

S.C. MAGAZIN UNIVERSAL MARAMURES S.A.

Baia Mare, Bd. Unirii, nr. 10, jud. Maramures
Fax: 0362 -401227, Tel: 0262 – 225371,0262-225285
Cod fiscal: RO 6076555; Nr.Reg.Com. J24/1628/1994
Capital social subscris si varsat: 1.564.505,5 lei
RO05BRDE250SV10209902500
BRD Baia Mare
www.maramuresul.ro
email:secretariat@maramuresul.ro

SPECIAL POWER OF ATTORNEY

I, the undersigned _____ Romanian citizen, residing in _____, Str. _____, Nr. _____, bl. _____, sc. _____, ap. _____, County _____, owner of personal ID/passport Series _____, No. _____, issued on the _____, by _____, with personal identification number _____ acting as legal representative of the **Company** _____, registered in the Trade Register under No. J ___/___/___, with VAT No. _____, Fiscal Attribute _____, with head office in _____, company owning a number of _____ shares representing _____% of the share capital of the company **MAGAZIN UNIVERSAL MARAMUREŞ S.A** Baia Mare, registered in the Trade Register under number J24/1628/1994, with VAT No. 6076555, Fiscal attribute – RO, with head office in, Bdul Unirii No. 10, Maramureş County, with a share capital of 1,564,505.5 lei fully paid, made up of 15,645,055 dematerialized registered shares, which give us the right to _____ votes from the total of 15,645,055 voting rights in the General Meeting of the Shareholders, hereby authorize Mrs. / Mr.. _____, Romanian citizen, residing in _____, Str. _____ No. _____, bl. _____, sc. _____, ap. _____, County _____, owner of personal ID Series _____, No. _____, issued on the _____, by _____, with personal identification number _____, to represent the company _____ at the *Extraordinary General Meeting* of the company **MAGAZIN UNIVERSAL MARAMUREŞ S.A.**, on the *27th of March 2017 at 12:00 or on the 28th of March 2017 at 12:00* at the company’s head office, and to exercise the right to vote corresponding to our holdings on the items of the agenda, as follows:

1. Discussing and submission for approval of contracting by the company of a bank credit in the amount of maximum 9,000,000 lei, for the purpose of acquiring securities;

For Against Abstain

2. Credit guarantee approval, credit that will be contracted with the company’s assets, by means of establishing mortgage securities and/or real estate mortgages from the company’s assets.

For Against Abstain

3. Mandating the Administration Council of the Company **MAGAZIN UNIVERSAL MARAMURES S.A.**, through President – General Manager Mrs. Simon Anamaria, to identify the best crediting offers, to negotiate the crediting conditions and to sign in the name of the company and any other documents for this purpose, and to take any steps and formalities needed to fulfil the decision of the general meeting shareholders, for instance, but without limitation to, the following:

- to negotiate and to sign, in the name and for the Company, the crediting contract / additional documents to the crediting contracts, the guarantee contracts / additional contracts to the guarantee contracts, as well as any other documents or instruments that are accessories, related to or referred to in the crediting contracts, the guarantee contracts or any other documents/forms or requests that could be necessary and useful in relation to the credit that will be contracted and to its guarantee;

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- if needed, to negotiate and sign in the name and for the Company, any subsequent documents additional to the crediting contract, guarantee contract and any other documents the company is part of.
- to carry out in the name and for the Company any formalities needed for these crediting contract/additional documents, guarantee contract, as well as any other accessory instruments to be fully valid and mandatory for the Company.

For Against Abstain

4. The approval of the acquisition by the company of securities in the maximum amount of 11,250,000 lei and mandating the Administration Council of the Company to identify investment opportunities and to decide upon the securities that will be acquired, the conditions and the price as well as to negotiate and sign all the document needed to carry out this decision.

For Against Abstain

5. Approval of the date of **13th of April 2017** as **registration date**, which serves for the identification of the shareholders, who will bear the effects of the decisions taken by the Extraordinary General Meeting of Shareholders.

For Against Abstain

6. Approval of the date of **12th of April** as **ex date**, respectively the date prior to the registration date, on which the financial instruments – object of the company body’s decision – are traded without the rights deriving from the decision, according to the provisions of Art. 2 letter f) of Regulation No. 6/2009 regarding the Exercise of certain rights of the shareholders within the general meeting of the companies, amended and supplemented through Regulation No. 13/2014 regarding the amendment and supplementation of certain regulations issued by the National Committee of Securities.

For Against Abstain

7. Approval of mandating Mrs. Simon Anamaria, President of the Company’s Administration Council, to sing, in the name and for the company’s shareholders, the decision adopted by the E.G.M.S. – Extraordinary General Meeting of Shareholders.

For Against Abstain

8. Approval of mandating Mrs. Şimon Anamaria, President of the Company’s Administration Council, to carry out all steps regarding the registration of the E.G.M.S. decision at the National Trade Register Office Maramures.

For Against Abstain

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We, the undersigned company, hereby give the above named representative discretionary power to vote, in relation to the problems that were not identified and included in the agenda at the issue date of this document.

The special power of attorney contains information according to Law No. 297/2004 regarding the capital market and to Regulation C.N.V.M. No. 1/2006, amended through Regulation C.N.V.M. No. 31/2006 and Regulation CNVM No. 6/2009.

This special power of attorney is signed and dated by the legal representative of the mandating shareholder. The special power of attorney will be filled in by the legal representative of mandating shareholder in all the listed entries.

The special power of attorney is elaborated in 3 original copies, of which: one copy remains at the mandating person, one copy will be handed to the empowered person and one copy will be submitted to the head office of the company MAGAZIN UNIVERSAL MARAMUREȘ S.A

In case the meeting does not take place in a legal and statutory manner at first convening, this special power of attorney is valid also for the second convening.

Place of elaboration: _____

(Name and surname of the legal representative of the legal entity shareholder, hand-written by the mandating person, in block letters)

Date of elaboration: ___/___/_____

Signature:

- An "X" will be placed on the field that corresponds to the vote. The other boxes will not be filled in;
- The special power of attorney will be submitted, in original, no later that the **25th of March 2017, 12:00 p.m.**, at the company's head office.

*Subsemnata **Roman Adriana**, traducător autorizat pentru limba **engleză**, în temeiul autorizației nr. **23158/2008**, eliberată de **Ministerul de Justiție**, certific exactitatea traducerii efectuate din limba **romana** în limba **engleza**, că textul a fost tradus complet, fără omisiuni, și că prin traducere, înscrisului nu i-a fost denaturat conținutul și sensul. Înscrisul a cărei traducere se solicită în întregime are, în integralitatea sa, un număr de 3 pagini, poartă titlul/denumirea de **PROCURA SPECIALA**, a fost emis de **SOCIETATEA MAGAZIN UNIVERSAL MARAMURES S.A.** și mi-a fost prezentat mie în întregime. I, the undersigned, **Roman Adriana**, authorized translator for the **English** language, based on authorization no. **23158/2008**, issued by the **Ministry of Justice from Romania**, certify the accuracy of this translation from the **Romanian** language to the **English** language, that the presented text has been translated in full, without omissions, and that through its translation, the document did not suffer changes to its content and meaning. The document requested for translation in its entirety has, in its entirety, a number of 3 pages, having the title of **SPECIAL POWER OF ATTORNEY**, issued by **COMPANY MAGAZIN UNIVERSAL MARAMURES S.A.** and it was presented to me in original and in its entirety.*