

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 Ordinary General Meeting of Shareholders (OGMS) of
UNIREA SHOPPING CENTER S.A.
of December 18th/ 19th 2023

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 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 my representative at the OGMS of the Company that will take place on December 18th/
19th 2023, at 15.00, 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 ordinary general meeting in accordance with the provisions of art. 129 of Law no. 31/1990

in favour

against

abstention

2. Approval of the revocation of point no. 1 regarding "the approval of the balance sheet, the profit and loss account, the other financial statements relating to 2004, based on the reports drawn up by the administrators and the financial auditor" of Decision no. 3 adopted by AGOA Unirea Shopping Center S.A. on 30.05.2005 and published in the Official Gazette of Romania, Part IV, no. 2832 of 31.08.2005.

in favour

against

abstention

3. Rejection of the Reports presented by the administrators for the financial year 2004.

in favour

against

abstention

4. Approval of the revocation of point no. 4 regarding "the approval of the discharge of management of the administrators for the financial year 2004" of Decision no. 3 adopted by AGOA Unirea Shopping Center S.A. on 30.05.2005 and published in the Official Gazette of Romania, Part IV, no. 2832 of 31.08.2005.

in favour

against

abstention

5. Rejection of the discharge of the administrators for the financial year 2004.

in favour

against

abstention

6. Approval of the revocation of point no. 2 regarding the "approval of the Management Report of the administrators for the financial year 2005" of Decision no. 3 adopted by AGOA Unirea Shopping Center S.A. on 28.04.2006 and published in the Official Gazette of Romania, Part IV, no. 1581 of 23.05.2006.

in favour

against

abstention

7. Rejection of the Management Report of the administrators for the financial year 2005

14. Approval of the revocation of point no. 2 regarding "the hearing of the Report of the external financial auditor, related to the financial year of 2006" of Decision no. 1/30.05.2007 adopted by AGOA Unirea Shopping Center S.A. on 30.05.2007 and published in the Official Gazette of Romania, Part IV, no. 3436 of 23.11.2007.

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

15. Approval of the revocation of point no. 3 regarding "the approval of the balance sheet, the profit and loss account and the other financial statements of the company for 2006" of Decision no. 1/30.05.2007 adopted by AGOA Unirea Shopping Center S.A. on 30.05.2007 and published in the Official Gazette of Romania, Part IV, no. 3436 of 23.11.2007.

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

16. Approval of the revocation of point no. 5 regarding the "approval of the discharge of management of administrators for the financial year 2006" of Decision no. 1/30.05.2007 adopted by AGOA Unirea Shopping Center S.A. on 30.05.2007 and published in the Official Gazette of Romania, Part IV, no. 3436 of 23.11.2007.

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

17. Rejection of the discharge of administrators for the financial year 2006.

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

18. Approval of the revocation of point no. 1 regarding the "approval of the Management Report of the administrators for the financial year 2007" of Decision no. 1/ May 29, 2008 adopted by AGOA Unirea Shopping Center S.A. on 29.05.2008 and published in the Official Gazette of Romania, Part IV, no. 6666 of 25.11.2008.

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

19. Rejection of the Management Report of the administrators for the financial year 2007.

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

20. Approval of the revocation of point no. 2 regarding "the hearing of the Report of the external financial auditor, related to the financial year of 2007" of Decision no. 1/29 May 2008 adopted by AGOA Unirea Shopping Center S.A. on 29.05.2008 and published in the Official Gazette of Romania, Part IV, no. 6666 of 25.11.2008.

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

21. Approval of the revocation of point no. 3 regarding "the approval of the balance sheet, the profit and loss account and the other financial statements of the company for 2007" of Decision no. 1/29 May 2008 adopted by AGOA Unirea Shopping Center S.A. on 29.05.2008 and published in the Official Gazette of Romania, Part IV, no. 6666 of 25.11.2008.

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

22. Approval of the revocation of point no. 5 regarding the "approval of the discharge of management of administrators for the financial year 2007" of Decision no. 1/29 May 2008 adopted by AGOA Unirea Shopping Center S.A. on 29.05.2008 and published in the Official Gazette of Romania, Part IV, no. 6666 of 25.11.2008.

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

23. Rejection of the discharge of administrators for the financial year 2007.

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

24. Approval of the revocation of point no. 1 regarding the "approval of the Management Report of the administrators for the financial year 2008" of Decision no. 2 /28.04.2009 adopted by AGOA Unirea Shopping Center S.A. on 28.04.2009 and published in the Official Gazette of Romania, Part IV, no. 3735 of 13.07.2009.

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

25. Rejection of the Management Report of the administrators for the financial year 2008.

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

26. Approval of the revocation of point no. 2 regarding the "approval of the external financial auditor's report for the financial year 2008" of Decision no. 2 /28.04.2009 adopted by AGOA Unirea Shopping Center S.A. on 28.04.2009 and published in the Official Gazette of Romania, Part IV, no. 3735 of 13.07.2009.

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

27. Approval of the revocation of point no. 3 regarding "the approval of the balance sheet, the profit and loss account and the other financial statements of the company for 2008" of

Decision no. 2/28.04.2009 adopted by AGOA Unirea Shopping Center S.A. on 28.04.2009 and published in the Official Gazette of Romania, Part IV, no. 3735 of 13.07.2009.

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

28. Approval of the revocation of point no. 5 regarding the "approval of the discharge of management of administrators for the financial year 2008" of Decision no. 2/28.04.2009 adopted by AGOA Unirea Shopping Center S.A. on 28.04.2009 and published in the Official Gazette of Romania, Part IV, no. 3735 of 13.07.2009.

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

29. Rejection of the dismissal of administrators for the financial year 2008.

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

30. Approval of the revocation of point no. 1 regarding the "approval of the Management Report of the administrators for the financial year of 2009" of Decision no. 2/29.04.2010 adopted by AGOA Unirea Shopping Center S.A. on 29.04.2010 and published in the Official Gazette of Romania, Part IV, no. 2565 of 11.06.2010.

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

31. Rejection of the Management Report of the administrators for the financial year 2009.

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

32. Approval of the revocation of point no. 2 regarding the "hearing of the External Financial Auditor's Report for the financial year 2009" of Decision no. 2 /29.04.2010 adopted by AGOA Unirea Shopping Center S.A. on 29.04.2010 and published in the Official Gazette of Romania, Part IV, no. 2565 of 11.06.2010.

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

33. Approval of the revocation of point no. 3 regarding "the approval of the balance sheet, the profit and loss account and the other financial statements of the company for 2009" of Decision no. 2/29.04.2010 adopted by AGOA Unirea Shopping Center S.A. on 29.04.2010 and published in the Official Gazette of Romania, Part IV, no. 2565 of 11.06.2010.

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

34. Approval of the revocation of point no. 4 regarding the "approval of the discharge of management of administrators for the financial year 2009" of Decision no. 2/29.04.2010 adopted by AGOA Unirea Shopping Center S.A. on 29.04.2010 and published in the Official Gazette of Romania, Part IV, no. 2565 of 11.06.2010.

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

35. Rejection of the discharge of administrators for the financial year 2009.

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

36. Approval of the revocation of decision no. 2 regarding "the approval of the Management Report of the Board of Directors for the financial year 2010" adopted by AGOA Unirea Shopping Center S.A. on 14.04.2011 and published in the Official Gazette of Romania, Part IV, no. 1717 of 16.05.2011.

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

37. Rejection of the Management Report of the Board of Directors for the financial year 2010.

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

38. Approval of the revocation of decision no. 3 regarding "the hearing of the Report of the external financial auditor for the financial year 2010" adopted by AGOA Unirea Shopping Center S.A. on 14.04.2011 and published in the Official Gazette of Romania, Part IV, no. 1717 of 16.05.2011.

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

39. Approval of the revocation of decision no. 4 regarding the "approval of the balance sheet, the profit and loss account and the other financial statements of the company for the year 2010" adopted by AGOA Unirea Shopping Center S.A. on 14.04.2011 and published in the Official Gazette of Romania, Part IV, no. 1717 of 16.05.2011.

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

40. Approval of the revocation of decision no. 6 regarding the "approval of the discharge of management of the administrators for the financial year 2010" adopted by AGOA Unirea Shopping Center S.A. on 14.04.2011 and published in the Official Gazette of Romania, Part IV, no. 1717 of 16.05.2011.

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

41. Rejection of the discharge of administrators for the financial year 2010.

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

42. Approval of the revocation of decision no. 2 regarding "the approval of the Management Report of the Board of Directors for the financial year 2011" adopted by AGOA Unirea Shopping Center S.A. on 26.04.2012 and published in the Official Gazette of Romania, Part IV, no. 2356 of 25.06.2012.

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

43. Rejection of the Management Report of the Board of Directors for the financial year 2011.

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

44. Approval of the revocation of decision no. 3 regarding "the hearing of the external financial auditor's report for the financial year 2011" adopted by AGOA Unirea Shopping Center S.A. on 26.04.2012 and published in the Official Gazette of Romania, Part IV, no. 2356 of 25.06.2012.

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

45. Approval of the revocation of decision no. 4 regarding the "approval of the Balance Sheet, the profit and loss account and the other financial statements of the company for the year 2011" adopted by AGOA Unirea Shopping Center S.A. on 26.04.2012 and published in the Official Gazette of Romania, Part IV, no. 2356 of 25.06.2012.

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

46. Approval of the revocation of decision no. 6 regarding the "approval of the discharge of management of administrators for the financial year 2011" adopted by AGOA Unirea Shopping Center S.A. on 26.04.2012 and published in the Official Gazette of Romania, Part IV, no. 2356 of 25.06.2012.

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

47. Rejection of the discharge of administrators for the financial year 2011.

in favour	against	abstention
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48. Approval of the revocation of art. 1 regarding the "approval of the company's annual financial statements for 2012, based on the Management Report of the Board of Directors and the financial auditor's report" of Decision no. 1 adopted by AGOA Unirea Shopping Center S.A. on 25.04.2013 and published in the Official Gazette of Romania, Part IV, no. 2906 of 03.06.2013.

in favour against abstention

49. Rejection of the Management Report of the Board of Directors for the financial year 2012.

in favour against abstention

50. Approval of the revocation of art. 3 regarding the "approval of the discharge of management of administrators for the financial year 2012" of Decision no. 1 adopted by AGOA Unirea Shopping Center S.A. on 25.04.2013 and published in the Official Gazette of Romania, Part IV, no. 2906 of 03.06.2013.

in favour against abstention

51. Rejection of the discharge of administrators for the financial year 2012.

in favour against abstention

52. Approval of the revocation of art. 1 regarding "the approval of the financial statements, respectively the Balance Sheet, the Profit and Loss Account, informative data, the statement of cash flows, the statement of equity, the statement of fixed assets and the explanatory notes of the annual financial statements, drawn up for the financial year of 2013 based on the Reports presented by the Board of Directors and the financial auditor" of the Decision adopted by AGOA Unirea Shopping Center S.A. on 15.04.2014 and published in the Official Gazette of Romania, Part IV, no. 2711 of 15.05.2014.

in favour against abstention

53. Rejection of the Reports presented by the Board of Directors for the financial year 2013.

in favour against abstention

54. Approval of the revocation of art. 2 regarding the "approval of the discharge of management of the administrators for the financial year 2013" of the Decision adopted by

AGOA Unirea Shopping Center S.A. on 14.04.2014 and published in the Official Gazette of Romania, Part IV, no. 2711 of 15.05.2014.

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

55. Rejection of the discharge of administrators for the financial year 2013.

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

56. Approval of the revocation of art. 2 regarding "the approval of the financial statements, respectively the Balance Sheet, the Profit and Loss Account, informative data, the statement of cash flows, the statement of changes in equity, the statement of fixed assets and the explanatory notes of the annual financial statements, drawn up for the financial year of 2014 based on The reports presented by the Board of Directors and the financial auditor" of Decision no. 2 adopted by AGOA Unirea Shopping Center S.A. on 22.04.2015 and published in the Official Gazette of Romania, Part IV, no. 2668 of 03.06.2015.

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

57. Rejection of the Reports presented by the Board of Directors for the financial year 2013.

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

58. Approval of the revocation of art. 3 regarding the "approval of the discharge of management of administrators for the financial year 2014" of Decision no. 2 adopted by AGOA Unirea Shopping Center S.A. on 22.04.2015 and published in the Official Gazette of Romania, Part IV, no. 2668 of 03.06.2015.

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

59. Rejection of the discharge of administrators for the financial year 2014.

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

60. Approval of the date of 10.01.2024 as the Registration Date, for the identification of the shareholders on whom the decision of the Ordinary General Meeting of Shareholders applies, and the establishment of the date of 09.01.2024 as Ex-date.

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

61. Empowering any member of the Company's Board of Directors to complete all the formalities for carrying out the decisions of the ordinary general meeting of shareholders.

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.