

**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: 15,390,869.20 lei

RO05BRDE250SV10209902500

BRD Baia Mare

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

email:secretariat@maramuresul.ro

Translation from Romanian to English

### **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 \_\_\_\_\_ as the legal representative of \_\_\_\_\_ **Company**, Trade Register registration number J\_\_\_/\_\_\_/\_\_\_, Sole Registration Code \_\_\_\_\_, Fiscal attribute \_\_\_\_\_, headquartered in \_\_\_\_\_, company holding 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 15,390,869.20 lei fully paid-in, consisting of 153,908,692 dematerialized registered shares, which gives me the right to \_\_\_\_\_ votes out of the total of 153,908,692 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 \_\_\_\_\_ company at the *Extraordinary General Meeting* of **MAGAZIN UNIVERSAL MARAMUREŞ S.A.**, dated **29.03.2023, 12:00 or 30.03.2023, 12:00** at the company's headquarters, and to exercise the voting right for the holdings of the undersigned on the items on the agenda, as follows:

1. Submission for approval in principle of the merger by absorption of the company **MAGAZIN UNIVERSAL MARAMURES SA BAI A MARE** (J24/1638/1994, CUI 6076555) with the company **LCS IMOBILIAR SA CLUJ NAPOCA** (J12/3627/2006) with the option for the absorbing company to be **MAGAZIN UNIVERSAL MARAMURES SA BAI A MARE**.

For  Against  Abstain

2. Submission for approval in principle of the merger by absorption of **MAGAZIN UNIVERSAL MARAMURES SA BAI A MARE** (J24/1638/1994, tax-ID 6076555) with **LCS IMOBILIAR SA CLUJ NAPOCA** (J12/3627/2006), **HERMES SA BISTRITA** (J06/36/1991, tax-ID 565951), **PARC SA CLUJ NAPOCA** (J12/1704/1998, CUI 11140280), **SILVANIA CENTER SA ZALAU** (J31/437/2007, tax-ID 21809242), **ALCOM INVEST SA ZALAU** (J31/768/2006, tax-ID 19223038) with the option for the absorbing company to be **MAGAZIN UNIVERSAL MARAMURES SA BAI A MARE**

For  Against  Abstain

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3. Mandate the Board of Directors of MAGAZIN UNIVERSAL MARAMURES SA BAIAMARE to draw up a merger project with LCSI IMOBILIAR SA CLUJ NAPOCA and/or with other companies with similar activity and common shareholding (for example LCS IMOBILIAR SA CLUJ NAPOCA, HERMES SA BISTRITA, PARC SA CLUJ NAPOCA, SILVANIA CENTER SA ZALAU, ALCOM INVEST SA ZALAU, etc.)

For  Against  Abstain

4. Change of the company's main object of activity from "4719- Retail sale in non-specialized stores, with sale predominantly of non-food products" to "6820- Renting and subletting of own or leased real estate"

For  Against  Abstain

5. The listing of the newly formed company as per point 1 on the regulated market of the Bucharest Stock Exchange (after completion of the merger procedure).

For  Against  Abstain

6. The approval of the implementation of a share buy-back program by the Company, in compliance with the applicable legal provisions and meeting the following main characteristics:

**6.1. Purpose of the program:** The company will buy back shares in order to reduce the share capital by cancelling the repurchased shares;

**6.2. Maximum number of shares that may be repurchased:** 15.390.869, representing a maximum of 10% of the Company's share capital;

**6.3. Price per share:** the purchase price will be 0,19 lei;

**6.4. Duration of the program:** maximum 18 months from the date of publication of the decision in the Official Gazette Part IV - a;

**6.5. Payment for the repurchased shares** will be made from the distributable profit or from the available reserves of the company as stated in the last approved annual financial statement, with the exception of the legal reserves, in accordance with the provisions of art. 103 index 1. of Law no. 31/1990 on companies.

**6.6. The acquisition of shares** will be carried out through one or more public offers to acquire a maximum of 15.390.869 shares with a view to reducing the share capital.

**6.7. Mandating the Board of Directors and individually its members** to adopt all decisions necessary to carry out the resolution on the implementation of the share buyback program,

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including, but not limited to: (i) the duration of the public offer period, (ii) the price at which the shares will be purchased in the case of a public offer, (iii) determining the number of shares that will actually be subject to a buyback offer in order to implement the buyback plan, (iv) signing any documents or legal acts necessary to implement the A.G.E.A. resolution.

For  Against  Abstain

7. Authorization of redemption by Magazin Universal Maramures S.A. of its own shares, in accordance with the applicable legal provisions, under the following conditions: A maximum number of 15,390,869 shares with a nominal value of 0.1 lei/share at a minimum price equal to the BVB market price from the moment of the purchase and a maximum price of 0.6 lei/share, for a maximum period of 18 months from the date of publication of the AGEA Decision in the Official Gazette of Romania Part IV, through transactions carried out in the market where the shares are listed or bought through one or more many public offers, in accordance with the applicable legislation. The nominal value of the own shares thus redeemed cannot exceed together with any other own shares owned by Magazin Universal Maramures S.A. the threshold of 10% of the subscribed capital of Magazin Universal Maramures S.A. The payment of the redeemed shares is made from the distributable profit or from the company's available reserves, entered in the last approved annual financial situation, with the exception of legal reserves, according to the provisions of art. 103 ind.1 of Law no. 31/1990, updated.

The redemption program aims to reduce the share capital of Magazin Universal Maramures S.A.

For  Against  Abstain

8. Setting the date of 19.04.2023 as the "record date" for the identification of the shareholders who will be affected by the resolutions adopted by the Extraordinary General Meeting of Shareholders and the date of 18.04.2023 as the "ex date".

For  Against  Abstain

9. Mandating the Board of Directors to carry out the resolutions adopted by the Extraordinary General Meeting of Shareholders.

For  Against  Abstain

10. Mandating the Chairman of the Board of Directors to sign, in the name and on behalf of all shareholders present at the meeting, the A.G.E.A. Decision.

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For  Against  Abstain

11. Mandating the General Manager of the company to carry out all the formalities concerning the registration of the A.G.E.A. Decision at the Trade Registry Office of the Maramureș Court and its publication in the Official Gazette of Romania, Part IV. The General Manager of the company may also appoint one or more persons to carry out these formalities.

For  Against  Abstain

We, the subscribed, 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 MARAMUREȘ 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)

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 at the company’s headquarters or sent by any form of mail or courier with acknowledgment of receipt, 48 hours before the general meeting, no later than **27.03.2023**, at 12:00 (Romanian time). The special power of attorney can be sent, within the same term, by e-mail with an extended electronic signature incorporated according to Law no. 455/2001 regarding the electronic signature, to the address [secretariat@maramuresul.ro](mailto:secretariat@maramuresul.ro), mentioning the subject: “For the Extraordinary General Meeting of the Company’s Shareholders dated 29 / 30.03.2023”.

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<b>Personal data processing</b>
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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 MARAMUREŞ S.A. dated 29/30.03.2023.

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 MARAMUREŞ S.A. dated 29/30.03.2023.

Last name and first name: .....

Date: ..... Signature: .....