

SUMMONS

The Chairman of the Board of Directors of **ATHENEE PALACE SA**, Romanian joint stock company based in Bucharest, 1C Poligrafiei Avenue, Ana Holding Office Building, 1st floor, Office No. 10, registered with the Trade Registry under No.: J40 / 612 / 1991, having sole identification code: RO 1569250, hereby convenes the Ordinary General Meeting of Stockholders on May 3rd, 2016, at 10.00 a.m. hours, in Bucharest, 1C Poligrafiei Avenue, Ana Holding Office Building, 1st floor, Office No. 10, District 1, for all stockholders registered in the Stockholders' Register, at the end of the day April 22nd, 2016, with the following agenda:

1. Determination of the compensation of the members of the Board of Directors of ATHENEE PALACE SA;
2. Approval of the date of May 20th, 2016 as the registration date which is going to be subject to the resolutions of the ordinary general meeting of stockholders. After May 19th, 2016 (ex date), the financial instruments subject to the resolution of the ordinary general meeting of stockholders shall be traded without the rights deriving from that particular resolution.

If legal conditions required to conduct the Ordinary General Meeting of Stockholders are not met on May 3rd, 2016, **the second ordinary general meeting shall be convened on May 04th, 2016, at the same venue, at the same time, with the same agenda and reference date.**

Access of the stockholders entitled to attend the general meeting is allowed by simply proving their identity, by showing their identity documents, this applying to stockholders natural persons; as far as legal entities or representatives of stockholders natural persons are concerned, the natural persons who represent these are required to produce a power of attorney drafted in the Romanian language.

The meeting may be attended and at the meeting are entitled to vote all stockholders registered at the end of the day 22.04.2016, in the Stockholders' Register, administered by the Central Depository ("Depozitarul Central SA"), which is the date of reference of the meeting convened. The stockholders may attend the session of the general meeting either personally or by proxy, as provided by art. 243, the 3rd paragraph of Law No. 297/2004 on the capital market. Representation of stockholders can also be ensured by persons other than the stockholders, except for the administrators, based on a special / full power of attorney, according to art. 14, paragraph 3, of the NSC Regulation No. 6/2009.

Special or full powers-of-attorney will be used under the conditions laid down in Regulation No. 6/2009 and their model can be obtained at the company. The special power of attorney will be prepared in three originals (one for the stockholder, one for the representative and one for the issuer). After signing, the counterpart for the issuer, accompanied by a copy of the identity document of the represented person, will be submitted for registration to the company no later than 48 hours before the general meeting, but it can also be sent by fax (Fax No.: 021/3181300) or by e-mail to: athenee.palace@gmail.com, the representative of the stockholder

being obliged to bring with himself the original of the power of attorney at the date of the General Meeting of the Stockholders.

One or more stockholders representing severally or jointly at least 5% of the share capital have the right to put items on the agenda of the General Meeting of Stockholders, including until 10.04.2016, provided that each item is accompanied by a justification or by a draft resolution submitted to be adopted by the general meeting of stockholders. Also, one or more stockholders, representing severally or jointly at least 5% of the share capital are entitled to propose a draft resolution for the items included or proposed to be included on the agenda including up to 11/04/2016. Stockholder proposals and the documents showing that the conditions for exercising these rights have been fulfilled shall be submitted only in writing (by courier or electronically).

Each stockholder is entitled to ask the Board of Directors questions in writing shortly before the date of the general meeting, regarding the items on the agenda, according to art. 13 of NSC Regulation No. 6/2009, together with documents allowing identification of the stockholder, so that they can be recorded as received at the company's headquarters until 25/04/2016, with the clearly written note: "For the ordinary general meeting of stockholders dated 03 / 04.05.2016". The questions of the stockholders may be sent by courier or electronically.

Replies will be sent to the stockholders or published on the company website until 29/04/2016.

The law guarantees to any stockholder the free exercise of his rights under the applicable legal provisions and the Articles of Association of the company.

Starting with 01.04.2016, the powers-of-attorney models, the information documents and materials regarding the items on the agenda of the general meeting of stockholders, the draft decisions and any additional information may be obtained at the company's seat, between 9 – 17 hours, at Tel. No.: 021/202.11.99, and also on the Company's website, www.athenee-palace.ro.

As regards voting by mail, the completed and signed ballots shall be sent by post or by e-mail, with the extended electronic signature, according to Law No. 455/2001 till 29.04.2016, to the address of the company, respectively to the e-mail address: athenee.palace@gmail.com, with the clearly written note: "For the ordinary general meeting of the stockholders dated 03/04.05.2016".

ATHENEE PALACE SA

By: - Chairman of the Board of Directors

Appendix

To the Summons of the Ordinary General Meeting of Stockholders of ATHENEE PALACE SA

I, the undersigned **Taban Ion**, hereby declare that the document contains 5618 signs (characters and spaces)

Signature

