

SUMMONS

The Chairperson 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, District 1, registered with the Bucharest Trade Registry under number J40/612/1991, having Sole Registration Code 1569250 and Fiscal Registration Code RO 1569250 („The Company”),

hereby convenes the Ordinary General Meeting of Stockholders on February 8th, 2021, at 9.00 (first summons), at the Company’s headquarter located in Bucharest, 1C, Poligrafiei Boulevard, Ana Holding Office Building, 1st Floor, Office 10, District 1, for all stockholders registered in the register of stockholders at the end of the day of January 26th, 2021, considered as a reference day for this meeting, with the following agenda:

1. Appointment of the financial auditor of Athenee Palace SA, for a period of 2 (two) years;
2. Approval of the date of February 24th, 2021 as the „registration date” for the identification of the shareholders affected by the provisions of the Meeting’s decisions, and of the date of February 23rd, 2021 as „ex date”;
3. Approval to give a power of attorney to the company's legal representative, the Chairperson of the Board - General Manager, to negotiate and sign the contract with the financial auditor, respectively to perform all the necessary steps to record the decisions of the Ordinary General Meeting of Stockholders and complete all the necessary formalities in front of the competent authorities, with the possibility of substituting another person.

All the stockholders of the Company registered at the end of January 26th, 2021, in the Register of Stockholders, which is the reference date of the convened meeting, have the right to participate and vote at the meeting.

If the legal conditions for conducting the Ordinary General Meeting of Stockholders at the first convocation fail to be met, a second Ordinary General Meeting is convened for February 9th, 2021, in the same place, at the same time, with the same agenda and the same reference date.

At the convocation date, the subscribed and paid-in share capital of ATHENEE PALACE SA is RON 1.897.747,80 divided into 6.325.826 nominative shares, each having a value of RON 0,30, each share giving the right to one vote in Ordinary General Meeting of Stockholders of the Company.

The access of the stockholders entitled to attend the Ordinary General Meeting is allowed by simply proving their identity, based on their identity document, as far as natural persons are concerned; as regards the legal persons or representatives of individual stockholders, this

shall be done by showing the power-of-attorney given to the relevant individual who represents them, made in Romanian language (written document under private signature).

The stockholders may participate in the meeting of the general meeting either personally or through their representatives, on the basis of special or general power of attorney, under the conditions provided by art. 92 of Law 24/2017.

General or special powers-of-attorney will be used as provided by ASF Regulation No. 5/2018. The standard format of the special power of attorney may be obtained at the company's seat.

The special power-of-attorney will be drawn up in three original copies (one for the stockholder, one for the representative and one for the company).

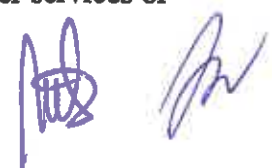
After being signed, the copy for the Company, accompanied by a copy of the identity document of the represented person, will be submitted to the company, for registration, no later than 48 hours before the general meeting; these may be sent also by fax (fax no.: 0213181300) or by e-mail at the email address: athenee.palace@gmail.com; the representative of the stockholder is obliged to carry with him/her the original power of attorney at the time of the General Stockholders Meeting. The representative cannot be substituted by another person. The power-of-attorney may not be granted to a person found in conflict of interests, according to Art. 92, paragraph 15 of Law 24/2017.

Representation of stockholders in the general meeting by other persons than the stockholders may also be done on the basis of a General Power of Attorney (General Proxies) valid for a period not exceeding 3 years, allowing the appointed representative to vote on all matters in discussion of the general meeting of the stockholders of the Company, provided that the general power of attorney to be granted by the stockholder, as a client, to an Intermediary defined according to art. 2 paragraph 1 point 20 of Law no. 24/2017 or to a lawyer.

The general powers of attorney (General proxies) must contain the information provided in art. 202 of the ASF Regulation no. 5/2018 and are submitted / sent to the Company, for registration, no later than 48 hours before the general meeting, in copy, bearing the mention of compliance with the original, under the signature of the representative; this may be also sent by fax (fax no.: 0213181300) or by email to: athenee.palace@gmail.com. Special or general powers of attorney which will not be submitted within the term stipulated in this call will not be taken into account by the Company.

One or more stockholders representing, individually or jointly, at least 5% of the share capital have the right: to introduce items on the agenda of the Ordinary General Meeting of Stockholders, provided that each such item is accompanied by a justification or by a draft resolution proposed for adoption by the Ordinary General Meeting of Stockholders; to propose a draft decision for the items included or proposed to be included on the agenda, within maximum 15 days from the publication of the call in the Official Gazette of Romania Part IV.

Each stockholder is entitled to address written questions to the board of directors regarding the items on the agenda, together with documents that allow the identification of the stockholder, so the written question may be registered as received at the Company's headquarters within no more than 15 days from the publication of this convocations in the Official Gazette of Romania Part IV, with the clearly written mention „For the Ordinary General Meeting of Stockholders of 08 / 09.02.2021”; the questions will be answered in the Ordinary General Meeting of Stockholders. Stockholders' questions, as well as the documents allowing the identification of the stockholder, may be transmitted through courier services or



by electronic means (email: athenee.palace@gmail.com). An answer will be deemed to be given if the relevant information is available on the company's website, in „question – response” format.

Any stockholder has a guaranteed free exercise of his/her rights under the applicable legal provisions and of the Articles of Association of the Company.

Starting from January 7th, 2021, the power-of-attorney standard formats, the documents and informative materials regarding the items on the agenda of the Ordinary General Meetings of Stockholders, the draft resolutions and any other additional information may be obtained at the company seat, during the interval 9:00 – 17:00, and also by using the phone number 0212021199, as well as on the Company's website www.athenee-palace.ro.

Shareholders may exercise their right to vote by correspondence, and the correspondence ballot bulletin in Romanian language will be made available to stockholders, at their request, at the seat of the company, in Bucharest, 1C, Poligrafiei Boulevard, Ana Holding Office Building, 1st Floor, Office No. 10, District 1, as well as on the website of www.athenee-palace.ro

In case of voting by mail, the ballot paper, filled in and signed, accompanied by a copy of the identity document of the individual stockholder, respectively the Certificate of registration issued by Trade Registry Office, together with the copy of the document proving the quality of legal representative, in case of legal persons, will be sent by mail or e-mail, with extended electronic signature, according to Law no. 455/2001, until February 7th, 2021, inclusive, at the company's address, respectively at the e-mail address: athenee.palace@gmail.com with the clearly written mention „For the ordinary general meeting of stockholders of 08 / 09.02.2021.”

The ballot papers by correspondence that are not received in the form and within the term stipulated in the present convocation will not be taken into account for determining the quorum of attendance and voting as well as for counting the votes in the Ordinary General Meeting of Shareholders.

ATHENEE PALACE S.A.

By: Liliana Rodica Mateiaş – Chairperson of the Board of Directors

