

SOCIETATEA 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: 1.408.055 lei

RO05BRDE250SV10209902500, BRD Baia Mare

www.maramuresul.ro; email: secretariat@maramuresul.ro



CURRENT REPORT (According to AS.F. Regulation no. 5/2018)

Report date: **20.03.2019**

Issuer denomination: **the Company MAGAZIN UNIVERSAL MARAMURES S.A.**

Headquarters: Baia Mare, B-dul Unirii no. 10, Maramures County

Tel: 0262-225371; 0262-225285; fax: 0362-401227

J24/1628/1994; CUI: RO 6076555

Subscribed and paid up share capital: **1,408,055 lei**

The alternative trading system on which securities issued by **MAGAZIN UNIVERSAL MARAMURES S.A.** are traded is AeRO

Important events to the reported

- a) Changes in the control over the company – **not applicable**
- b) Substantial purchases or alienations of assets – **not applicable**
- c) Bankruptcy procedure – **not applicable**
- d) Transactions of similar type to those enumerated in art. 82 of Law nr. 24/2017– **not applicable**
- e) **other events**

CONVENING NOTICE TO THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS 24/25 April 2019

The Board of Directors of **MAGAZIN UNIVERSAL MARAMURES S.A.**, headquartered in Baia Mare, B-dul Unirii no. 10, Maramures County, Unique Identification Code RO 6076555, registration number in Trade Registry: J24/1628/1994 informs the investors that, by the Resolution of the Board of Directors of 19.03.2019 was ordered the convening of the **Ordinary General Meeting of the Shareholders** that will take place at the address of the headquarters, on **24.04.2019**, starting with **12:00** where are entitled to participate and vote only the shareholders registered in the Registry of the Shareholders kept up by the S. Depozitarul Central S.A. up to the end of the day of **12.04.2019**, established as the **reference date**.

The agenda:

1. Presentation and submission for approval of the Board of Directors' Administration Report on the financial statements afferent to the financial year 2018.
2. Presentation of the Financial Auditor's Report on the financial statements for the financial year 2018.
3. Presentation and submission for approval of the financial statements for the financial year 2018.
4. Repartition of the net profit afferent to the years 2018. It is proposed that the net profit amounting to 2,080,666.18 lei to be distributed with title of reported result.
5. Approval of the annual financial report as of 31.12.2018, elaborated in accordance with the provisions of art. 63 in Law no. 24/2017 and Annex no. 15 to the ASF Regulation no. 5/2018.
6. Discharge from administration of the Board of Directors for the financial year 2018

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7. Approval of the incomes and expenses budget for the year 2019.
8. Approval of the remuneration of the members of the Board of Directors for the financial year 2019, remunerations that will be valid until the date of the ordinary general meeting approving the financial statements for the current financial year.
9. Mandating the Chairman of the Board of Directors of the company to sign, in the name and on behalf of company's shareholders the adopted O.G.M. resolution and to accomplish any act or formality requested by law for resolution recording to O.R.C.T. Maramures and its publication in the Official Gazette of Romania, Part IV. The Chairman of the Board of Directors may also delegate all/part of the above granted powers to any person/persons competent to accomplish this mandate.

The shareholders representing, individually or together, at least 5% of the share capital are entitled, within 15 days from the publication of the convocation in the Official Gazette of Romania, to include items on the agenda and to submit the draft resolution for the included or proposed items be included on the agenda. The shareholders may exercise these rights only in written form, the documents being sent by post / courier service at company's headquarters or by electronic means at the e-mail address office@maramuresul.ro.

Each shareholder has the right to ask questions on the items of the agenda of the General Meeting of Shareholders, up to the latest **22.04.2019**.

The documents that will be made available to shareholders regarding the items on the agenda of the meeting, as well as the draft resolutions, will be available and can be obtained from the company's headquarters daily from 09:00 to 16:00, starting with **20.03.2019** or on written request to the company (sent by post to company headquarters or by e-mail to office@maramuresul.ro), the reply being sent to the postal address or to the e-mail indicated in the request made by the shareholders.

On the webpage of the company www.maramuresul.ro/Actionari there will be available, starting with **20.03.2019** the special form of empowerment to be used for the vote by representation, as well as the forms that follow to be used for correspondence voting, draft of resolutions, other documents to be submitted to O.G.M.

The shareholders will be able to present personally to the general meeting, will be able to appoint a representative or will be able to vote by correspondence and will prove their quality in the conditions and with the documents prescribed by law.

The quality of shareholder as well as, in the case of legal persons or entities without legal personality, the quality of legal representative is established based on the list of shareholders from the reference / registration date received by the issuer from the central depository or, as the case may be, for dates different from the reference / registration date, based on the following documents submitted to the issuer by the shareholder: a) the statement of account showing the shareholder's quality and the number of shares held; b) documents proving the registration of the information regarding the legal representative to the central depository / the respective participants;

However, if the legal entity shareholder has noted inform the Central Depository in a timely manner of its legal representative or if this information is not mentioned in the list of shareholders from the reference date received by the Central Depository, then the proof of the representative status should be with the original or copy conforming to the original issued by the Trade Registry or any other document in original or copy of the original issued by a competent authority in the state where the shareholder is legally registered,

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for the purpose of proving the existence of the legal person and the legal representative's name / quality, with a maximum of 1 month seniority, reported to the date of publication the convening notice to the general meeting.

Documents attesting the quality of a legal representative drawn up in a foreign language other than English will be accompanied by a translation made by an authorized translator in Romanian or English.

The above identification requirements apply appropriately to prove the quality of the shareholder as well and, as the case may be, the legal representative of the shareholder proposing the introduction of new items on the agenda or asking questions to the issuer on points on the agenda of the general meeting of the shareholders.

Representation of shareholders may be as well done by persons other than shareholders on the basis of a special or general power of attorney. Special power of attorney may be given to any person for representation in the general meeting and contains specific voting instructions from the shareholder who grants it. The shareholder may grant a valid mandate for a period not exceeding three years, allowing his / her representative to vote on all aspects of the general meeting of the shareholders of one or more of the companies identified in the empowerment, including mandatory acts, provided that the power of attorney is granted by the shareholder, as a client, to an intermediary defined in accordance with Art. 2 par. (1) point 20 of the Law no. 24/2017 on issuers of financial instruments and market operations or a lawyer. The special or general powers of attorney will be submitted in original at company's headquarters until **22.04.2019, 12:00**. Within the same time, the ballot papers completed and signed by the shareholders shall be submitted at the registered office of the company, either personally or by mail (by registered letter with acknowledgment of receipt, to which the address of the sender / shareholder is to be recorded and which will be marked: "*For the Ordinary General Meeting of Company's Shareholders dated 24 / 25.04.2019*").

BOARD OF DIRECTORS OF MAGAZIN UNIVERSAL MARAMURES S.A.

CHAIRMAN OF THE BOARD OF DIRECTORS

Curtean Anamaria

