

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
Telephone +40 21 3030 307 - Fax +40 21 3030 23
Email Office@unireashop.ro Web www.unireashop.ro

**SPECIAL POWER OF ATTORNEY
for legal person shareholders**

for the Extraordinary General Meeting of Shareholders (EGMS) of
UNIREA SHOPPING CENTER S.A.
of November 26th/27th 2020

We, the undersigned [____],
(To be completed with the registered name of the legal person shareholder)
having the headquarters in [____], registered with the Trade Register/similar entity
for non-resident legal persons under number [____], holder of the Tax
Number/equivalent registration number for non-resident legal persons [____],
duly represented by [____]
(To be completed with the last name and first name of the legal representative of the legal
person shareholder, as they appear in the documents proving the capacity of representative)
holder of a number of [____] shares representing [____]
[____]% of a total number of [____] shares issued by UNIREA
SHOPPING CENTER S.A., registered with the Bucharest Trade Register under number
J40/7875/1991, holder of the Tax Number 328521, having the headquarters in Bucharest, 1
Piața Unirii, District 3 (**Company**), which gives us a number of [____]
voting rights, representing [____]% of the paid-up share capital and [____]
[____]% of the total voting rights in the EGMS,
do hereby give power of attorney to:

[____]
(To be completed with the last name and first name of the natural person attorney-at-law to
whom this power of attorney is granted) identified by the Identity Card/Passport series [____]
[____] number [____], issued by [____] on (date) [____]
[____], holder of the personal number [____], having the domicile in [____]
[____]

OR

[____]
(To be completed with the registered name of the legal person attorney-at-law to whom this
power of attorney is granted)
having the headquarters in [____], registered with the Trade Register/similar entity
for non-resident legal persons under number [____], holder of the Tax
Number/equivalent registration number for non-resident legal persons [____],
duly represented by [____]
(To be completed with the last name and first name of the legal representative)
Identified by the Identity Card/Passport series [____] number [____]
[____], issued by [____] on (date) [____], holder of the personal
number [____], having the domicile in [____], in order to act
as our representative at the EGMS of the Company that will take place on November
26th/27th 2020, at 11.00 a.m., at the headquarters of **UNIREA SHOPPING CENTER S.A.** in
Bucharest, District 3, 1 Piața Unirii, Magazin Unirea, 5th floor, to exercise the voting right
corresponding to our holdings registered in the register of shareholders as at the reference
date, as follows:

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.”

in favour

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against

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abstention

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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.

in favour

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against

☐

abstention

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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.

in favour

☐

against

☐

abstention

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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.

in favour

against

abstention

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Date of granting of the special power of attorney: [_____]

(In the event that the shareholder successively sends more than one special power of attorney, the Company will consider that the special power of attorney having a later date revokes the previous special power(s) of attorney)

Registered name of the legal person shareholder: [_____]

Last name and first name of the legal representative: [_____]

(To be completed with the registered name of the legal person shareholder and with the last name and first name of the legal representative, in clear capital letters)

Signature: [_____]

(To be completed with the signature of the legal representative of the legal person shareholder and stamped, if applicable)

IMPORTANT:

This special power of attorney is drawn up in 3 (three) original counterparts, having the same legal force, one for the Principal, one for the Attorney-at-law, and the third to be submitted to UNIREA SHOPPING CENTER SA until the date and time mentioned in the convening notice.