

**MAGAZIN UNIVERSAL MARAMURES S.A.**

**Baia Mare, 10 Unirii Blvd., Maramureş county**

Fax: 0362 -401227, Tel: 0262 – 225371, 0262-225285

Tax number: RO 6076555; Trade Reg. no. J24/1628/1994

Subscribed and paid-in share capital: 1.408.055 lei

RO05BRDE250SV10209902500

BRD Baia Mare

[www.maramuresul.ro](http://www.maramuresul.ro)

email:secretariat@maramuresul.ro

*- Draft -*

**Resolution of the Extraordinary General Meeting of Shareholders**

**of MAGAZIN UNIVERSAL MARAMUREŞ S.A.**

**dated 21.04.2021/22.04.2021**

The Extraordinary General Meeting of Shareholders of **MAGAZIN UNIVERSAL MARAMUREŞ S.A.**, headquartered in Baia Mare, 10 Unirii Blvd., Maramureş County, Tax Identification Number RO 6076555, Trade Register registration number J24/1628/1994, convened by publishing the convening notice in the Official Gazette of Romania, section IV, No. \_\_/\_\_.03.2021, Section IV and in the local newspaper \_\_\_\_\_no. \_\_/\_\_.03.2021, at the first / second convocation, in the presence of the shareholders representing \_\_\_\_% of the total number of voting rights, decided:

**1.** Approval of the increase of the share capital of **MAGAZIN UNIVERSAL MARAMUREŞ S.A.**, with the amount of RON 15,488,605, in a single stage, from the level of the current share capital of RON 1,408,055 to the maximum level of RON 16,896,660, by issuing 154,886,050 new ordinary, registered, indivisible, dematerialized shares, with a nominal value of RON 0.1 each, which will be offered for subscription to shareholders from the registration date to be established by the EGMS. The increase of the share capital will be made in the following conditions:

**1.1.** The increase of the share capital is carried out **in a single stage**, by issuing a number of **154,886,050 new ordinary**, registered, indivisible, dematerialized **shares**, with a nominal value of RON 0.1 each, and granting the preferential right for the shareholders registered in the Company's Shareholder Register kept by the Depozitarul Central, in proportion to the shares held by them on the registration date. Each shareholder registered in the Shareholder Register on the registration date will receive a number of preferential rights equal to the number of shares held on the registration date. A holder of preferential rights will be able to subscribe for a number of 11 shares for each preferential right held. The preferential rights will be transferable securities within the Multilateral Trading System

## **MAGAZIN UNIVERSAL MARAMURES S.A.**

**Baia Mare, 10 Unirii Blvd., Maramureş county**

Fax: 0362 -401227, Tel: 0262 – 225371,0262-225285

Tax number: RO 6076555; Trade Reg. no. J24/1628/1994

Subscribed and paid-in share capital: 1.408.055 lei

RO05BRDE250SV10209902500

BRD Baia Mare

[www.maramuresul.ro](http://www.maramuresul.ro)

email:secretariat@maramuresul.ro

administered by the Bucharest Stock Exchange, in accordance with the specific regulations of this market as well as with the provisions of the Public Offering Prospectus for the increase, which will be approved by the Financial Supervisory Authority (ASF)

**1.2. The purpose of the increase:** working capital financing for the purpose of repaying the loan of EUR 2,000,000 contracted by the company in 2017 from Raiffeisen S.A. in accordance with the provisions of the Resolution of the EGMS dated 27.03.2017, ensuring the financial resources of the Company for the development and diversification of the asset portfolio, for the acquisition of real estate assets (land and / or buildings) and / or movable assets, including shares, bonds, equity interest, for the development and expansion of the company's activity or consolidation of the equity held, by capitalizing the market opportunities. The effective manner of allocating the amounts attracted by the increase will be determined by the Board of Directors of the company depending on the amounts actually attracted by the increase and the emerging investment opportunities.

**1.3. The issue price** for a newly issued share subscribed during the operation will be RON 0.1 / share;

**1.4.** The subscription can only be made by **paying in cash the issue price** for the subscribed shares, within the subscription period. The persons entitled to participate in the increase are the shareholders registered in the Company's Shareholder Register kept by the Depozitarul Central, on the **registration date**, in accordance with the provisions of the capital market legislation and, respectively, the persons who acquired preferential rights during their trading period;

**1.5. The subscription ratio** will be 11 (eleven) newly issued shares to 1 (one) preferential right held on the registration date. After the verification and validation of the subscriptions made within the subscription period established by the EGMS, the Board of Directors will draw up a report specifying the result of the validation of the subscriptions made, which will be sent to BVB and ASF in accordance with the provisions of the applicable legislation.

**MAGAZIN UNIVERSAL MARAMURES S.A.**

**Baia Mare, 10 Unirii Blvd., Maramureş county**

Fax: 0362 -401227, Tel: 0262 – 225371,0262-225285

Tax number: RO 6076555; Trade Reg. no. J24/1628/1994

Subscribed and paid-in share capital: 1.408.055 lei

RO05BRDE250SV10209902500

BRD Baia Mare

[www.maramuresul.ro](http://www.maramuresul.ro)

email:secretariat@maramuresul.ro

**1.6. The subscription period** will be 31 days from the date set out in the prospectus and will begin after the registration date for the share capital increase and the publication date of the EGMS resolution in the Official Gazette of Romania, section IV.

**1.7. Shares that will not be subscribed and paid within the subscription period will be cancelled.**

**Total votes cast:** \_\_\_\_\_; \_\_\_\_% for, \_\_\_\_% against, \_\_\_\_% abstain

2. Approval of the delegation, to the Board of Directors of the company, of the duty to increase the share capital, in accordance with the provisions of art. 113 (f) and of art. 114 para. 1 of Law no. 31/1990, so that, at the end of the subscription period, it cancels the shares that remained unsubscribed, establishes the value by which the share capital is increased, amends the articles of incorporation of the company in accordance with the new value of the share capital, carries out the legal formalities at the competent institutions (Trade Register Office, Financial Supervisory Authority, Bucharest Stock Exchange, Depozitarul Central) in order to register the increase of the share capital.

**Total votes cast:** \_\_\_\_\_; \_\_\_\_% for, \_\_\_\_% against, \_\_\_\_% abstain

3. Approval of the amendment of the provisions of Art. 6.1. of the articles of incorporation of the company as follows (the blank spaces below are to be filled in with the corresponding figures after the centralization, by the Board of Directors of the Company, of the results of the subscriptions to the increase of the share capital):

*“6.1. The subscribed and paid-in share capital is RON ....., made up of ..... registered shares, with a nominal value of RON 0.10 each.”*

**Total votes cast:** \_\_\_\_\_; \_\_\_\_% for, \_\_\_\_% against, \_\_\_\_% abstain

4. Approval of the acquisition, by the company, up to the amount of EUR 5,000,000, of real estate assets (land and / or buildings) and / or movable assets, including shares, bonds, equity interest, for the

**MAGAZIN UNIVERSAL MARAMURES S.A.**

**Baia Mare, 10 Unirii Blvd., Maramureş county**

Fax: 0362 -401227, Tel: 0262 – 225371,0262-225285

Tax number: RO 6076555; Trade Reg. no. J24/1628/1994

Subscribed and paid-in share capital: 1.408.055 lei

RO05BRDE250SV10209902500

BRD Baia Mare

[www.maramuresul.ro](http://www.maramuresul.ro)

email:secretariat@maramuresul.ro

development and expansion of the company's activity or consolidation of the equity held, by capitalizing the market opportunities, including by using the amounts attracted by the increase and empowering the Board of Directors of the company to identify investment opportunities and decide on the real estate (land and / or buildings), shares, bonds, equity interest to be acquired, the conditions and their acquisition price as well as to negotiate and sign all the necessary documents in order to carry out this resolution.

**Total votes cast:** \_\_\_\_\_; \_\_\_\_% for, \_\_\_\_% against, \_\_\_\_% abstain

5. Approval of the sale, by the company, up to the amount of EUR 5,000,000, of real estate assets (land and / or buildings) and / or movable assets, including shares, bonds, equity interest and the empowerment of the company's Board of Directors to identify potential buyers, to negotiate the contractual conditions, including for establishing the sale price and the payment method, as well as to sign, on behalf of the company, any sale and purchase promissory agreements and / or sale and purchase agreements for this purpose.

**Total votes cast:** \_\_\_\_\_; \_\_\_\_% for, \_\_\_\_% against, \_\_\_\_% abstain

6. Establishment of the date of 12.05.2021 as “**registration date**” for the identification of the shareholders on whom the effects of the resolutions adopted by the Extraordinary General Meeting of Shareholders will be reflected, the date of 11.05.2021 as “**ex-date**” and the date of 13.05.2021 as “**payment date**”, respectively the date of crediting, into the accounts of financial instruments opened in the system of the Depozitarul Central S.A., of the preferential rights, according to art. 173 para. (9) and art. 178 para. (4) of the ASF Regulation no. 5/2018.

**Total votes cast:** \_\_\_\_\_; \_\_\_\_% for, \_\_\_\_% against, \_\_\_\_% abstain

**MAGAZIN UNIVERSAL MARAMURES S.A.**

**Baia Mare, 10 Unirii Blvd., Maramureş county**

Fax: 0362 -401227, Tel: 0262 – 225371,0262-225285

Tax number: RO 6076555; Trade Reg. no. J24/1628/1994

Subscribed and paid-in share capital: 1.408.055 lei

RO05BRDE250SV10209902500

BRD Baia Mare

[www.maramuresul.ro](http://www.maramuresul.ro)

email:secretariat@maramuresul.ro

7. Empowerment of the Board of Directors to carry out the resolutions adopted by the Extraordinary General Meeting of Shareholders.

**Total votes cast:** \_\_\_\_\_; \_\_\_\_% for, \_\_\_\_% against, \_\_\_\_% abstain

8. Empowerment of the Chairman of the Board of Directors to sign, in the name and on behalf of all shareholders present at the meeting, the Resolution of the EGMS.

**Total votes cast:** \_\_\_\_\_; \_\_\_\_% for, \_\_\_\_% against, \_\_\_\_% abstain

9. Empowerment of the General Manager of the company to fulfil all the formalities regarding the registration of the EGMS Resolution at the Trade Register Office attached to Maramureş Court and its publication in the Official Gazette of Romania, Section IV. The General Manager of the company may in turn empower one or more persons to fulfil these formalities.

**Total votes cast:** \_\_\_\_\_; \_\_\_\_% for, \_\_\_\_% against, \_\_\_\_% abstain

Chairman of the Board of Directors and Chairman of the Meeting

Curtean Anamaria