

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 Ordinary General Meeting of Shareholders on **January 11th, 2018**, 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 **December 22nd, 2017**, with the following agenda:

1. Election of a member in the Board of Directors of the company ATHENEE PALACE SA and the determination of his / her term of office;
2. The determination of the compensation of the members of the Board of Directors of Athenee Palace SA;
3. Updating of the Constitutive Act of the company, including the modifications occurred in the Board of Administrators;
4. The appointment of the shareholders' representative for the signature of the updated Constitutive Act, for the signature of the documents and for submitting them to the Registry of Commerce Office;
5. Approval of the date of January 31st, 2018, as the registration date on which resolutions of the Ordinary General Meeting of Stockholders are reflected. After the date of January 30th, 2018 ("ex date"), the financial instruments subject to the resolution of the Ordinary General Meeting of Shareholders shall be traded without the rights deriving from that resolution.

If the legal conditions for conducting the extraordinary general meeting of shareholders fail to be met, a second Ordinary General Meeting shall be convened for January 12th, 2018, in the same place, at the same time, with the same agenda.

The access of the shareholders entitled to attend the Ordinary 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 December 22nd, 2017 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 Ordinary General Meeting of Shareholders either in person or through their representatives, based on a special or general power of attorney, as provided by art. 243 of Law No. 297/2004 on the capital market.

Limited or full powers-of-attorney will be used as provided by Regulation No. 6/2009 and art. 243 of Law No. 297/2004 on the capital market and their standard form can be obtained at the company seat.

The powers of attorney, before their first use, are submitted to the company at least 48 hours before the general meeting, in copy, with the mention of conformity with the original, signed by the representative person.

It is not allowed to be issued a power of attorney to a person being in conflict of interests, according to art. 243 alin. 6⁴ of Law 297/2004.

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).

The power – of – attorney, together with 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 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 Ordinary 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 only in writing (by courier or by electronic means).

The list containing information regarding the name, domicile and professional qualification of the persons who are proposed for the position of administrator are at the disposal of the shareholders and can be examined by them after December 8th, 2017. The shareholders may propose candidates for the position of administrator until the limit date of January 8th, 2018. The proposals will include the name, domicile and professional qualification of persons proposed as administrator.

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.

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 December 8th, 2017, the power-of-attorney standard forms, the documents and informative materials regarding the items on the agenda of the Ordinary General Meetings of Shareholders, the draft resolutions and any other additional information may be obtained at the company seat, between 9:00 – 17:00 hours, by phone number 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 January 10th, 2018, inclusively, at the seat of the company or using the e-mail address: athenee.palace@gmail.com, with the clearly written mention "For the Ordinary General Meeting of Shareholders of 11/12.01.2018".

The company ATHENEE PALACE SA
By: Ion Taban – Chairman of the Board of Administrators

