

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

email:secretariat@maramuresul.ro

SPECIAL POWER OF ATTORNEY

I, the undersigned, _____ Romanian citizen, residing in _____, _____ str., no. _____, bl. _____, entrance _____, apt. _____, _____ county, holder of the ID/Passport Series _____, no. _____, issued on _____, by _____, PIN _____, holder of a number of _____ shares representing ____% of the share capital of **MAGAZIN UNIVERSAL MARAMUREŞ S.A** Baia Mare, Trade Register registration number J24/1628/1994, Sole Registration Code 6076555, Fiscal attribute – RO, headquartered in Baia Mare, 10 Unirii Blvd., Maramureş county, having a share capital of RON 1,408,055 lei fully paid-in, consisting of 14,080,550 dematerialized registered shares, which gives me the right to _____ votes out of the total of 14,080,550 voting rights in the General Meeting of Shareholders, empower Mrs./Mr. _____, Romanian citizen, residing in _____, _____ str., no. _____, bl. _____, entrance _____, apt. _____, _____ county, holder of the ID Series _____, no. _____, issued on _____, by _____, PIN _____, to represent me at the *Extraordinary General Meeting* of **MAGAZIN UNIVERSAL MARAMUREŞ S.A.**, dated **21.04.2021, 12:00 or 22.04.2021, 12:00** at the company's headquarters, and to exercise the voting right for my holdings on the items on the agenda, as follows:

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 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)

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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.

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.

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

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institutions (Trade Register Office, Financial Supervisory Authority, Bucharest Stock Exchange, Depozitarul Central) in order to register the increase of the share capital.

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.”

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 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.

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.

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.

For ☐ Against ☐ Abstain ☐

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

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.

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.

For ☐ Against ☐ Abstain ☐

10. Approval of the proposal that the current increase be made free of charge (from dividends in previous years) and not with a cash contribution as the company makes a profit and no dividends have been distributed to shareholders for more than 15 years.

For ☐ Against ☐ Abstain ☐

I, the undersigned, hereby give the above-mentioned representative discretionary authority to vote on issues that have not been identified and included on the agenda by the date of this document.

This special power of attorney contains information in accordance with Law no. 24/2017 on issuers of financial instruments and market operations and with the ASF Regulation no. 5/2018 on issuers of financial instruments and market operations, with current amendments.

This special power of attorney is signed and dated by the principal shareholder. The special power of attorney will be filled in by the principal shareholder in all registered fields.

The special power of attorney is drafted in 3 original copies, of which: one copy remains with the principal, one copy will be handed to the agent and one copy will be submitted at the headquarters of MAGAZIN UNIVERSAL MARAMUREŞ S.A.

If the meeting does not meet legally and statutory at the first convocation, this special power of attorney is also valid for the second convocation.

Place of preparation: _____

(Last name and first name, handwritten by the person giving the mandate, in print, in capital letters)

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Date of preparation: ____/____/____

Signature:

- The box corresponding to the vote will be ticked with an “X”. The other boxes will not be filled in with any symbols;
- The special power of attorney will be submitted, in original, no later than **19.04.2021**, at 12:00, at the company’s headquarters.

Personal data processing

The personal data entered in this special power of attorney (last name and first name, citizenship, residence, identity card series and number, personal identification number, signature, number of shares held) are processed in compliance with the legal provisions on the protection of natural persons with regard to the processing of personal data and the free movement of such data, for the period provided by law, pursuant to Law no. 24/2017 on issuers of financial instruments and market operations, to the ASF Regulation no. 5/2018 on issuers of financial instruments and market operations, with current amendments, and to Law no. 31/1990 on companies.

You have the right of access, intervention, rectification and porting of the data you provide to us, to limit the processing performed by us and even to request the deletion of data.

We mention that the intervention on the data you have provided us may be likely to prevent the use of the mandate given to your proxy to exercise the vote at the Extraordinary General Meeting of Shareholders of MAGAZIN UNIVERSAL MARAMUREȘ S.A. dated 21/22.04.2021.

In this case, the issuing company is exempt from liability. Please send us your requests, by any way that can ensure the identity of the applicant and his / her justification. We will reply without delay. If you are dissatisfied, you can contact ANSPDCP.

This section provides **information on the legal provisions regarding the processing of personal data of natural persons** listed in the special power of attorney.

I, the undersigned, agree that personal data be processed for the purpose of voting by proxy at the Extraordinary General Meeting of Shareholders of MAGAZIN UNIVERSAL MARAMUREȘ S.A. dated 21/22.04.2021.

Last name and first name:

Date: Signature: