

The company ATHENEE PALACE SA  
1C, Poligrafiei Blvd., „Ana Holding” Office Building, 1st floor, Office No. 10, District 1,  
Bucharest  
J40 / 612/1991, CUI 1569250, CIF RO1569250

**SUMMONS UPDATED OF  
THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
OF THE COMPANY „ATHENEE PALACE SA”**

Pursuant to art. 117<sup>1</sup> of Law 31/1990 on Companies, the Chairperson of the Board of Directors of ATHENEE PALACE SA, based in Bucharest, 1C, Poligrafiei Blvd., „Ana Holding” Office Building, 1st floor, Office No. 10, registered with the Trade Registry of Bucharest under No. J40 / 612/1991, having Sole Registration Code: 1569250 and Tax Registration Code: RO 1569250, (referred to hereinafter as the "Company"),

Considering:

- a) The summoning of the Extraordinary General Meeting of Shareholders for the date of 28.07.2020, at 9:00 am hours, at the Company's headquarters, by convening notice published in the Official Journal of Romania, Part IV, No. 2070, dated 23.06.2020, in the newspapers: „Jurnalul” of June 23rd, June 24th and June 25th, 2020 and sent for publication to the Financial Supervision Authority and the Bucharest Stock Exchange, through current report No. 50 / 22.06.2020, published on the Bucharest Stock Exchange („BVB”) website on 22.06.2020, at 20:02 hours ;
- b) The shareholder ANA HOTELS SRL, which holds more than 5% of the share capital of the Company, has formulated, pursuant to art. 117<sup>1</sup>, paragraph 1 of Law. 31/1990, art. 92 paragraph 3 and paragraph 5 and also pursuant to art. 106 of Law No. 24/2017 on issuers of financial instruments and market operations and art. 189 and art. 225 paragraph 1 of the FSA Regulation No. 5/2018 on issuers of financial instruments and market operations, through the written address received at the Company on July 3rd, 2020, and having entry number No. 57 / 03.07.2020, a request to complete the agenda of the Extraordinary General Meeting of Shareholders dated July 28th/29th, 2020 by including a new item on the agenda, regarding proposals to amend the Articles of Association of the Company ;

**Completes the agenda** of the Extraordinary General Meeting of Shareholders, convened on July 28th, 2020, at 9.00 hours (first convocation) at the Company headquarters in Bucharest, 1C, Poligrafiei Blvd., „Ana Holding” Office Building, 1st floor, Office No. 10, for all Shareholders registered in the Shareholders' register at the end of the day of July 15th, 2020, considered as the reference date for this meeting.

**A new item shall be inserted on the agenda, with the corresponding renumbering of the following item :**

7. It is proposed to amend the Articles of Association of Athenee Palace SA, as follows:

7.1. Art. 2, the third paragraph is repealed and deleted from the Articles of Association.

7.2. Art. 7 " Actions " of the Articles of Association is amended to read as follows:

«The shares are registered, in dematerialized form and are issued in compliance with the provisions of Law No. 31/1990 on companies ».



**As a result of these additions, the agenda of the Extraordinary General Meeting of Shareholders of 28/07/2020 (the first convocation) and 29/07/2020 (the second convocation), in case the first convocation does not meet the legal and statutory quorum of attendance) as completed, is as follows:**

1. Approval of the withdrawal from trading on the ATS - AeRO market of the shares issued by ATHENEE PALACE SA, their deletion from the ASF records, based on the provisions of art. 60 letter c) of Law 24/2017 and of art. 218 and 115 letter b ) point A of the ASF Regulation No. 5/2018 and the declaration as a „close-type” Company.
2. Presentation and approval of the Evaluation Report prepared by the independent certified registered with ASF on the price per share, supposed to be paid in case of withdrawal of the Shareholders of the Company.
3. Presentation and approval of the Report of Administrators on the independent evaluator's findings and proposed price of a share, to be paid in case of withdrawal of the Shareholders of the Company.
4. Approval of the price of a share that is to be paid in case of withdrawal of Shareholders from the Company.
5. Approving the withdrawal modality from the company of the Shareholders who do not agree with the decision of the Extraordinary General Meeting of Shareholders regarding withdrawal from trading and of the modality to pay to the Shareholders the equivalent value of their shares.
6. Approving the date of 30/10/2020 as the " registration date " for identifying the Shareholders who are going to be subjected to the effects of the resolution of the Assembly and of the date of 29/10/2020 as the " ex date ".
7. It is proposed to amend the Articles of Association of the Company „Athenee Palace SA”, as follows:
  - 7.1. Art. 2, the third paragraph is repealed and deleted from the Articles of Association.
  - 7.2. Art. 7 " Actions " of the Articles of Association is amended to read as follows:  
«The shares are registered, in dematerialized form and are issued in compliance with the provisions of Law No. 31/1990 on companies » .
8. Approving the empowerment of the legal representative of the Company, Ms. MATEIAS LILIANA RODICA, President of the Board of Directors - General Manager, to take all steps required to register the resolutions of the General Extraordinary Assembly of Shareholders and to also fulfill all necessary formalities before the competent authorities, including, but not limited to, ORC, BVB, ASF, DC. In order to exercise her duties, Ms. MATEIAS LILIANA RODICA may transfer her powers to another person.  
All Company Shareholders registered at the end of the day of 15/ 07/ 2020 in the Shareholders Register, administered by the Central Depository, which is date of the meeting convened, are entitled to attend and vote at the meeting.

If legal terms regarding unfolding of the General Extraordinary Meeting of Shareholders are not met on the occasion of the first call, a second General Extraordinary Meeting of Shareholders shall be convened for the 29th of July 2020, at the same place, the same time, with the same agenda and the same reference date.

At the time of the summoning, the share capital of the Company „Athenee Palace SA” issued up and paid is in value of RON 1,897,747.80, divided into 6,325,826 shares of nominal value, each worth RON 0.30, each share giving right to 1 (one) vote in the General Extraordinary Meeting of the Company's Shareholders.

The access of the shareholders entitled to attend the Extraordinary 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 the Shareholders natural



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

Shareholders may attend the meeting of the General Assembly either in person or through their representatives, based on a general or special power of attorney, as 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. Their standard format can be obtained at the Company seat. Special powers-of-attorney will be drawn up in three original counterparts (one for the stockholder, one for the representative and one for the Company).

After being signed, the counterpart for the Company, accompanied by a photocopy of the identity card of the represented person, will be submitted/sent for registration purposes to the Company, no later than 48 hours before the general meeting; these may be sent also by fax (Fax No.: 021 318 13 00) or by e-mail at the email address: [athenee.palace@gmail.com](mailto:athenee.palace@gmail.com); the representative of the shareholder is obliged to carry with him/her the power of attorney in original at the time of the Extraordinary General Meeting of Shareholders. The representative cannot be substituted by another person. The power-of-attorney may not be granted to a person found in a conflict of interests, according to Art. 92, paragraph 15 of Law 24/2017.

Representation of the Shareholders in general meeting by other persons than the Shareholders can be done on the basis of a General Power-of-Attorney valid for a period not exceeding three years, enabling the appointed representative to vote on all issues under debate in the General Assembly of Shareholders of the Company, provided that the general power of attorney is granted by the stockholder, as a customer, to an Intermediate Person defined as per 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 shall be submitted / sent for registration to the Company no later than 48 hours before the general meeting, in photocopy and containing the text: „True to the original”, signed by the representative; these can also be sent by fax (Fax No.: 021 318 13 00), or by email, at: [athenee.palace@gmail.com](mailto:athenee.palace@gmail.com). Special or general powers of attorney that will not be submitted within the term stipulated in this call will not be taken into account by the Company.

One or more shareholders representing, individually or jointly, at least 5% of the share capital, shall have the right to: put items on the agenda of the Extraordinary General Meeting of Shareholders, provided that each such item is accompanied by a justification or by a draft resolution proposed for adoption by the Extraordinary General Meeting of Shareholders, to propose draft resolutions for the items included or proposed to be included on the Extraordinary General Meeting of Shareholders' agenda, within maximum 15 days from the publication of this summons in the Official Gazette of Romania Part IV.

Each shareholder is entitled to address written questions to the Board of Directors regarding the items on the agenda; the questions shall be accompanied by documents allowing the identification of the shareholder, so the written question may be registered as „received” at the seat of the Company, within maximum 15 days from the publication of this summons in the Official Gazette of Romania Part IV, with the clear written mention „For the Extraordinary General Meeting of Shareholders of July 28th, 2020”; the questions will be answered in the Extraordinary General Meeting of Shareholders.

Shareholders' questions, together with the papers that allow identification of the shareholder, may be transmitted by post, through courier services or by electronic means (by e-mail, at the e-mail address: [athenee.palace@gmail.com](mailto: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.



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Any shareholder 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 June 26th, 2020, the power-of-attorney standard formats, the documents and informative materials regarding the items on the agenda of the Extraordinary General Meetings of Shareholders, the draft resolutions and any other additional information may be obtained at the company seat, during the interval between 9:00 – 17:00 hours, at the phone number: 021 202.11.99 and also on the Company website, [www.athenee-palace.ro](http://www.athenee-palace.ro).

Shareholders may exercise their right to vote by correspondence, and the correspondence ballot bulletins will be made available to shareholders, at their request, at the seat of the company, in Bucharest, 1C, Poligrafiei Blvd., „Ana Holding” Office Building, 1st Floor, Office No. 10, District 1, as well as on the website of the Company, [www.athenee-palace.ro](http://www.athenee-palace.ro). In the case of voting by correspondence, the ballot bulletin, filled in and signed, accompanied by a photocopy of the identity document of the shareholder natural person, respectively the Certificate of Registration issued by the Office of the Trade Registry, together with the photocopy of the paper which demonstrates their capacity as legal representatives thereof, as far as legal entities are concerned will be sent by post or by e-mail, with extended electronic signature, according to Law 455/2001, until July 27th, 2020, inclusively, at the address of the company, respectively at the e-mail address: [athenee.palace@gmail.com](mailto:athenee.palace@gmail.com), with the clear written mention „For the General Extraordinary Meeting of Shareholders of July 28th / 29th, 2020.”

The ballot papers by mail which 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 Extraordinary General Meeting of Shareholders.

ATHENEE PALACE S.A.

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

