

UNIREA SHOPPING CENTER S.A.

Bucharest, District 3, 1 Piața Unirii, 5th floor, Postal code 030119
Registered with the Trade Register under number J 40/7875/1991

Tax Number 328521 - Tax Attribute RO

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VOTE BY CORRESPONDENCE BALLOT FORM

for natural person shareholders

for the Extraordinary General Meeting of Shareholders (EGMS) of

UNIREA SHOPPING CENTER S.A.

of 19/ 20 of December 2022

I, the undersigned, [_____],

(To be completed with the last name and first name of the natural person shareholder)

identified by the Identity Card/Passport series [_____] number [____

_____], issued by [_____] on (date) [_____

_____], holder of the personal number [_____], having the domicile in [

_____], duly represented by [_____],

(To be completed with the last name and first name of the legal representative of the natural

person shareholder only for natural person shareholders without or with limited capacity)

Identified by the Identity Card/Passport series [_____] number [____

_____], issued by [_____] on (date) [_____

_____], holder of the personal number [_____], having the domicile in [

_____], holder of a number of [_____] shares

representing [_____] % of a total number of [_____]

shares issued by **UNIREA SHOPPING CENTER S.A.**, registered with the Bucharest Trade

Register under number J40/7875/1991, holder of the Tax Number 328521, having the

headquarters in Bucharest, 1 Piața Unirii, District 3 (**Company**), which gives me a number of

[_____] voting rights, representing [_____] % of the

paid-up share capital and [_____] % of the total voting rights in the EGMS,

aware of the agenda of the EGMS meeting of the Company held on 19/ 20 of December

2022, at 10.00 a.m. and of the documentation and informative materials relating to said

agenda, in accordance with the FSA Regulation number 5/2018, understand to cast by this

vote by correspondence my vote for the EGMS of the Company that will take place at the

headquarters of **UNIREA SHOPPING CENTER S.A.** in Bucharest, District 3, 1 Piața Unirii,

Magazin Unirea, 5th floor, as follows:

1. Election of the meeting secretariat of the extraordinary general meeting in accordance with the provisions of art. 129 of Law no. 31/1990.

in favour

against

abstention

2. Approval of the sale of the following buildings in the Company's patrimony, located in Braşov municipality, Braşov county:

- i. the building (land) with an area of 2,763 square meters, located in Brasov, Brasov county, registered in the Land Register no. 114774 of the municipality of Braşov, no. I'm falling. 114774, use category "construction yards", tabulated based on Decision no. 86660/13.10.2010 pronounced by BCPI Braşov and
- ii. the building (land + buildings) with an area of 10,305 sqm, located in Braşov, bld. Stations no. 3A, Braşov county, registered in the Land Register no. 102572 (old land card no. 20987) of the municipality of Braşov, no. I'm falling. 102572 (old topographic no. 9103/4/b/1/2), tabulated based on Conclusions no. 6429/30.01.2009 and 86662/13.10.2010 issued by the BCPI Braşov, composed of: land with an area of 10,305 sqm, having the use category "yards-constructions", with no. I'm falling. 102572 and the construction built on the land, having 6 levels (basement 1, basement 2, ground floor, floor 1, floor 2 and floor 3), with a surface built on the ground of 5,178 sqm, having no. I'm falling. 102572-C1,

at the minimum price represented by the bookkeeping value of the buildings, including their depreciation.

in favour

against

abstention

3. Approval of the transfer to the buyer of the above-mentioned buildings, in accordance with the law, of the concession right over the building (land) with an area of 3,621 square meters, located in Braşov, bld. Stations no. 3A, Braşov county, registered in the Land Register no. 102044 (old CF no. 11103), of the municipality of Braşov, no. I'm falling. 102044 (old topographic no. 9103/4/b/1/1/3), right which is the object of the Concession Contract authenticated by the Individual Notary Office "Ionaş Alexandru Mihai" under no. 227/05.02.2014 concluded between the company UNIREA SHOPPING CENTER SA and the City Hall of Braşov, as it was tabulated based on Conclusion no. 11408/05.02.2014 pronounced by BCPI Braşov.

in favour

against

abstention

4. In the case of approval of points 2 and 3, the mandate of Mr. Stefan-Valentin Dadus, member of the Company's Board of Directors, with the identification data existing in the Company's records, to, on behalf and on behalf of the Company, fulfill all the necessary formalities to carry out of the Decision of the Extraordinary General Meeting of Shareholders, including but not limited to the negotiation of any contractual clauses and to decide on the details of the transaction, to sign the sales contract and any bilateral promise of sale-purchase or other act prior to or subsequent to the sale, to approve the performance of any necessary formalities and incur related expenses for the purpose of selling the real estate, as well as any other steps necessary to carry out the provisions of the Extraordinary General

Meeting of Shareholders, such as, but not limited to: requests to the authorities/ public institutions.

in favour	against	abstention
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

5. Approval of the date of 10.01.2023 as the registration date, for the identification of the shareholders on whom the decision of the meeting is reflected, according to art. 2 lit. f) from ASF Regulation no. 5/2018 and establishing the date of 09.01.2023 as ex-date, according to art. 2 lit. l) from ASF Regulation no. 5/2018.

in favour	against	abstention
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. Power of attorney for Mr. Stefan-Valentin Dadus, member of the Company's board of directors to complete all the formalities for carrying out the decision of the Extraordinary General Meeting of Shareholders, including, but not limited to, signing, on behalf and on behalf of the Company, the sales-purchase contracts and assignment contracts.

in favour	against	abstention
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

7. The presentation by the board of directors of the Company of a Report on the economic justification of the sale of the buildings proposed for sale located in the patrimony of the Company located in the municipality of Braşov, Braşov county

in favour	against	abstention
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

8. Presentation by the Company's board of directors of a Report on the market price of the properties proposed for sale located in the Company's patrimony located in Braşov municipality, Braşov county.

in favour	against	abstention
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

9. The presentation by the board of directors of the Company of a Report on the legality of the sale of real estate from the Company's assets at a minimum price represented by the bookkeeping value of the real estate, taking into account their depreciation.

in favour	against	abstention
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

10. Presentation by the Company's auditor of a report on the fiscal risks involved in the sale of real estate owned by the Company at a minimum price represented by the book value of the real estate, taking into account their depreciation.

in favour

against

abstention

11. Approval of the sale of the buildings in the Company's patrimony at their market price determined by an evaluation report drawn up by an authorized appraiser specialized in real estate evaluation.

in favour

against

abstention

12. Approval of the sale of the buildings in the Company's patrimony exclusively by public auction.

in favour

against

abstention

13. Approval of the sale of the buildings in the Company's patrimony with the transfer of the property right on the buildings on the date of full payment of the purchase price.

in favour

against

abstention

14. Presentation of a report with the list of properties/assets sold/purchased by the Company in the last two years.

in favour

against

abstention

15. In case of approval of points 2 and 3, the mandate of Mr. Ștefan-Valentin Dadus, member of the Board of Directors of the company and of Mr. Adamescu Bogdan Alexander, President of the Board of Directors of the Company, with the identification data existing in the records of the Company, as, in the name and on behalf of the Company to fulfill, each individually and without the need to act jointly, all the formalities necessary to carry out the Resolution of the Extraordinary General Meeting of Shareholders, including but not limited to the negotiation of any contractual clauses and to decide with regarding the details of the transaction, to sign the sales contract and any bilateral promise of sale-purchase or other act prior to or subsequent to the sale, to approve the performance of any necessary formalities and to commit related expenses for the purpose of selling the real estate, as well as any other steps necessary in order to carrying out the provisions of the Hood of the Extraordinary General Meeting of Shareholders, such as, but not limited to: requests to public authorities/institutions.

in favour

against

abstention

16. The authorization of Mr. Adamescu Bgdan Alexander, President of the Board of Directors of the Company and Mr. Ștefan-Valentin Dadus, member of the Board of Directors of the Company to fulfill individually, and without the need for joint action, all the formalities for the fulfillment of the decision of the Extraordinary General Meeting of Shareholders, including, but not limited to, signing, in the name and on behalf of the Company, the sale-purchase contracts and the assignment contract.

in favour

against

abstention

The deadline for the registration of the vote by correspondence ballot forms with the Company is **17 December 2022, at 10:00 a.m.**

Date of the vote by correspondence ballot form: [_____]

Name of the natural person shareholder: [_____]

Signature: