

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 natural person shareholders**

for the Extraordinary General Meeting of Shareholders (EGMS) of
UNIREA SHOPPING CENTER S.A.
of 19/ 20 December 2022

I, the undersigned [____],
(To be completed with the last name and first name of the natural person shareholder)
identified by the Identity Card/Passport series [____] number [____]
[____], issued by [____] on (date) [____]
[____], holder of the personal number [____], having the domicile in [____],
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 me 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 my representative at the EGMS of the Company that will take place on 19/ 20 December
2022, at 10.00 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 my
holdings registered in the register of shareholders as at the reference date, as follows:

1. Election of the meeting secretariat of the extraordinary general meeting in accordance with the provisions of art. 129 of Law no. 31/1990.

in favour

against

abstention

2. Approval of the sale of the following buildings in the Company's patrimony, located in Braşov municipality, Braşov county:

- i. the building (land) with an area of 2,763 square meters, located in Brasov, Brasov county, registered in the Land Register no. 114774 of the municipality of Braşov, no. I'm falling. 114774, use category "construction yards", tabulated based on Decision no. 86660/13.10.2010 pronounced by BCPI Braşov and
- ii. the building (land + buildings) with an area of 10,305 sqm, located in Braşov, bld. Stations no. 3A, Braşov county, registered in the Land Register no. 102572 (old land card no. 20987) of the municipality of Braşov, no. I'm falling. 102572 (old topographic no. 9103/4/b/1/2), tabulated based on Conclusions no. 6429/30.01.2009 and 86662/13.10.2010 issued by the BCPI Braşov, composed of: land with an area of 10,305 sqm, having the use category "yards-constructions", with no. I'm falling. 102572 and the construction built on the land, having 6 levels (basement 1, basement 2, ground floor, floor 1, floor 2 and floor 3), with a surface built on the ground of 5,178 sqm, having no. I'm falling. 102572-C1,

at the minimum price represented by the bookkeeping value of the buildings, including their depreciation.

in favour

against

abstention

3. Approval of the transfer to the buyer of the above-mentioned buildings, in accordance with the law, of the concession right over the building (land) with an area of 3,621 square meters, located in Braşov, bld. Stations no. 3A, Braşov county, registered in the Land Register no. 102044 (old CF no. 11103), of the municipality of Braşov, no. I'm falling. 102044 (old topographic no. 9103/4/b/1/1/3), right which is the object of the Concession Contract authenticated by the Individual Notary Office "Ionaş Alexandru Mihai" under no. 227/05.02.2014 concluded between the company UNIREA SHOPPING CENTER SA and the City Hall of Braşov, as it was tabulated based on Conclusion no. 11408/05.02.2014 pronounced by BCPI Braşov.

in favour

against

abstention

4. In the case of approval of points 2 and 3, the mandate of Mr. Stefan-Valentin Dadus, member of the Company's Board of Directors, with the identification data existing in the Company's records, to, on behalf and on behalf of the Company, fulfill all the necessary

formalities to carry out of the Decision of the Extraordinary General Meeting of Shareholders, including but not limited to the negotiation of any contractual clauses and to decide on the details of the transaction, to sign the sales contract and any bilateral promise of sale-purchase or other act prior to or subsequent to the sale, to approve the performance of any necessary formalities and incur related expenses for the purpose of selling the real estate, as well as any other steps necessary to carry out the provisions of the Extraordinary General Meeting of Shareholders, such as, but not limited to: requests to the authorities/ public institutions.

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

5. Approval of the date of 10.01.2023 as the registration date, for the identification of the shareholders on whom the decision of the meeting is reflected, according to art. 2 lit. f) from ASF Regulation no. 5/2018 and establishing the date of 09.01.2023 as ex-date, according to art. 2 lit. l) from ASF Regulation no. 5/2018.

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

6. Power of attorney for Mr. Stefan-Valentin Dadus, member of the Company's board of directors to complete all the formalities for carrying out the decision of the Extraordinary General Meeting of Shareholders, including, but not limited to, signing, on behalf and on behalf of the Company, the sales-purchase contracts and assignment contracts.

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

7. The presentation by the board of directors of the Company of a Report on the economic justification of the sale of the buildings proposed for sale located in the patrimony of the Company located in the municipality of Braşov, Braşov county

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

8. Presentation by the Company's board of directors of a Report on the market price of the properties proposed for sale located in the Company's patrimony located in Braşov municipality, Braşov county.

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

9. The presentation by the board of directors of the Company of a Report on the legality of the sale of real estate from the Company's assets at a minimum price represented by the bookkeeping value of the real estate, taking into account their depreciation.

in favour

against

abstention

10. Presentation by the Company's auditor of a report on the fiscal risks involved in the sale of real estate owned by the Company at a minimum price represented by the book value of the real estate, taking into account their depreciation.

in favour

against

abstention

11. Approval of the sale of the buildings in the Company's patrimony at their market price determined by an evaluation report drawn up by an authorized appraiser specialized in real estate evaluation.

in favour

against

abstention

12. Approval of the sale of the buildings in the Company's patrimony exclusively by public auction.

in favour

against

abstention

13. Approval of the sale of the buildings in the Company's patrimony with the transfer of the property right on the buildings on the date of full payment of the purchase price.

in favour

against

abstention

14. Presentation of a report with the list of properties/assets sold/purchased by the Company in the last two years.

in favour

against

abstention

15. In case of approval of points 2 and 3, the mandate of Mr. Ștefan-Valentin Dadus, member of the Board of Directors of the company and of Mr. Adamescu Bogdan Alexander, President of the Board of Directors of the Company, with the identification data existing in the records of the Company, as, in the name and on behalf of the Company to fulfill, each individually and without the need to act jointly, all the formalities necessary to carry out the Resolution of the Extraordinary General Meeting of Shareholders, including but not limited to the negotiation of any contractual clauses and to decide with regarding the details of the transaction, to sign the sales contract and any bilateral promise of sale-purchase or other act prior to or subsequent to the sale, to approve the performance of any necessary formalities and to commit related expenses for the purpose of selling the real estate, as well as any other steps necessary in order to carrying out the provisions of the Hood of the Extraordinary General Meeting of Shareholders, such as, but not limited to: requests to public authorities/institutions.

in favour

against

abstention

16. The authorization of Mr. Adamescu Bgdan Alexander, President of the Board of Directors of the Company and Mr. Ștefan-Valentin Dadus, member of the Board of Directors of the Company to fulfill individually, and without the need for joint action, all the formalities for the fulfillment of the decision of the Extraordinary General Meeting of Shareholders, including, but not limited to, signing, in the name and on behalf of the Company, the sale-purchase contracts and the assignment contract.

in favour

against

abstention

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)

Last name and first name: [_____]

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

Signature:

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.