

## SUMMONS

The Chairperson of the Board of Directors of ATHENEE PALACE S.A., a Romanian joint stock company based in 1C, Poligrafiei Boulevard, Ana Hotels Office Building, 1<sup>st</sup> floor, Office no. 10, District 1, Bucharest, 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 15<sup>th</sup>, 2019, at 9,00 a.m.**, in 1C, Poligrafiei Boulevard, Ana Hotels Office Building, 1<sup>st</sup> floor, Office no. 10, District 1, Bucharest, for all the shareholders registered in the register of shareholders at the end of the day of **January 4<sup>th</sup>, 2019**, with the following agenda:

1. Appointment of the financial auditor of the company Athenee Palace SA, for a period of 2 years;
2. Appointment of the internal auditor of the company Athenee Palace SA or empowerment the Board of Directors for its appointment;
3. Empowerment of The Chairperson of the Board of Directors – General Manager of the company to negotiate and sign the contracts with the financial auditor, as well as with the internal auditor;
4. Approval of the date of February 1<sup>st</sup>, 2019, as the registration date on which resolutions of the ordinary general meeting of shareholders are reflected. After the date of January 31<sup>st</sup>, 2019 („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 ordinary general meeting of shareholders fail to be met on January 15<sup>th</sup>, 2019, a second Ordinary General Meeting shall be convened for January 16<sup>th</sup>, 2019, 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 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, the access shall be done by showing the power-of-attorney given to the relevant individual who represents them, made 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 January 4<sup>th</sup>, 2019 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. The shareholders may be represented by other persons than the shareholders, except the administrators, based on a special / general power – of – attorney. Limited or full powers-of-attorney will be used as provided by Regulation No. 5/2018 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 accompanied by a copy 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 opening of 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](mailto: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 Ordinary 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).

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, 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 11.01.2019. On the documents it shall be clearly written „For the general ordinary meeting of shareholders of 15/16.01.2019”. The questions will be answered during the General Ordinary Meeting of Shareholders. The shareholders' questions may be transmitted by courier or by electronic means. It will be considered that an answer is given if the relevant information is available on the Company's website, in question-response format.

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 14.12.2018, the power-of-attorney standard forms (models), 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, using the phone number 021/202.11.99 and also using the website [www.athenee-palace.ro](http://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 14.01.2019 inclusively, at the seat of the company or using the e-mail address: [athenee.palace@gmail.com](mailto:athenee.palace@gmail.com), with the clearly written mention „For the Ordinary General Meeting of Shareholders of 15/16.01.2019”.

The company ATHENEE PALACE SA

By: Liliana Rodica Mateias – Chairperson of the Board of Administrators



A handwritten signature in blue ink, consisting of stylized initials and a surname, positioned to the right of the circular stamp.