

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 Ordinary General Meeting of Shareholders (OGMS) of
UNIREA SHOPPING CENTER S.A.
of May 2nd/ 3rd 2022

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 OGMS,
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 OGMS of the Company that will take place on May 2nd/ 3rd 2022,
at 12.00 a.m., at the headquarters of **UNIREA SHOPPING CENTER S.A.** in Bucharest,
District 3, 1 Piața Unirii, 5th floor, to exercise the voting right corresponding to our holdings
registered in the register of shareholders as at the reference date, as follows:

3. Approval of the annual report of the Board of Directors of the Company.

in favour	against	abstention
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

4. Approval of the report prepared by the Company's auditors.

in favour	against	abstention
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

5. Approval of the financial statements of the audited Company, for the year ended December 31, 2021 based on the reports submitted by the Board of Directors and by the company's auditors.

in favour	against	abstention
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. Discharge of the members of the Board of Directors for the period between January 1st 2021 and December 31st 2021.

in favour	against	abstention
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

7. Approval of the Company's revenue and expenditure budget for the financial year 2022.

in favour	against	abstention
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

8. Approval of the recording of the loss related to the financial execution 2021 in the account of the carried forward result.

in favour	against	abstention
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

10. Approval of the annual report of the Board of Directors of the Company for 2019.

in favour	against	abstention
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

11. Approval of the report prepared by the company's auditors for 2019.

in favour	against	abstention
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

12. Approval of the financial statements of the audited Company, for the year ended December 31, 2019, based on the reports submitted by the Board of Directors and by the company's auditors.

in favour	against	abstention
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

13. Approval of the discharge of the members of the Board of Directors for the period 1 January 2019-31 December 2019.

in favour	against	abstention
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

14. Approval of the full distribution of the net profit for the financial year 2019 to partially cover the accounting loss accumulated in the previous fiscal years, accounting loss recorded at the end of the financial year on 31.12.2019.

in favour	against	abstention
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

16. Establishing the remuneration of the members of the Board of Directors for the financial year 2022.

in favour	against	abstention
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

17. Presentation of the Report of the Board of Directors of the company regarding the spaces rented by the company, which contains:

- Name of tenants for each rented space;
- The address of each rented space;
- The type of each rented space (commercial spaces, offices);
- The rented area of each tenant;
- The price charged (lei or euro / sqm / month) for each tenant, broken down by type of rented space;
- Types of expenses re-billed to the tenant and their value;
- Duration of each lease;
- Rental income from the last 2 years, for each lease;
- The arrears that were registered when collecting the rents;
- The measures taken by the Board of Directors to recover the arrears, if applicable;
- Information on the spaces that are subleased.

in favour	against	abstention
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

18. Presentation of the Report of the Board of Directors of the company for the period 2019-2021 regarding the benefits, facilities or any other form of income received by the administrators or directors of the company.

in favour

against

abstention

19. Presentation of the Report of the Board of Directors of the company for the period 2019-2021 regarding the costs incurred by the company related to the services paid to the administrators and directors of the company such as: travel, travel, transport, hotel / accommodation, telephone, daily allowance, rent and other assimilated with their mention for each member of the Board of Directors and the director separately. What is the way to recover these expenses, as a result of the Civil Decision no. 1694 / 13.10.2021 pronounced by the Bucharest Court of Appeal.

in favour

against

abstention

20. Presentation of the Report of the Board of Directors of the company for the period 2019-2021 regarding the contracts of legal assistance, consulting and other such services in progress, containing:

- Name of the service provider;
- Duration of the contract;
- The value of the registered expenses related to the services provided (in gross amount and net amount);
- A description of the services provided.

in favour

against

abstention

21. Presentation of the Report of the Board of Directors of the company for the period 2019-2021 regarding the bearing by the company of the judicial expenses of the members of the Board of Directors related to civil or criminal actions in which they are involved. Please submit for each CA member:

- The nature of court costs
- The amount of expenses
- Legal actions for which these expenses were incurred
- The connection between the legal action and the exercise of the attributions of member of the Board of Directors
- How to recover these expenses as a result of the Civil Decision no. 1694 / 13.10.2021 pronounced by the Bucharest Court of Appeal

in favour

against

abstention

22. Presentation of the Report of the Board of Directors of the company regarding the agreement for financing the legal expenses concluded with The Nova Group Investments BV which should include:

- Which are the parties between which this agreement was concluded;

- Duration of the agreement on financing legal expenses;
- Disputes that are the subject of the agreement to finance legal expenses;
- The method of payment of the legal expenses that are the object of this agreement;
- Penalties included in the agreement for financing legal expenses;
- How to recover the amounts paid by Unirea Shopping Center related to the agreement for financing legal expenses.

in favour	against	abstention
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

23. Presentation of the Report of the Board of Directors of the company for the period 2019-2021 regarding the loans granted to the affiliated companies, containing the following information:

- Name of the affiliated party
- The amount granted as a loan
- Loan period
- Perceived interest
- Amount refunded
- Justification for granting the loan

in favour	against	abstention
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

24. Presentation of the Report of the Board of Directors of the company for the period 2019-2021 regarding the amounts entered in the various debtor accounts, containing the following information:

- The debtor for each claim
- The activity from which each claim comes
- The date on which each claim was registered
- The due date of each receivable
- The number of days of delay in collecting each claim
- The value of each uncertain receivable
- Adjustments made for each uncertain amount
- The steps taken by the management of the company to recover each receivable whose collection term has been exceeded.

in favour	against	abstention
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

25. Presentation of the Report of the Board of Directors of the company for the period 2019-2021 regarding the evolution of the value adjustments of the current assets and the explanation of the amounts registered in revenues, respectively expenses.

in favour	against	abstention
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

26. Approval of the date of 20.05.2022 as the Registration Date, for the identification of the shareholders affected by the decision of the Ordinary General Meeting of Shareholders, according to article 2, letter f), of the FSA Regulation no. 5/2018 and article 86 of Law no.

24/2017, and the establishment of the date of 19.05.2022 as Ex-date, according to article 2, letter I), of the FSA Regulation no. 5/2018.

in favour	against	abstention
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

27. Approval of the date of 06.06.2022 as the Date of Payment, as defined by art. 2 lit. h) of the FSA Regulation no. 5/2018, for the payment of dividends related to the financial year 2021 to the shareholders of the Company identified on the Registration Date, subject to the approval of the distribution of dividends by the Ordinary General Meeting of Shareholders;

in favour	against	abstention
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

28. To authorize 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

in favour	against	abstention
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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.