

SUMMONS

The Chairman of the Board of Directors of ATHENEE PALACE S.A., Romanian joint stock company based in Bucharest, 1C Poligrafiei Avenue, Ana Hotels 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 Stockholders on **March 29th, 2018, at 9.30 hours**, in Bucharest, 1C, Poligrafiei Avenue, 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 **March 16th, 2018**, with the following agenda:

1. Approval of the yearly financial statements of ATHENEE PALACE S.A., for the financial year 2017.
2. Approval of the Administrator's Report and of the Financial Auditor's Report on Financial Statements for the year 2017.
3. Approval of the discharge for the year 2017 of the Board of Directors of ATHENEE PALACE S.A. company.
4. Election of the Board of Directors of Athenee Palace SA and determining the duration of its mandate.
5. Determination of the compensation of the members of the Board of Directors of Athenee Palace SA.
6. Approval of the budget of revenues and expenses for the year 2018.
7. Approval of the distribution of profits for the year 2017, per destinations. Proposal to cover the accounting losses related to previous years, as required by the law.
8. Approval of the date of April 17th, 2018, as the registration date on which resolutions of the ordinary general meeting of stockholders are reflected. After the date of April 16th, 2018 („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 for conducting the ordinary general meeting of stockholders fail to be met, **a second ordinary general meeting shall be convened on March 30th, 2018, at the same place, at the same time of the day, with the same agenda.**

The access of the stockholders 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 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, in Romanian language.

Are entitled to attend and vote at the meeting all the company's stockholders who appear to be registered at the end of the day of March 16th, 2018, in the Stockholders' Register, administered by the Central Depository („Depozitarul Central SA”), which is the reference date of the convened meeting. The stockholders may attend the Ordinary General Meeting of Stockholders either in person or through their representatives, based on general or special Powers of Attorney, as provided by art. 243 of Law No. 297/2004 on the capital market.

General or special powers-of-attorney will be used as provided by Regulation No. 6/2009 and article 243 of Law No. 297/2004 on the capital market, and their standard format can be obtained at the company seat.

The powers-of-attorney, before their first use, shall be submitted to the company 48 hours before the general meeting, in photocopy, containing the details of compliance with the original, signed by the representative. The proxy cannot be substituted by another person.

The empowerment may not be granted to a person found in a conflict of interest according to Art. 243, paragraph 6⁴ of Law No. 297/2004.

The power of attorney accompanied by a photocopy of the identity card of the represented person will be submitted, for registration, to the company no later than 48 hours before the general meeting, however 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 stockholder being obliged to carry with him/her the power of attorney in original at the time of the General Stockholders Meeting.

One or more stockholders representing individually or jointly at least 5% of the share capital have the right to put items on the agenda of the Ordinary General Meeting of Stockholders, up to the date of March 9th, 2018, inclusively, 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. Also, one or more stockholders representing individually or jointly at least 5% of the share capital have the right to propose draft resolutions for the items included or proposed to be included on the agenda, by March 12th, 2018, inclusively.

The list containing information about the name, domicile and professional qualifications of the persons proposed for the position of administrator is available to stockholders and can be consulted by them after February 26, 2018. Stockholders may submit proposals for candidates for the position of administrator no later than the 23rd of March 2018. The proposals will include the name, domicile and professional qualifications of the persons proposed for the position of administrator.

Each stockholder is entitled to address questions to the Board of Directors, in writing, before the date of the general meeting, regarding the items on the agenda, according to art. 13 of CNVM Regulation No. 6/2009.

Any stockholder has 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 26.02.2018, 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 between 9:00 – 17:00 hours, and also by phone, at telephone No. 021/202.11.99.

Athenee Palace SA

By: Liliana Mateias – Chairperson of the Board of Directors

