



**STOCK OPTIONS PLANS DATED [29] APRIL 2026 FOR THE BENEFIT OF THE EXECUTIVE MEMBERS OF THE BOARD OF DIRECTORS (THE “SOP”) OF ONE UNITED PROPERTIES S.A.**

Bucharest, 20 Maxim Gorki Street, District 1, J2007021705402, Sole Registration Code 22767862, EUID: ROONRC. J2007021705402, subscribed and fully paid-in share capital: RON 1,105,000,000

Approval of the implementation of a program for shares allotment (the “**Stock Option Plan**”) to the executive members of the Board of Directors, Victor Capitanu and Andrei-Liviu Diaconescu (the “**Participants**”), under the following terms:

1. The grant date (“**Grant Date**”) as regards the options for share acquisition in the Company’s share capital (the “**Options**”) granted to the Participants shall be the adoption date of the program for shares allotment (the “stock option plan”);
2. No amount shall be paid by a Participant for granting and/or exercising an Option;
3. In the event the Options are exercised, new shares will be issued and allotted by the Company;
4. Performance Conditions:
  - o Continuity Condition: holding the capacity of executive member of the Board of Directors/ manager of the Company on the Performance Measurement Date (according to the definition below); and
  - o Basic Performance Conditions: the Company’s price per share reaching the following thresholds, according to the algorithm below:

Crt. no.	Evaluated year	Basic Performance Conditions	
		Target Market Value/Share*	Percentage of growth (%)
1	2026	34.17 RON	14.8691
2	2027	39.26 RON	31.9507
3	2028	45.09 RON	51.5715
4	2029	51.80 RON	74.1103
5	2030	59.50 RON	100.0000

**Reference value, calculated on 31.12.2025:** RON 29.75 / share, each share having a nominal value of 10 RON and a total nominal value of RON 1,105,000,000



\*The price/share is calculated as a weighted average with the traded volume applied to the average daily prices in the period 01.10 – 31.12 in the year under review.

- o Additional Performance Conditions: reaching a market value per share of the Company at the end of the SOP application period according to the algorithm below:

Cr t. no.	Evaluate d period	Additional Level 1 Conditions			Additional Level 2 Conditions			Additional Level 3 Conditions		
		Target Market Value/Share*	CAGR (%)**	Percentage of growth (%)	Target Market Value/Share*	CAGR (%)**	Percentage of growth (%)	Target Market Value/Share*	CAGR (%)**	Percentag e of growth (%)
1	2026 - 2030	65.23	17	119.2448	70.99	19	138.6354	77.16	21	159.3742

\*The price/share is calculated as a weighted average with the traded volume applied to the average daily prices in the period 01.10 – 31.12 in the period under review.

\*\* The compounded annual rate of growth that converts the initial value into the final value over a certain number of years, assuming that the growth capitalizes each year.

- The fulfillment of the Performance Conditions shall be assessed by the non-executive members of the Company’s Remuneration Committee, taking into consideration the weighted average with the volume traded applied to the average daily prices in the period 01.10 – 31.12 (i) in the case of the Basic Performance Conditions, in the year evaluated, respectively (ii) in the case of the Additional Performance Conditions, in 2030, as reflected on the website of the Bucharest Stock Exchange.

The verification of the fulfillment of the Performance Conditions and the determination of the number of Options granted will take place after the appropriate adjustments generated by corporate events that affect the capitalization of the Company or the value of a share have been made, including, but not limited to:

- The granting of dividends paid during the year under review, which will be reflected by the addition of their gross value;
- Corporate events that result in the decrease of share capital, by cancelling shares, by decreasing the number of shares or by decreasing the nominal value of a share, which will be reflected by adding the value by which the share capital has been decreased;
- Corporate events that result in the increase of the share capital by cash contribution or by incorporation of reserves, share premiums or benefits, implemented by increasing the number of shares or increasing the nominal value of a share, which will be reflected by the decrease in the value by which the share capital has been increased;
- Corporate events that, without resulting in a change in the value of the share capital, cause the nominal value of the shares to decrease (split) or the nominal value of the shares to increase (consolidation).

- The fulfillment of the Basic Performance Conditions shall be assessed by the non-executive members of the Company’s Remuneration Committee no later than 31 March of the following year



for which the confirmation of reaching the target value of the price per share shall be given (“**Basic Performance Conditions Measurement Date**”).

7. The fulfillment of the Additional Performance Conditions, including the degree of fulfillment, will be assessed by the non-executive members of the Company's Remuneration Committee no later than March 31, 2031 (the “**Additional Performance Conditions Measurement Date**” and any of the Additional Performance Conditions Measurement Date and the Basic Performance Conditions Measurement Date hereinafter referred to as the “**Performance Measurement Date**”).
8. After the Performance Measurement Date, the Participants shall be notified with respect to the fulfillment or non-fulfillment of the Performance Conditions, as well as, in the case of the Additional Performance Conditions, the degree of their fulfillment (i.e., whether the Basic Performance Conditions, Additional Level 1 Conditions, Additional Level 2 Conditions or Additional Level 3 Conditions have been met), as well as the number of Options they are entitled to exercise;
9. If the Participants fulfilled the Performance Conditions, they may exercise their Options according to the schedule below:

Crt. no.	Evaluated period	Normal entitlement date
In case of fulfillment of the Continuity Condition and the Basic Performance Conditions:		
1	2026	Starting with the first anniversary from the Grant Date
2	2027	From the date on which the notification of the fulfillment of the performance conditions for the year assessed was received
3	2028	From the date on which the notification of the fulfillment of the performance conditions for the year assessed was received
4	2029	From the date on which the notification of the fulfillment of the performance conditions for the year assessed was received
5	2030	From the date on which the notification of the fulfillment of the performance conditions for the year assessed was received
In case of fulfillment of the Condition of Continuity and Additional Performance Conditions:		
6.	2026 - 2030	From the date on which the notification of the fulfillment of the performance conditions for the period assessed was received

10. The number of Options granted, respectively the number of shares to be transferred to each Participant based on the SOP for each assessed year for which the Performance Conditions were fulfilled shall be equal to:

Crt. no.	Evaluated year	No. of shares (total)	No. of shares per Participant
In case of meeting the Basic Performance Conditions:			



1	2026	1.105.000	552.500
2	2027	1.105.000	552.500
3	2028	1.105.000	552.500
4	2029	1.105.000	552.500
5	2030	1.105.000	552.500
<b>Total:</b>		<b>5.525.000</b>	<b>2.762.500</b>

Crt. no.		No. of shares (total)	No. of shares per Participant
In case of fulfillment of the Additional Performance Conditions for the period 2026 - 2030*:			
1	Additional Level 1 Conditions	1.105.000	552.500
2	Additional Level 2 Conditions	2.210.000	1.105.000
3	Additional Level 3 Conditions	3.315.000	1.657.500
<b>Number of shares reference 31.12.2025: 110,500,000 shares, each with a nominal value of 10 RON</b>			
*The shares that can be acquired in case of fulfillment of the Additional Performance Conditions will be cumulated with the shares related to the fulfillment of the Basic Performance Conditions.			

11. If on a Basic Performance Conditions Measurement Date it is assessed that the Basic Performance Conditions are fulfilled in advance with respect to the price per Company share according to the algorithm under item 4 above, the Participants shall be entitled to exercise all their Options in relation to which the Basic Performance Conditions were fulfilled with respect to the price per Company share according to the algorithm under item 4 above, such exercise representing an exception from the provisions of items 8 and 9 above.
12. If a Participant dies before any normal vesting date, the Options shall become exercisable for a number of shares equal to one that the Participant could have acquired if the Option had been exercised immediately before the death. The Options shall lapse immediately in relation to the number of shares for which Options did not become exercisable in accordance with the provisions of this item.
13. If a Participant dies, the personal representatives may exercise the Options in accordance with the provisions of item 12 above, over a number of shares, during the period ending 12 months after the receipt of the notice from the Company informing them of such right, which shall occur within 30 days after the date of such death. If the Options are not exercised, they will lapse at the end of that period.



14. The provisions of item 12 above also apply if a Participant ceases to hold the position of executive member of the Board of Directors/ manager of the Company before a normal vesting date due to any of the following reasons: (i) injury, (ii) ill health, or (iii) disability, the remainder of the Options may be exercised during the 90-day period beginning on the normal vesting date. If the Options are not exercised, they will lapse at the end of that period.
15. In the event of the unilateral termination by the Company of the mandate agreement or the untimely or unjustified revocation by the Company of the executive director/manager mandate of any Participant occurring within a period of less than 12 months following the date of a change of control over the Company, the Basic Performance Conditions related to the entire duration of the SOP shall be deemed fulfilled, and the Participant shall have the right to exercise all Options related to the Basic Performance Conditions within 90 days from the date of such termination or revocation, and the Company shall be obligated to recognize such exercise and to transfer the shares related to the relevant Options in accordance with this SOP.
16. If a Participant (i) gives notice of termination of its mandate agreement (due to reasons which cannot be imputed to the Company); or (ii) receives notice of termination of its mandate agreement or ceases to hold the position of executive member of the Board of Directors/ manager of the Company, in both cases, as a result of a proven breach of its obligations towards the Company, the Options will be deemed lapsed on the date the Participant is no longer an executive member of the Board of Directors/ manager of the Company or gives or receives notice of termination of employment or of office.
17. The approval of the general meeting of shareholders will be requested to authorize, for a duration of 3 years, the Board of Directors, to issue new shares with the disapplication of preference rights, to the extent the Performance Conditions are deemed to be fulfilled under the terms and conditions of this stock option plan.
18. If on a Basic Performance Conditions Measurement Date (until 31 March 2030, including) it is ascertained that the Basic Performance Conditions are not fulfilled with respect to the price per Company share according to the algorithm under item 4 above, the related Options may not be exercised, but will remain valid until the last Basic Performance Conditions Measurement Date according to the allotment program (31 March 2031, including). Thus, if such performance conditions are fulfilled until the last Performance Measurement Date according to the allotment program (until 31 March 2031, including), the Options referred to above shall become exercisable by the Participants.
19. Upon the exercise of the Options, the Company and the Participant shall conclude a transfer agreement. The share transfer based on the exercised options shall occur upon completion of the share capital increase commenced by the Company for the purposes of transferring the shares to the Participants; in this last case, the Company shall have the obligation to promptly commence the share capital increase, after receipt of the notice on the exercise of the Options from the Participants.