

**DECISION OF THE  
ORDINARY GENERAL MEETING OF SHAREHOLDERS  
OF NOVEMBER 26<sup>TH</sup> 2020**

**- DRAFT -**

The **Ordinary 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 26<sup>th</sup> 2020, at 12.00 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 Ordinary 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**

1. Variant 1: To approve the annual report of the Board of Directors of the Company.

Variant 2: To reject the report of the Board of Directors of the Company.

**Point 2**

Variant 1: To approve the report prepared by the Company's auditors for 2019.

Variant 2: To reject the report prepared by the Company's auditors for 2019.

**Point 3**

Variant 1: To approve the Company's audited financial statements for the year ended December 31<sup>st</sup> 2019.

Variant 2: To reject the Company's audited financial statements for the year ended December 31<sup>st</sup> 2019.

**Point 4**

4. Variant 1: To approve the discharge of the members of the Board of Directors for the period between January 1<sup>st</sup> 2019 and December 31<sup>st</sup> 2019.

Variant 2: To reject the discharge of the members of the Board of Directors for the period between January 1<sup>st</sup> 2015 and December 31<sup>st</sup> 2015.

**Point 5**

5. Variant 1: To approve the Company's revenue and expenditure budget for the financial year 2020.

Variant 2: To reject the Company's revenue and expenditure budget for the financial year 2020.

**Point 6**

6. Variant 1: To approve 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 31<sup>st</sup> 2019.

Variant 2: To reject 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 31<sup>st</sup> 2019.

**Point 7**

7. Variant 1: To approve the ratification of the decision of the ordinary general meeting of shareholders of Unirea Shopping Center S.A. number 7 of June 14<sup>th</sup> 2019 to extend the mandate of Mr. Bogdan Alexander Adamescu for a period of 4 years.

Variant 2: To reject the ratification proposal of the decision of the ordinary general meeting of shareholders of Unirea Shopping Center S.A. number 7 of June 14<sup>th</sup> 2019 to extend the mandate of Mr. Bogdan Alexander Adamescu for a period of 4 years.

**Point 8**

8. Variant 1: To approve the 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, the designated person being \_\_\_\_\_

Variant 2: To reject the election proposal 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.

**Point 9**

9. Variant 1: To approve 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.

Variant 2: To reject the reduction proposal 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.

**Point 10**

10. Variant 1: To approve the date of December 16<sup>th</sup> 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 15<sup>th</sup> 2020 as Ex-date, according to article 2, letter l) of the FSA Regulation number 5/2018.

Variant 2: To reject the proposal of the date of December 16<sup>th</sup> 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 15<sup>th</sup> 2020 as Ex-date, according to article 2, letter l) of the FSA Regulation number 5/2018.

**Point 11**

10. Variant 1: To approve 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.

Variant 2: To reject the authorisation proposal 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.

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

**CHAIRMAN**

**SECRETARY OF THE MEETING**