

SUMMONS

The Chairperson of the Board of Directors of ATHENEE PALACE S.A., Romanian joint stock company based in Bucharest, 1C Poligrafiei Boulevard, Ana Hotels Office Building, 1st Floor, Office no. 10, District 1, 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 28th, 2019, at 9.00**, 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 **March 15th, 2019**, with the following agenda:

1. Approval of the yearly financial statements of ATHENEE PALACE S.A. for the financial year 2018;
2. Approval of the Administrator's Report and of the Financial Auditor's Report on Financial Statements for the year 2018;
3. Approval of the discharge for the year 2018 of the Board of Directors of the company ATHENEE PALACE S.A.;
4. Election of the Board of Directors of ATHENEE PALACE S.A. and determining the duration of its mandate;
5. Determination of the compensation of the members of the Board of Directors of ATHENEE PALACE S.A.;
6. Approval of the budget of revenues and expenses for the year 2019;
7. Approval of the date of April 17th, 2019 as the registration date on which resolutions of the ordinary general meeting of stockholders are reflected. After the date of April 16th, 2019 („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 29th, 2019, in 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 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.

Are entitled to attend the meeting and to vote all the company's stockholders who, at the end of the day of March 15th, 2019, appear to be registered in the Stockholders' Register, administered by the Central Depository („Depozitarul Central S.A.”), 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 Power of Attorney, as provided by art. 243 of Law 297/2004 on the Capital Market.



General or special powers-of-attorney will be used as provided by ASF Regulation No. 5/2018 and their standard format can be obtained at the company seat.

Special powers-of-attorney will be drawn up in three original copies (one for the stockholder, one for the representative and one for the issuer).

After being signed, the copy for the issuer, accompanied by a photocopy of the identity card 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.: 021 318 13 00) 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 power of attorney in original 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. 243, paragraph 6⁴ of Law 297/2004.

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 8th, 2019 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 11th, 2019, 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 25th, 2019. Stockholders may submit proposals for candidates for the position of administrator no later than the 22nd of March 2019. 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 written questions 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 stockholder, so the written question may be registered at the seat of the company, until 21st of March 2019, with the clear written mention „For the Ordinary General Meeting of Stockholders of 28 / 29 March 2019“; the questions will be answered in the Ordinary General Meeting of Stockholders.

Shareholders ' questions will be transmitted through courier services or by electronic means. 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 also of the Articles of Association of the company.

Starting from 25.02.2019, 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 021 202.11.99.

Shareholders may exercise their right to vote by correspondence, and the correspondence ballot bulletin will be made available to stockholders, at their request, at the seat of the



company, in Bucharest, 1C, Poligrafiei Boulevard, Ana Hotels Office Building, 1st Floor, Office No. 10, District 1, as well as on the website of www.athenee-palace.ro

In the case of correspondence voting, the ballot bulletin, completed and signed, will be sent by post or by e-mail, with extended electronic signature, according to Law 455/2001, until 27th of March 2019, including, at the post address of the company or at the e-mail address: athenee.palace@gmail.com, with the written mention „For the Ordinary General Meeting of Stockholders of 28 / 29.03.2019.”

ATHENEE PALACE S.A.

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



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