

COMPANY MAGAZIN UNIVERSAL MARAMURES S.A.

Baia Mare, Bd. Unirii No. 10, Maramures County
Fax: 0362 -401227, Tel: 0262 – 225371,0262-225285
VAT No.: RO 6076555; Trade Register No. J24/1628/1994
Subscribed and paid social capital: 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. _____, No. _____, bl. _____, sc. _____, ap. _____, county _____, owner of personal ID/passport Series _____, No. _____, issued on the _____, by _____, with personal identification number _____ owner of a number of _____ shares representing _____% of the share capital of the company **MAGAZIN UNIVERSAL MARAMUREȘ 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 Baia Mare, B-dul Unirii, No. 10, Maramureș County, with a share capital of 1,564,505.5 lei fully paid, made up of 15,645,055 dematerialized registered shares, which give me 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 me, at the *Extraordinary General Meeting* of the company **MAGAZIN UNIVERSAL MARAMUREȘ 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 my 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

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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;

- 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

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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

I, the undersigned, hereby give my 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 to date.

This special power of attorney is signed and dated by the mandating shareholder. The special power of attorney will be filled in by the 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 MARAMUREŞ 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, handwritten 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 than 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, certifică exactitatea traducerii efectuate din limba română în limba engleză, 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 SPECIALĂ, 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.