

**DECISION OF THE
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
OF NOVEMBER 26TH 2020**

- DRAFT -

The **Extraordinary General Meeting of Shareholders** of Unirea Shopping Center S.A., a joint stock company incorporated and existing according to the Romanian legislation, having the headquarters in 1 Piața Unirii, District 3, Bucharest, registered with the Trade Register under number J40/7875/1991, holder of the Tax Number 328521, convened under the law on November 26th 2020, at 11.00 a.m., at the headquarters of the Company, in the presence of _____ shareholders holding a number of _____ shares representing _____ of the total share capital, as a result of the debates on the items recorded on the agenda and written in the minutes of the meeting,

HAVING REGARD

- To the agenda of the Extraordinary General Meeting of Shareholders;
- The provisions of Law number 31/1990 on companies, as amended and supplemented;
- The provisions of Law number 24/2017 on issuers of financial instruments and market operations;
- The provisions of the FSA Regulation number 5/2018 on issuers of financial instruments and market operations

HEREBY DECIDES

Point 1

Variant 1: To approve 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.”

Variant 2: To reject the amendment of article 22.5 of the Articles of Incorporation of the Company.

Point 2

Variant 1: To approve 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.

Variant 2: To reject 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.

Point 3

Variant 1: To approve 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.

Variant 2: To reject 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.

Point 4

Variant 1: To approve 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.

Variant 2: To reject 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.

Drawn up today _____, in 3 (three) original counterparts.

CHAIRMAN

SECRETARY OF THE MEETING