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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 15 October 2025, 10:30 Romanian time (first convening) / 16 October 2025, 10:30 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 1,105,000,000 (“**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 and Ms. Alexandra Jianu as technical secretary of the EGMS, both of them having the identification data available at the Company's headquarters.   |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  | |
| 1. **Point 2 on the agenda, respectively:** |
| Approval of the ratification of the Decision of the Board of Directors of the Company no. 74 dated 08.08.2025 approving the establishment of a personal guarantee (in Romanian, *fideiusiune*) by the Company in favour of Banca Comercială Intesa Sanpaolo Romania S.A. to guarantee the additional amount of EUR 4,571,173, as well as the other payment obligations related thereto, the additional amount being contracted by One Cotroceni Park S.R.L., a limited liability company, from Banca Comercială Intesa Sanpaolo Romania S.A.   |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  | |
| 1. **Point 3 on the agenda, respectively:** |
| Approval of the authorization of the Board of Directors to repurchase shares of the Company by conducting one or more public purchase offers with payment in cash (“**Public Tender Offers**” and each of them, a “**Public Tender Offer**”), for the purpose of reducing the Company's share capital (the “**Public Tender Offer(s) Program**”), subject to the approval of item 4 on the agenda of the EGMS, under the following conditions:   * The aggregate value of the Public Tender Offer(s) Program shall be a maximum of RON 884,000,000; * The Public Tender Offer(s) Program shall be conducted at a minimum price of RON 25 per share and a maximum price of RON 40 per share; * The Public Tender Offer(s) Program will envisage the repurchase of a number of shares representing up to 20% of the Company’s share capital; * The Public Tender Offer(s) Program will be carried out for a maximum period of 18 months from the date of the EGMS resolution adopted in this regard; * The Public Tender Offer(s) Program will only cover fully paid shares; * The purchase price of the shares in the Public Offers will be set by the Board of Directors in line with the applicable legal provisions; * The Public Tender Offer(s) Program will be financed from own sources or by contracting bank financing at the level of the Company and/or at the level of its subsidiaries; * The approval of this item on the EGMS agenda and/or of any Public Offer will not constitute a guarantee that the Company will actually carry out the Public Offer, as the decision of the Board of Directors to launch the Public Offering depends on several factors (including market conditions, macroeconomic factors, the approval by the Romanian Financial Supervisory Authority of the public offering documentation and availability of the necessary financing sources).  |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  | |
| 1. **Point 4 on the agenda, respectively:** |
| Approval of the decrease of the Company's share capital pursuant to Art. 207 para. (1) letter c) of Law No. 31/1990 on companies, by cancellation of up to 22,100,000 treasury shares with a nominal value of RON 10 each, representing 20% of the Company’s share capital, being all the shares repurchased by the Company in accordance with the Public Tender Offer(s) carried out under the conditions set out under item 3 on the agenda of the Extraordinary General Meeting of Shareholders (“**Share Capital Decrease**”).  The Share Capital Decrease will take effect after all of the following conditions have been met:   1. after the results of the share buyback program carried out under the conditions set out in item 4 on the agenda of the EGMS have been determined, the Extraordinary General Meeting of the Company shall approve the exact amount by which the Company's share capital will be decreased and the new value of the Company's share capital after the decrease and the corresponding amendment to the Articles of Association; 2. the resolution of the Extraordinary General Meeting of the Company adopted in accordance with point a) above shall be published in the Official Gazette of Romania, Part IV, for a period of at least two months; and 3. the decision of the Extraordinary General Meeting of the Company adopted in accordance with point a) above is registered with the Trade Registry Office attached to the Bucharest Tribunal.  |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  | |
| 1. **Point 5 on the agenda, respectively:** |
| Approval of the Board of Directors' power to issue any decision and perform all legal acts and actions necessary, useful, and/or appropriate for the implementation of the decisions to be adopted in accordance with items 3 and 4 on the agenda, including with regard to the following aspects:   * establishing the structure and timing of the Public Offers, establishing and approving the purchase price in the Public Offers (in accordance with market conditions, as well as approving the other final terms and conditions of the Public Offers), selecting intermediaries for the Public Offers, ensuring the drafting and publication of any offer document or announcement, as well as negotiating, approving, and signing any documents related to the Public Offers, as applicable, negotiating and signing any contracts with intermediaries and consultants, performing any legal acts and deeds necessary, useful, or appropriate in connection with the above; * to approve any contracts relating to Public Offers or any other arrangements, commitments, offer documents, any agency or consulting contracts, certificates, statements, registers, notifications, addenda, and any other necessary acts and documents, to perform any formalities, and to authorize and/or perform any other actions necessary to give full effect to the resolutions to be adopted in accordance with items 3 and 4 on the agenda; * to empower representatives of the Company to sign any such documents, perform any such formalities, and perform any such actions; and * to represent the Company before any competent authorities and institutions (such as the Trade Register Office, the Financial Supervisory Authority, the Bucharest Stock Exchange, Depozitarul Central S.A.) in connection with the resolutions to be adopted in accordance with items 3 and 4 on the EGMS agenda.  |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  | |
| 1. **Point 6 on the agenda, respectively:** |
| Approval of setting the date of:   * 4 November 2025 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. 87 para. (1) of Law no. 24/2017; and * 3 November 2025 as “ex-date”, computed in accordance with the provisions of art. 2 para. (2) letter (l) of Regulation no. 5/2018.   As they are not applicable to this EGMS, the shareholders will not decide on the other aspects set out in art. 176 para. (1) of Regulation no. 5/2018 such as the payment date or the date of guaranteed participation.   |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  | |
| 1. **Point 7 on the agenda, respectively:** |
| Approval of the authorisation of the executive members of the Board of Directors, 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, to fulfil any necessary formalities before the Trade Registry Office, as well as before 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 10 October 2025. |
| Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  Signature: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |