

UNIREA SHOPPING CENTER S.A.

Bucharest, District 3, 1 Piața Unirii, 5th floor, Postal code 030119
Registered with the Trade Register under number J 40/7875/1991
Tax Number 328521 - Tax attribute RO
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**CONVENING NOTICE
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF
UNIREA SHOPPING CENTER SA**

The Board of Directors of **UNIREA SHOPPING CENTER SA**, headquartered in Bucharest, 1 Piața Unirii, 5th floor, postal code 030119, District 3, registered with the Trade Register under number J40/7875/1991, holder of the Tax Number 328521, having the European Unique Identifier (EUID) ROONRC.J40/7875/1991 and a subscribed and paid-up share capital of RON 6,873,475.00, gathered in the meeting of October 19th 2020, duly represented by Mr. Bogdan-Alexander Adamescu - as Chairman of the Board of Directors and Managing Director (hereinafter referred to as the “**Company**”),

pursuant to the provisions of article 113 and article 117 of Law number 31/1990 on companies, republished, of Law number 297/2004 on capital market, of Law number 24/2017 on issuers of financial instruments and market operations, of the Regulation of the Financial Supervisory Authority number 5/2018 on issuers of financial instruments and market operations and of article 15 and article 17 of the updated Articles of Incorporation of the Company,

hereby convenes the Extraordinary General Meeting of Shareholders of the Company for the date of November 26th 2020, at 11.00 a.m. at the headquarters in Bucharest, 1 Piața Unirii, 5th floor, District 3.

In case the legal and statutory requirements of quorum and vote are not met, the Extraordinary General Meeting of Shareholders is convened a second time with the same agenda, for the date of November 27th 2020, at the same place, the same time and the same reference date set out below.

All shareholders of the Company registered in the Register of Shareholders kept by Depozitarul Central SA as at the end of November 13th 2020, which is set as a reference date, have the right to participate in and vote at the Extraordinary General Meeting of Shareholders, according to the law.

The agenda of the Extraordinary General Meeting of Shareholders will include the following items:

1) Approval of the amendment of article 22.5 of the Articles of Incorporation of the Company, which will read as follows:

“The managing director may delegate part of the duties or the right to sign to employees of the company or to any other third party of the company, by decision. In that case, the decision will expressly state the limits of representation.”

2) Approval of the implementation of a Programme for the Repurchase of Shares (“Programme”) by the Company, in compliance with the applicable legal provisions and in line with the following main characteristics:

(i) Purpose of the Programme: the Company will repurchase shares under the Programme in order to reduce the value of its share capital;

(ii) The maximum number of shares that can be repurchased: at most 250,000 shares, with a nominal value of RON 2.5, representing 9.09% of the share capital;

(iii) Minimum price per share: RON 20;

(iv) Maximum price per share: RON 120;

(v) Duration of the Programme: maximum of 12 months from the date of publication of the decision in the Official Gazette of Romania, part IV;

(vi) The payment for the shares acquired under the Programme will be made from the sources provided by law.

(vii) Intended purpose of the programme - reduction of the share capital by cancelling the repurchased shares.

In addition to the main characteristics, the Programme will include other requirements imposed by law which are not listed above. The purchase of shares under the Programme will be performed by carrying out all market operations permitted by law, which may include takeover bids initiated by the Company, in compliance with the legal provisions. In order to implement the Programme, the Board of Directors will be authorised to take all the necessary measures and carry out all the required formalities, in compliance with the aforementioned requirements.

3) Approval of the date of December 16th 2020 as the Registration Date for the identification of the shareholders impacted by the decision of the Extraordinary General Meeting of Shareholders, according to article 2, letter f) of the FSA Regulation number 5/2018 and article 86 of Law number 24/2017, and the setting of the date of December 15th 2020 as Ex-date, according to article 2, letter l) of the FSA Regulation number 5/2018.

4) Approval of the authorisation of Mr. Antonescu Bogdan to: (i) sign all documents necessary for the implementation of the decisions adopted by this Extraordinary General Meeting of Shareholders, including the updated Articles of Incorporation of the Company and (ii) carry out all the formalities required by law to submit and register this decision with the Register Trade, as well as to have it published in the Official Gazette, according to the law.

Shareholders representing individually or jointly more than 5% of the share capital of the Company have the right, under the law: (i) to introduce new items on the agenda, being necessary that each item has a justification or a draft decision proposed for adoption and (ii) to present draft decisions for the items included or proposed to be included on the agenda, within a maximum of 15 days from the date of publication of the convening notice.

Any interested shareholder has the right to ask the Board of Directors of the Company questions regarding the items on the agenda within a maximum of 15 days from the date of publication of the convening notice. The Company has the obligation to answer the questions asked by the shareholder, in accordance with the applicable legal provisions. According to the law, the Company may formulate general answers for questions with the same content, and questions will be considered as having been answered if the relevant information is available on the Company's website, in letters, in the form question-answer.

Requests or proposals to complete the agenda and to present the draft decisions for the items included or proposed to be included on the agenda, formulated in accordance with article 117¹ of Law number 31/1990 and Regulation number 5/2018, will be sent and registered at the Company's headquarters by electronic means, accompanied by an extended electronic signature, or by any form of courier service, with acknowledgment of receipt until November 9th 2020, at 11.00 a.m., in original, signed and, as the case may be, stamped by the shareholders or their legal representatives. The shareholders, regardless of the method of choice for sending, have the obligation to clearly state in capital letters: "*FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF NOVEMBER 26TH 2020*" ("*PENTRU ADUNAREA GENERALĂ EXTRAORDINARĂ A ACŢIONARILOR DIN DATA DE 26.11.2020*").

For identification purposes, the shareholders who make proposals for completing the agenda, will attach documents proving their identity (identity card for natural persons and identity card of the legal representatives for legal persons, accompanied by proof of their capacity of legal representatives, and certificates issued by the Trade Register, submitted in original or true copy of the original, or any other document, in original or true copy of the original, issued by a competent authority of the state where the shareholder is legally registered, attesting to the capacity of legal representatives) and statements of account showing the capacity of shareholder and the number of shares held as at the date of the request, issued by Depozitarul Central. The documents attesting to the capacity of legal representative of the legal person shareholder will be issued no later than 3 months before the date of publication of the convening notice of the general meeting of shareholders. The documents attesting to the capacity of legal representative drawn up in a foreign language, other than English, will be accompanied by a translation by a certified translator, into Romanian or English.

The same documents will be submitted by the shareholders who ask questions to the Board of Directors.

The documents attached to the request sent by any form of courier service will be certified as true copies of the original by the signatories of the requests, whereas for those sent in electronic format, the holders of the extended electronic signature (shareholder or legal representative) will send a declaration on own responsibility that the documents sent are true copies of the original.

The Company's shareholders may participate in person or may be represented at the Extraordinary General Meeting of Shareholders either by their legal representatives or by other representatives to whom a special or general power of attorney has been given, under article 92 of Law number 24/2017 and article 183 and following of Regulation number 5/2018, or can vote by correspondence.

The forms of the special powers of attorney and of the vote by correspondence ballot papers will be available at the Company's headquarters and on the website, namely www.unireashop.ro, starting with October 26th 2020, every business day between 12.00 a.m. and 04.00 p.m. at the Company's secretariat, telephone 021 30 30 307 or may be requested at the email address office@unireashop.ro.

The shareholders will complete and sign the special powers of attorney in three original counterparts: one for the shareholder, one for the representative and one for the company. The counterpart for the company, completed and signed, will be submitted in person or sent:

- by any form of courier service - the special power of attorney form in original, together with the accompanying documents at the company's headquarters so that it can be registered with the company no later than November 24th 2020, at 11.00 a.m., subject to the sanction of losing the right to vote.
- by email - with extended electronic signature incorporated according to Law number 455/2001 on the electronic signature at the address office@unireashop.ro, no later than November 24th 2020, at 11.00 a.m., subject to the sanction of losing the right to vote.

The Company will accept a general power of attorney for participating and voting in the general meeting of shareholders, given by a shareholder, as a customer, to an intermediary defined according to article 2, paragraph (1), point 20 of Law number 24/2017 or a lawyer, without requesting other additional documents regarding the shareholder concerned, if the general power of attorney complies with the provisions of article 205 of the FSA Regulation number 5/2018, is signed by the shareholder concerned and is accompanied by a declaration on own responsibility given by the legal representative of the intermediary or by the lawyer who received the power of representation by means of the general power of attorney, showing that:

(i) the power of attorney is given by that shareholder, as a customer, to the intermediary or, as the case may be, to the lawyer;

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

The declaration given by the legal representative of the intermediary or by the lawyer who received the power of representation by means of the general power of attorney must be submitted to the company in original, signed and, as the case may be, stamped, together with the general power of attorney, no later than 48 hours before the general meeting of shareholders (November 24th 2020, at 11.00 a.m.), in the case of the first use.

Shareholders may give a general power of attorney valid for a period not exceeding three years, allowing the appointed representative to vote on all matters under discussion at the general meeting of shareholders of the company, provided that the general power of attorney is granted by the shareholder, as a customer to an intermediary defined according to article 2, paragraph (1), point 20 of Law number 24/2017 or to a lawyer.

The shareholders may not be represented at the general meeting of shareholders, on the basis of a general power of attorney, by a person who is in a situation of conflict of interest, in accordance with the provisions of article 92, paragraph (15) of Law number 24/2017.

The attorney-at-law may not be replaced by another person unless such right has been expressly granted to him by the shareholder by means of the power of attorney. Where the

attorney-at-law is a legal person, the same may carry out the mandate received by any person who is part of its administrative or management body or among its employees. If the participating natural person is the legal representative, he will prove his capacity by means of the same documents required in the case of requests for completing the agenda or asking questions. If the mandate is carried out by another person who is part of the administrative or management body or among the employees of the legal person, the aforementioned documents will be accompanied by a power of attorney, in original, signed by the legal representative, designating the person who will participate in the general meeting, mentioning the capacity/position held within the legal person designated by the shareholder as representative.

The general powers of attorney will be submitted to the company 48 hours before the general meeting (no later than November 24th 2020, at 11.00 am), in copy, including the mention that they are true copies of the original, bearing the signature of the representative.

The documents and informative materials relating to the issues/matters included on the agenda and all the documents necessary for the works of the Extraordinary General Meeting of Shareholders may be obtained, upon request, every business day between 12.00 a.m. and 04.00 p.m., from the Company's secretariat, telephone 021 30 30 307, by fax or mail, or may be accessed directly on the Company's website, namely www.unireashop.ro, starting from October 26th 2020.

The vote by power of attorney procedure and its applicable rules are:

i. Access and/or voting by correspondence by shareholders entitled to participate in the Extraordinary General Meeting of Shareholders is permitted by simple proof of their identity provided, in the case of natural person shareholders, by means of the identity document or, in the case of legal persons, by document of the legal representative, and in the case of legal entities and represented natural persons respectively, by means of the powers of attorney given to the person representing them, in compliance with the applicable legal provisions.

ii. Each shareholder registered as at the Reference Date has the right to appoint any other natural or legal person, except the directors, as a representative to participate in and vote at the General Meeting of Shareholders on his behalf. The representative enjoys the same rights to speak and to ask questions at the Extraordinary General Meeting of Shareholders that the shareholder he represents would enjoy. In order to be appointed as a representative, that person must have full capacity.

iii. A shareholder may appoint only one person to represent him at the Extraordinary General Meeting of Shareholders. If a shareholder holds shares in a company in multiple securities accounts, this restriction will not prevent him from appointing a separate representative for the shares held in each securities account in respect of the Extraordinary General Meeting of Shareholders. This provision is without prejudice to the provisions of the following paragraph.

iv. A shareholder is prohibited from casting different votes on the basis of shares held by him in the same company.

v. Any shareholder has the obligation to give, in the special power of attorney form, specific voting instructions to the person representing him, for each item on the agenda of the Extraordinary General Meeting of Shareholders.

vi. The special power of attorney given by the represented shareholder must contain the following:

- the name/registered name of the shareholder and the specification as to his holding in relation to the total number of securities of the same class and to the total number of voting rights;

- the name/registered name of the representative (to whom the special power of attorney is given);

- the date, time and place of the Extraordinary General Meeting of Shareholders;

- the date of the special power of attorney; special powers of attorney bearing a later date have the effect of revoking powers of attorney bearing a previous date;

- specific voting instructions, clearly stating each matter subject to a shareholders' vote, with the possibility for the representative to vote "IN FAVOUR"; "AGAINST" or "ABSTENTION";

vii. The special power of attorney is valid only for the Extraordinary General Meeting of Shareholders for which it was requested (the only exception being its validity for the second

convocation of the same Extraordinary General Meeting of Shareholders if the meeting does not meet legally and statutorily at the first convocation).

viii. A person acting as a representative may represent several shareholders, the number of shareholders thus represented not being limited. If a representative holds different powers of attorney from several shareholders, he has the right to cast a vote for one shareholder that is different from the vote for another shareholder. The person representing several shareholders on the basis of special powers of attorney casts the votes of the represented persons by totalling the number of votes "IN FAVOUR", "AGAINST" and "ABSTENTION" without compensating them. The votes thus cast are validated on the basis of counterpart number three of the powers of attorney.

The address of the website of the Company on which the information provided by Regulation number 5/2018, Law number 24/2017 and Law number 31/1990 is going to be available is www.unireashop.ro.

The vote by correspondence procedure and the rules applicable to it are as follows:

i. the shareholders can take possession of the vote by correspondence ballot form from the Company's Secretariat, telephone 021 30 30 307, on the website www.unireashop.ro or by receiving it by mail;

ii. The company makes the procedure and the ballot form available to shareholders free of charge and provides shareholders with information on the following:

- the general voting procedure and the vote by correspondence and vote by special power of attorney procedures and
- the support materials for the adoption of the vote.

iii. following the holding of the Extraordinary General Meeting of Shareholders, the Company will announce the results of the vote in the meeting for each item on the agenda;

iv. Subject to the sanction of losing the right to vote, the vote by correspondence ballot forms completed and signed by the shareholders, together with all the accompanying documents, will be sent to the Company's headquarters to be registered until November 24th 2020, at 11.00 a.m., as follows:

- by any form of courier service - the vote by correspondence ballot form, in original, on paper;
- by e-mail - with extended electronic signature incorporated according to Law number 455/2001 on the electronic signature at the address office@unireashop.ro. The vote by correspondence will be accompanied by the following documents:

- for natural persons: copy of the Identity Card showing the (legible) personal number or Passport, as the case may be (notarised copy);

- for legal persons: copy of the registration certificate (certified copy) or equivalent, copy of the Identity Card or the Passport of the legal representative or special attorney-at-law and proof of the capacity of legal representative or special attorney-at-law (original or certified copy).

v. according to the personal choice, one of the boxes for voting "IN FAVOUR", "AGAINST" or "ABSTENTION" will be marked with an "X" on the ballot form. Votes will be cancelled for procedural defects regarding ballot forms, in the following situations:

- they are illegible;
- they contain contradictory or confusing options or
- they are conditional.

vi. votes that are cancelled for procedural defects will be taken into account for the purpose of determining a quorum, but will not be taken into account when the item on the agenda to which they relate is put to the vote;

vii. Additional details on the voting procedure and the issuance of special powers of attorney and vote by correspondence ballot forms will be found in the informative materials that will be made available to shareholders starting from October 26th 2020.

viii. the shareholders who appear at the Company's headquarters will complete the voting options and a representative of the Company will certify the identity of the person and the capacity of shareholder and will write the number of shares and voting rights on the back of the ballot form. The envelope containing the ballot form and the copy of the shareholder's identity document will be closed in front of the Company's representative and will be handed

over to him. In the event that the shareholder who cast his vote by correspondence participates in person or by representative in the general meeting, the vote cast by correspondence will be cancelled. In this case, only the vote cast in person or by a representative will be taken into account.

ix. The Board of Directors of the Company appoints a committee that processes and keeps the vote by correspondence information (in electronic format and on paper). The committee includes persons who have access to the computers allocated to the vote, persons who sign confidentiality commitments;

x. in case of sending the vote by correspondence ballot form and/or, as the case may be, the special power of attorney for the representation of the shareholders in the Extraordinary General Meeting of Shareholders by mail the following address will be mentioned on the envelope:

UNIREA SHOPPING CENTER SA - CENTRALISING COMMITTEE OF THE VOTE BY CORRESPONDENCE FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF NOVEMBER 26TH 2020

Romania, Bucharest, 1 Piața Unirii, Magazin Unirea, District 3

(UNIREA SHOPPING CENTER SA - COMISIA DE CENTRALIZARE A VOTULUI PRIN CORESPONDENȚĂ PENTRU ADUNAREA GENERALĂ EXTRAORDINARĂ A ACȚIONARILOR DIN DATA DE 26.11.2020, România, București, Pța. Unirii nr. 1, Magazin Unirea, Sector 3)

xi. If the person representing the shareholder by participation in person in the general meeting is other than the one who cast the vote by correspondence, in order for the vote to be valid he will present at the meeting a written revocation of the vote by correspondence signed by the shareholder or the representative who cast the vote by correspondence. This is not necessary if the shareholder or his legal representative is present at the general meeting;

xii. If a shareholder is represented by a credit institution providing custodial services, it will be able to vote at the general meeting of shareholders on the basis of voting instructions received by electronic means of communication, without the need to have a special or general power of attorney drawn up by the shareholder. The custodian will vote in the general meeting of shareholders exclusively in accordance with and within the limits of the instructions received from customers having the capacity of shareholders as at the reference date. In these situations, in order to be able to participate in and vote at the general meeting, the credit institution that provides custodial services will submit to the Company a declaration on own responsibility given by the legal representative of the credit institution, which will include: i) a clear mention of the name/registered name of the shareholder on whose behalf the credit institution participates in and votes at the general meeting; ii) a mention that the credit institution provides custodial services for the shareholder concerned.

Additional information can be obtained from the Company Secretariat, telephone 021 30 30 307, every business day, between 12.00 a.m. and 04.00 p.m.

Board of Directors of UNIREA SHOPPING CENTER SA,

by Chairman

BOGDAN ALEXANDER ADAMESCU

(signature)

Illegible signature

Round stamp of S.C. UNIREA SHOPPING CENTER S.A., BUCHAREST