

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 Extraordinary General Meeting of Shareholders (EGMS) of
UNIREA SHOPPING CENTER S.A.
of 13/ 14 February 2023

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 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 our representative at the EGMS of the Company that will take place on February 13/ 14
2023, 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 our
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 cancellation of a number of 31,000 own shares, acquired by the Company within the redemption program approved by the Decision of the Extraordinary General Meeting of Shareholders dated 26.11.2020.

in favour

against

abstention

3. Approval of the reduction of the Company's share capital, according to art. 207 para. (1) lit. c from Law no. 31/1990, with the amount of 77,500 lei, from 6,873,475 lei to 6,795,975 lei, in the event of approval of item 2 on the agenda.

After the reduction of the share capital, the share capital of Unirea Shopping Center S.A. will have the value of 6,795,975 lei, being divided into 2,718,390 shares with a value of 2.5 lei/share.

in favour

against

abstention

4. Approval of the amendment of article 7 point 8.1 of the Constitutive Act as a result of the reduction of the share capital, to have the following content:

"8.1. The subscribed and paid-up capital of the company is 6,795,975 lei, divided into 2,718,390 registered shares, each with a nominal value of 2.5 lei."

in favour

against

abstention

5. Approval of the date of 07.03.2023 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 06.03.2023 as ex-date, according to art. 2 lit. l) from ASF Regulation no. 5/2018.

in favour

against

abstention

6. Power of attorney for Mr. Bogdan Alexander Adamescu, German citizen, born on 06.05.1978, in Bucharest, with the identification data available at the company's headquarters, as Chairman of the Board of Directors to sign on behalf of the shareholders all resolutions that are to be adopted by AGEA and the fulfillment of all legal formalities in order to execute and register the decisions and decisions adopted, with the possibility of sub-mandating to third parties. Within the mandate granted, Mr. Bogdan Alexander Adamescu, as well as any of his sub-mandates, will be able, without limiting himself to them, to fulfill all the necessary formalities for signing the A.G.E.A. Resolutions in the name and on behalf of the shareholders. and of the updated articles of association, as well as to carry out any steps and formalities necessary for the implementation and registration of the decisions adopted by the shareholders before the Financial Supervisory Authority, the Central Depository, the Bucharest Stock Exchange, the Trade Registry Office and any other authorities and natural or legal persons involved.

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)

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.