: at least one Director will have knowledge of accounting and audit. Additionally, at least one Director will have thorough knowledge and experience in risk management and internal control, having the necessary capability to lead the Board of Directors' discussions on risks;
  - ✓ Understanding of the market in which the Company operates: a good understanding of the market in which the Company operates and its customers;
  - ✓ Individual qualification criteria for nominated candidates.
- 3.3. Each candidate nominated by the Board of Directors must also meet the following criteria:



- ✓ the candidate demonstrates a strong commitment to the Company's vision and strategic objectives;
- ✓ the candidate's professional background indicates that he/she has consistently adhered to the highest ethical standards, has conducted themselves appropriately, enjoys a good reputation, and has not committed any crime, fraud, or financial error;
- ✓ the candidate demonstrates the will, moral integrity, and intellectual capacity to challenge the actions of the Executive Management when necessary, while also acting constructively and in the spirit of trust and teamwork;
- ✓ the candidate has experience in leadership positions, demonstrating an understanding of the concept of good corporate governance and the specific duties of Directors;
- ✓ the candidate is over 35 years old.

3.4. The Nomination and Compensation Committee will evaluate whether the members of the Board can be considered independent based on the factors considered, examining whether there are business or other personal relationships that could significantly affect the independence and objectivity of the Board member and their ability to act in the interest of the Company, Shareholders, and stakeholders.

3.5. The Shareholders may present candidate proposals for appointment as a member of the Board of Directors within the term indicated in the OGMS convocation. In this regard, they will specify in the proposal information about the name, place of residence, and professional qualification of the proposed persons, accompanied by:

(i) a copy of the valid identity document of the Company's shareholder (in the case of individuals, identity card, passport, residence permit, and in the case of legal entities, identity card, passport, residence permit of the legal representative);

(ii) the curriculum vitae of the person proposed for the position of member of the Board of Directors;

(iii) in the case of proposing a candidate for the position of independent member, a self-declaration by the candidate regarding the fulfilment of all eligibility criteria;

(iv) the consent form and information note for the collection and processing of personal data, completed and signed by the candidate.

3.6. The Company will inform shareholders about the experience and CV of the candidates for the position of Board member, which they need to make an informed decision regarding the appointment or renewal of the Board members' mandate, including the following:



- the candidates' professional commitments and engagements, including executive and non-executive positions in companies, public authorities, non-profit organizations, and other organizations;
  - any existing or potential conflict of interest, including whether they have business, family, or other relationships that could affect their performance as a Board member; and
  - which shareholder or Board member proposed each candidate for the position of Board member.
- 3.7. Directors will be elected by the Ordinary General Meeting of Shareholders for a term regulated according to the Articles of Association, which can be successively renewed without a limit on the number of renewals.
- 3.8. The Directors will receive formal letters of appointment, brief and concise, reflecting their responsibilities, rights, and obligations.



## ANNEX 1

### **POLICY ON BOARD OF DIRECTORS AND EXECUTIVE MANAGEMENT DIVERSITY**

#### **1. Introduction**

The Board recognizes the importance of diversity within itself and the Executive Management to ensure effective and representative governance. Diversity in terms of gender, age, experience, skills, ethnicity, and socio-economic background contributes to a better understanding of the market, innovation, and informed decision-making. Diversity brings varied perspectives, which are essential for identifying opportunities and managing risks. Additionally, diversity within the Board and Executive Management can improve stakeholder relationships and increase trust in the organization. By promoting diversity, the Board can attract and retain diverse talents, which is crucial for the long-term success of the Company. Furthermore, diversity can contribute to creating a more inclusive and equitable work environment, where all members feel valued and respected.

#### **2. Objectives**

This policy aims to:

- Promote a culture of inclusion and respect within the Board and Executive Management by organizing training sessions. These sessions will include training on unconscious biases, cultural diversity, and the importance of inclusion in decision-making.
- Ensure balanced representation of genders, ages, experiences, skills, ethnicities, and socio-economic backgrounds. The Board will set specific objectives to achieve this balanced representation and will regularly monitor progress.
- Improve the performance and efficiency of the Board and Executive Management through diversity by implementing mentoring and professional development programs. These programs will include career development opportunities, access to professional networks, and support for developing leadership skills.

#### **3. Principles**

The Board commits to:

- Incorporate diversity as an essential criterion in the nomination and selection process by objectively evaluating skills. Nominations will include members with diverse perspectives and experiences to ensure a fair assessment of candidates.
- Ensure a transparent and fair recruitment process that offers equal opportunities to all candidates, regardless of gender, age, experience, skills, ethnicity, or socio-economic background. The Board will use recruitment practices that minimize biases and promote diversity, such as using structured interviews.





- Monitor and periodically evaluate diversity within the Board and Executive Management to identify and address any gaps, using specific performance indicators and detailed reports.

#### **4. Implementation**

To implement this policy, the Board may:

- Set clear and measurable diversity objectives, such as increasing the percentage of women and minorities in leadership positions. These objectives will be constantly reviewed to ensure progress and relevance.
- Ensure the training and awareness of Board and Executive Management members regarding the importance of diversity by organizing periodic workshops and seminars. These events will include case studies, interactive discussions, and feedback sessions to encourage continuous learning.
- Collaborate with organizations and networks that promote diversity to identify and attract diverse candidates by participating in events and career fairs that promote diversity.

#### **5. Monitoring**

The Board will monitor progress in achieving diversity objectives. Monitoring will consider:

- Detailed statistics on diversity within the Board and Executive Management, including distribution by gender, age, ethnicity, and socio-economic background. These statistics will be analyzed to identify trends and develop improvement strategies.
- Measures taken to promote diversity, such as recruitment initiatives and professional development programs. The report will detail the impact of these measures and include examples of best practices.
- Progress made in achieving the set objectives by comparing current data with initial objectives and identifying areas for improvement. The Board will establish action plans to address any identified gaps and ensure continuous progress.

#### **6. Review**

This policy will be periodically reviewed to ensure its relevance and effectiveness in promoting diversity within the Board and Executive Management. The reviews may include consultations with stakeholders, analyses of industry best practices, and evaluations of the policy's impact on organizational diversity. The Board will update the policy based on the results of these reviews to ensure it remains aligned with the Company's objectives and changes in the external environment.

*Approved by the Board of Directors on 23.12.2025*