

SUMMONS

The Chairman of the Board of Directors of ATHENEE PALACE S.A., a Romanian joint stock company based in Bucharest, 1C, Poligrafiei Boulevard, Ana Holding Office Building, 1st floor, office no. 10, registered with the Trade Registry of Bucharest under number: J40/612/1991, having Sole Identification Code: RO 1569250, hereby convenes the Extraordinary General Meeting of Shareholders on **November 7th, 2016**, at 9,30 a.m., in Bucharest, 1C, Poligrafiei Boulevard, Ana Holding Office Building, 1st floor, office no. 10, District 1, for all the shareholders registered in the register of shareholders, at the end of the day of **October 25th, 2016**, with the following agenda:

1. Approval of annexation of the plot having the cadastral (land book) number 207052 to the plots having the cadastral numbers 207052 - C1, 207052 - C2, 207052 - C3, 207053, 207055.
2. Approval of the date of November 23rd, 2016, as the registration date on which resolutions of the extraordinary general meeting of stockholders are reflected. After the date of November 22nd, 2016 ("ex date"), the financial instruments subject to the resolution of the extraordinary general meeting of shareholders shall be traded without the rights deriving from that resolution.
3. Empowering Mr. TABAN ION - Chairman of the Board of Directors and General Manager, to sign all documents necessary to fulfill and register with the relevant legal bodies the present resolution, as well as the legal documents deriving from this resolution, also enabling him to delegate another person to fulfill these formalities.

If the legal conditions for conducting the extraordinary general meeting of shareholders fail to be met on November 7th, 2016, **a second Extraordinary General Meeting shall be convened for November 8th, 2016, in the same place and at the same time, with the same agenda and reference date.**

The access of the shareholders entitled to attend the Extraordinary General Meeting is allowed by simply proving their identity, based on their identity card, as far as natural persons are concerned; as regards the legal persons or the representatives of individual shareholders, this shall be done by showing the power-of-attorney given to the relevant individual who represents them, in Romanian language.

Are entitled to attend the meeting and vote all company shareholders who appear to be registered at the end of the day of October 25th, 2016 in the Shareholders' Register, administered by the Central Depository („Depozitarul Central SA”), which is the reference date for the convened meeting. The shareholders may attend the Extraordinary General Meeting of Shareholders either in person or through their representatives, as provided by art. 243, paragraph 3, of Law No. 297/2004 on the capital market.

The shareholders may be represented by other persons than the shareholders, except the administrators, based on a special / general power – of – attorney, according to art. 14 paragraph 3 of the CNVM Rules no. 6/2009.

Limited or full powers-of-attorney will be used as provided by Regulation No. 6/2009 and their standard form (model) can be obtained at the company seat.

The special power – of – attorney shall be made in three original copies (one for the shareholder, one for the representative and one for the issuer).

After being signed, the power – of – attorney for the issuer, accompanied by a photocopy of the identity card of the represented person, shall be submitted to the company, in order to be registered, no later than 48 hours before the general meeting; these may also be sent by fax (Fax No.: 021 318 13 00) or by e-mail at: athenee.palace@gmail.com, the representative of the shareholder being obliged to carry with him/her the power - of - attorney in original at the time of the General Shareholders' Meeting.

One or more shareholders representing individually or jointly at least 5% of the share capital have the right to put items and to propose resolutions to be included on the agenda of the Extraordinary General Meeting of Shareholders, within 15 days from the publication date of the Summons, provided that each such item is accompanied by a justification or by a draft resolution proposed for adoption to the Extraordinary General Meeting of Shareholders, as well as by a copy of the identity cards of the initiators.

The proposals of the shareholders and the documents confirming the fulfillment of the necessary conditions for the use of these rights shall be transmitted in writing (by courier or by electronic means).

Each shareholder is entitled to address questions, in writing, to the Board of Directors, before the date of the general meeting, regarding the items on the agenda, according to art. 13 of CNVM Regulation No. 6/2009. The questions shall be accompanied by documents allowing the identification of the shareholder, so the documents may be registered as "received at the seat of the company" no later than 01.11.2016. On the documents it shall be clearly written "For the general extraordinary meeting of shareholders of 07/08.11.2016". The questions will be answered during the general extraordinary meeting of shareholders. The shareholders' questions may be transmitted by courier or by electronic means.


Any shareholder benefits from a guaranteed free exercise of his/her rights under the applicable legal provisions and also of the Articles of Association of the company.

Starting from 07.10.2016, the power-of-attorney standard forms (models), the documents and informative materials regarding the items on the agenda of the Extraordinary General Meetings of Shareholders, the draft resolutions and any other additional information may be obtained at the company seat, during the interval between 9:00 – 17:00 hours, by phone, at telephone No. 021/202.11.99 and also using the website www.athenee-palace.ro.

In case of a proxy vote, the voting bulletin, filled and signed, shall be transmitted by mail or email, with extended electronic signature, according to Law 455/2001, until 04.11.2016, inclusively, at the seat of the company or using the e-mail address: athenee.palace@gmail.com, with the clearly written mention "For the extraordinary general meeting of shareholders of 07/08.11.2016".

Athenee Palace SA

By: Ion Taban – Chairman of the Board of Directors

A handwritten signature in blue ink is written over a circular blue stamp. The stamp contains the text "ATHENE PALACE S.A." and "1998" at the bottom. The signature is stylized and appears to be "Ion Taban".