

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 236
Email Office@unireashop.ro Web www.unireashop.ro

CONVENING NOTICE OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

The Board of Directors of **UNIREA SHOPPING CENTER SA**, headquartered in Bucharest, 1 Piața Unirii, 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 Law number 31/1990 on companies, republished, as amended and supplemented, and to the Articles of Incorporation of the Company,
HEREBY CONVENES:

the Ordinary General Meeting of Shareholders of the Company for the date of November 26th 2020, at 12.00 a.m. in Bucharest, District 3, 1 Piața Unirii, Magazin Unirea, 5th floor, to be attended by all shareholders of the Company registered in the Register of Shareholders kept by S.C. Depozitarul Central S.A. as at the end of November 13th 2020, which is considered as the Reference Date for this meeting.

If on the aforementioned date the conditions of validity/presence quorums are not met, pursuant to article 118 of Law number 31/1990, the second Ordinary General Meeting of Shareholders of the Company is set for November 27th, at 12.00 a.m., at the same place, the same agenda and the same Reference Date.

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 Ordinary General Meeting of Shareholders, according to the law.

THE AGENDA OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS includes the following items:

1. Approval of the annual report of the Board of Directors of the Company.
2. Approval of the report prepared by the Company's auditors for 2019.
3. Approval of the Company's audited financial statements for the year ended December 31st 2019.
4. Discharge of the members of the Board of Directors for the period between January 1st 2019 and December 31st 2019.
5. Approval of the Company's revenue and expenditure budget for the financial year 2020.
6. Approval of the distribution in whole of the net profit yielded for the financial year 2019 to partially cover the accounting loss accumulated in the previous tax years, accounting loss recorded at the end of the financial year on December 31st 2019.
7. Ratification of the decision of the ordinary general meeting of shareholders of Unirea Shopping Center S.A. number 7 of June 14th 2019 to extend the mandate of Mr. Bogdan Alexander Adamescu for a period of 4 years.
8. Election of a member in the Board of Directors of Unirea Shopping Center S.A., for a mandate of 4 years, in accordance with the provisions of article 111, paragraph (1), letter b) of Law number 31/1990.
9. Approval of the reduction of the directors' remuneration as follows:

- for the Chairman of the Board of Directors, the remuneration will be reduced from EUR 10,000 to EUR 6,000;
- for the other members of the Board of Directors, the remuneration will be reduced from EUR 2,000 to EUR 1,200.

10. Approval of the date of December 16th 2020 as the Registration Date for the identification of the shareholders impacted by the decision of the Ordinary 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.

11. Approval of the authorisation of any member of the Board of Directors of the Company to complete all the formalities for carrying out the decisions of the Ordinary General Meeting of Shareholders.

Right of shareholders to propose candidates for the positions of director

The current members of the Board of Directors or the shareholders have the right to nominate persons for candidacy for the position of director, according to article 137¹ of Law number 31/1990.

Candidates for the position of director may be nominated and will be able to submit their candidacy files until November 9th 2020, at 12.00 a.m. The list containing information on the name, place of domicile and professional qualification of the persons proposed for the position of director is available to shareholders, published on the company's website www.unireashop.ro and can be completed by the deadline for the submission of the files.

At the end of the period for submitting the files, the names of the candidates eligible for the position of director will be posted on the website www.unireashop.ro and will be entered into the ballot forms papers in the chronological order of receipt of the files.

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, as well as the candidate proposals for the Board of Directors will be sent and registered at the Company's headquarters i) by electronic means, accompanied by an extended electronic signature, ii) or will be submitted or sent at the Company's headquarters, by any form of courier service, with acknowledgment of receipt until November 9th 2020, at 12.00 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 ORDINARY GENERAL MEETING OF SHAREHOLDERS OF NOVEMBER 26TH/27TH 2020" ("PENTRU ADUNAREA GENERALĂ ORDINARĂ A ACȚIONARILOR DIN DATA DE 26/27.11.2020")**.

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 Ordinary 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 on issuers of financial instruments and market operations, and the FSA Regulation number 5/2018 on the exercise of certain rights of shareholders at general meetings of companies, or may 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 10.00 a.m. and 04.00 p.m. Contact person: Ms. Joita Florina-Roxana, telephone 021 3030 307.

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 12.00 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 12.00 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 21.00 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 12.00 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, including the information regarding the name, place of domicile and professional qualification of the persons proposed for membership of the Board of Directors, may be obtained, upon request, every business day between 10.00 a.m. and 04.00 p.m., from the contact person Ms. Joita Florina-Roxana, 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 Ordinary 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 Ordinary 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 Ordinary 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 Ordinary 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. For the items on the agenda that require secret ballot, the votes will be cast in secret by making use of individual ballot forms, previously signed and stamped for proof of non-alteration by a representative of the Company. Each ballot form will mention the name of the shareholder, the number of voting shares held by him and the corresponding participation in the share capital and will also contain the corresponding box in order to indicate the vote in favour or against the items on the agenda. The ballot forms are handed to each of the shareholders present in person and to the attorneys-in-law of the shareholders represented

by the technical secretaries at the beginning of the meeting. In the case of voting by correspondence, the secrecy of the vote will be ensured by opening the correspondence only after the casting of the secret ballot by the shareholders present in person or by the attorneys-in-law of the represented shareholders for the respective items on the agenda. This rule derogates accordingly from the voting procedure mentioned in this convening notice, which applies only in the case of items on the agenda that do not require secret ballot.

vi. 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 Ordinary General Meeting of Shareholders.

vii. 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 Ordinary 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";

viii. The special power of attorney is valid only for the Ordinary General Meeting of Shareholders for which it was requested (the only exception being its validity for the second convocation of the same Ordinary General Meeting of Shareholders if the meeting does not meet legally and statutorily at the first convocation).

ix. 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 headquarters, telephone 021 30 30 307 (Ms. Joita Florina-Roxana), 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 Ordinary 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 12.00 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 Ordinary 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 ORDINARY GENERAL MEETING OF SHAREHOLDERS OF NOVEMBER 26TH 2020, 1 Piața Unirii, Magazin UNIREA, 5th floor, District 3, Bucharest, Romania, registered with the Trade Register under number J40/7875/1991, holder of the Tax Number 328521.
(UNIREA SHOPPING CENTER SA - COMISIA DE CENTRALIZARE A VOTULUI PRIN CORESPONDENȚĂ PENTRU ADUNAREA GENERALĂ ORDINARĂ A ACȚIONARILOR DIN 26.11.2020, Piața Unirii nr. 1, Magazin UNIREA, et. 5, Sector 3, București, România, nr. de ordine în registrul comerțului: J40/7875/1991, cod unic de înregistrare: 328521)
- 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 Secretariat of UNIREA SHOPPING CENTER S.A., telephone 021 30 30 307, Ms. Joita Florina-Roxana, every business day, between 10.00 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