

S.C. MAGAZIN UNIVERSAL MARAMURES S.A.

Baia Mare, Bd. Unirii, nr. 10, Maramureş County
Fax: 0362 -401227, Tel: 0262 – 225371, 0262-225285
Tax code: RO 6076555; Trade Registry No. J24/1628/1994
Subscribed and paid up share capital: 1.564.505,5 lei
RO05BRDE250SV10209902500
BRD Baia Mare
www.maramuresul.ro
email:secretariat@maramuresul.ro

POPAN TEODORA
Traducator autorizat
engleza-franceza
Aut nr 32222/2011

SPECIAL POWER OF ATTORNEY

The undersigned _____ Romanian citizen, residing in _____, street. _____, no. _____, ap. _____, County _____, born on _____ in _____, County _____, son/daughter of _____ and _____, holder of the Identity Card/Passport Series _____ no. _____/_____, valid until _____ delivered by _____, personal number _____ holder of _____ shares representing _____% of the share capital of the company **MAGAZIN UNIVERSAL MARAMUREŞ S.A** Baia Mare, Trade Registry no. J24/1628/1994, Tax Code 6076555, tax attribute– RO, with headquarters in Baia Mare city, B-dul Unirii, no. 10, Maramureş County, with the share capital of 1.564.505,5 lei entirely paid up, composed of 15.645.055 uncertificated registered shares, which confers me the right of _____ votes from the total of 15.645.055 vote rights within the General Meeting of the Shareholders, authorise Mrs/Mr _____, Romanian citizen, residing in _____, street. _____ no. _____, Ap. _____, County _____, born on _____ in _____, County _____, son/daughter of _____ and _____, holder of the Identity Card Series _____ no. _____/_____, valid until _____ delivered by _____, personal number _____, to represent me, at the *Ordinary General Meeting of the Shareholders* of the company **MAGAZIN UNIVERSAL MARAMUREŞ S.A.**, from *23.02.2015 hour 12:00 or 24.02.2015, hour 12:00* at the company's headquarters, and to exercise the voting right afferent to my possession upon the items registered in the agenda of meeting, as it follows:

1. Acknowledges the presentation and discussion of the Board of Directors Report regarding the legal frame applicable to trading the shares on a regulated market or within an alternative system of trading, presentation of the regulated markets and the alternative trading systems where the company's shares can be traded, according to the provisions of the Law no. 151/2014 concerning the clarifying of the shares' legal status that shall be traded on Rasdaq Market or unquoted securities market.

For ☐ Against ☐ Abstain ☐

2. Approves the legal steps that have to be taken by the Company in order to admit the trading of the shares issued by the company on the regulated market managed by Bucharest Stock Market (B.V.B), within the category for which the company fulfils the conditions required by the market operator and by the applicable law in case of admission to trade. The vote in favour of this point from the agenda of meeting shall be alternative to the vote granted in favour of any of the points 3,4,5 and 6 from the hereby notice to attend.

For ☐ Against ☐ Abstain ☐

3. Approves the legal steps that have to be taken by the Company in order to admit the trading of the shares issued by the company on the regulated market managed by Sibiu Stock Exchange S.A (SIBEX), within the category for which the company fulfils the conditions required by the market operator and by the applicable law in case of admission to trade. The vote in favour of this point from the agenda of meeting shall be alternative to the vote granted in favour of any of the points 2,4,5 and 6 from the hereby notice to attend.

For ☐ Against ☐ Abstain ☐

4. Approves the legal steps that have to be taken by the Company in order to admit the trading of the shares issued by the company within the alternative trading system managed by B.V.B . The vote in favour

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of this point from the agenda of meeting shall be alternative to the vote granted in favour of any of the points 2,3,5 and 6 from the hereby notice to attend.

For ☐ Against ☐ Abstain ☐

5. Approves the legal steps that have to be taken by the Company in order to admit the trading of the shares issued by the company within the alternative trading system managed by SIBEX . The vote in favour of this point from the agenda of meeting shall be alternative to the vote granted in favour of any of the points 2,3,4 and 6 from the hereby notice to attend.

For ☐ Against ☐ Abstain ☐

6. Approves so that the company shall not take the legal steps necessary for the admission to trading of the shares issued by the company on a regulated market or their trading within an alternative trading system, with the consequence of delisting the company's shares according to the provisions of Law no. 151/2014 and the Regulation ASF no. 17/2014. The vote in favour of this point from the agenda of meeting shall be alternative to the vote granted in favour of any of the points 2,3,4 and 5 from the hereby notice to attend.

For ☐ Against ☐ Abstain ☐

7. Approves the authorization of the Board of Directors' President in order to sign in the name of the Company and/or the shareholders of the Company, as the case may be, the decision of the hereby General Meeting, the documents and requests adopted/draft up for the purpose of points 2-6 from the agenda of meeting, as well as carrying out all the legal formalities for the registration, opposability, execution and advertisement of all the adopted decisions, but also to take all the measures and all decisions to issue all the documents that might be necessary for fulfilling and implementing the adopted measures.

For ☐ Against ☐ Abstain ☐

8. Settles 15th of March 2015 as the registration date that shall serve at the identification of the shareholders upon whom shall be reflected the effects of the decisions adopted by the Ordinary General Meeting of the Shareholders.

For ☐ Against ☐ Abstain ☐

9. Approves the authorization of Mrs. Şimon Anamaria, administrator of the company, who shall identify with the Identity Card series MM no. 637910/23.10.2012, to fulfill all the formalities related to the registration of the Shareholders' decision at the Trade Registry from Maramures County.

For ☐ Against ☐ Abstain ☐

By the hereby, I, the undersigned, give discretionary voting power to the above mentioned representative (agent), upon the problems that have not been identified and included in the agenda of meeting until the present date.

The hereby Special Power of Attorney contains information according to the Law no. 297/2004 regarding the capital market and the Regulation C.N.V.M no. 1/2006, with the updated amendments.

The hereby Special Power of Attorney shall be signed and dated by the Principal - shareholder. The Special Power of Attorney shall be filled in by the Principal - shareholder at all mentioned gaps.

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The Special Power of Attorney is draft up in 3 original copies, out of which: one copy shall remain to the Principal, one copy shall be delivered to the Agent and one copy shall be filed at the headquarters of the company MAGAZIN UNIVERSAL MARAMUREŞ S.A

If the Shareholders shall not legally and statuary meet at the first call, the hereby Special Power of Attorney is also valid for the second call.

Draft-up place: _____

(Principal's name and surname, hand written, legible and capital letters)

Draft-up date: ____/____/____

Signature: _____

- It shall be marked with "X" the proper vote box. The other boxes shall not be filled in with any sign.
- The Special Power of Attorney shall be submitted, in original, at the latest 21st of February 2015, 12:00, at the company's headquarters.

The undersigned POPAN TEODORA, certified translator and interpreter for ENGLISH and FRENCH, according to the Authorization no. 32222/2011 issued by Ministry of Justice from Romania, I certify the accuracy of the translation from Romanian into English, and that the presented text has been completely translated, without omissions and that by the hereby translation the meaning and the content of the document has not been distorted.

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