

SOCIETATEA MAGAZIN UNIVERSAL MARAMURES S.A.

Baia Mare, 10 Unirii Bld., Maramureş County

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

Fiscal Code: RO 6076555; Registration No. J24/1628/1994

Share capital subscribed and paid: 15.390.769,20 lei

RO05BRDE250SV10209902500

BRD Baia Mare

www.maramuresul.ro

e-mail:secretariat@maramuresul.ro

The Administration Board of the company **MAGAZIN UNIVERSAL MARAMURES S.A.**, with headquarters in Baia-Mare, 10 Unirii Bld., Maramureş County, Fiscal Code RO 6076555, order number in the Trade Register J24/1628/1994,

According to the provisions of Art. 119, art. 117¹ alin. (2¹) and the following from Law No. 31/1990 *regarding companies*, of Law No. 24/2017 *regarding the issuers of financial instruments and market operations* and the provisions of the Articles of Incorporation of the company

SUMMONS

The Ordinary General Assembly of the Shareholders (**A.G.O.A.**) of the company for the date of **29.04.2025, 12:00 o'clock**, at the address of the headquarters, where the participants will be only and the voting rights will be given only to the shareholders registered in the Registry of the Shareholders of the Company, kept by S. Depozitarul Central S.A. at the end of the day of **17.04.2025**, established as **reference date**. In the event of non-fulfillment of the quorum conditions, the gathering will take place at **30.04.2025**, at the same time, same place, with the same agenda and the same reference date.

Modified Agenda:

1. Approval of the Board of Directors' Management Report on the financial statements for the financial year 2024.
2. Acknowledges of the Financial Auditor's Report on the financial statements for the financial year 2024.
3. Approval of the financial statements for the financial year 2024.
4. Distribution of net profit for the financial year 2024. It is proposed that the net profit in the amount of RON 2.449.324 be distributed as follows: RON 140.726 to constitute the legal reserve and RON 2.308.598 as retained earnings.

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5. Approval of the annual financial report as at 31.12.2024 prepared in accordance with the provisions of Article 63 of Law no. 24/2017 and Annex no. 15 to ASF Regulation no. 5/2018.

6. Approval of discharging of the directors who exercised their mandate during the financial year 2024.

7. Approval of the income and expenditure budget for the year 2025.

8. Approval termination of the mandate contract by agreement of both parties, starting with 01.05.2025, which was concluded by Ms. Rotariu Angela-Simona with S. MAGAZIN UNIVERSAL MARAMUREŞ S.A. and the completion of the related formalities for the deletion of the administrator Rotariu Angela-Simona from the records of the competent Trade Register Office starting with the date of termination of the mandate.

9. Election of new member of the Administration Board, given the vacancy of a seat on the Board of Directors starting with 01.05.2025.

10. Establishing the duration of the mandate of the newly elected administrator as being from 01.05.2025 to 29.12.2027.

11. Appointment the Chairman of the Board of Directors - General Manager Curtean Anamaria, to sign the addendum to the mandate contract regarding the termination of the contract concluded with Ms. Rotariu Angela-Simona and the mandate contract to be concluded by the Company with the newly elected administrator, within the limits established by the OGSM Decision.

12. Appointment of the company's financial auditor, given the expiration of the financial auditor's term on 27.04.2025.

13. Establishing the validity period of the financial auditor's mandate, starting from the date of adoption of the Decision by the OGSM. The Board of Directors' proposal is that the duration of the mandate be 3 (three) years.

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14. Appointment of the company's internal auditor, given the termination of the internal auditor's mandate before the end of the term, due to his inability to exercise his mandate starting with 27.02.2025.

15. Establishing the duration of the mandate of the internal auditor, starting from the date of adoption of Decision by the OGSM. The Board of Directors' proposal is that duration of the mandate be 3 (three) years.

16. Approval of the remuneration of the financial auditor and internal auditor, which remuneration will be valid until the date of the ordinary general meeting approving the remuneration changes.

17. Approval of the remuneration of the members of the Administration Board valid from the date of adoption of the Decision by the OGSM and until the date of the ordinary general meeting approving the financial statements for the current financial year and the appropriate update of the remuneration policy for the members of the Board of Directors.

18. Updating the company's articles of association as a result of the changes that have occurred.

19. Mandate the Chairman of the Board of Directors to sign, in the name and on behalf of the shareholders, the mandate contract to be concluded with the elected financial auditor, as well as the one to be concluded with the elected internal auditor, within the limits established by the OGSM Decision.

20. Mandate of the President of the Administration Board of the company, to sign, in the name of and on behalf of the shareholders of the company, the OGSM. decision approved and to fulfill any act or formality required by law for the registration of the decision at the O.R.C.T. Maramureş and publishing in the Official Journal of Romania, Part. IV. The President of the Administration Board can delegate all/some of the powers granted above to any competent person to fulfill this term.

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The list which includes information regarding the name, place of residence/headquarters and the professional qualification of the persons proposed for the administrator position is at the disposal of the shareholders and can be consulted and filled in by them. The deadline for issuing proposals of applications for the administrator position is **22.04.2025** inclusive.

The shareholders representing, on their own or together, at least 5% of the share capital have the right, within 15 days from publishing the convening notice in the Official Journal or Romanian, that is latest until **14.04.2025**, to introduce items on the agenda, on the condition that each item is justified or is accompanied by a draft resolution proposed for decision by the general assembly. The shareholders can exert these rights only in writing, the documents being transmitted by post/courier service to the headquarters of the company or by electronic means to the e-mail address: secretariat@maramuresul.ro with incorporated extended electronic signature according to Law 455/2001 regarding the electronic signature. If applicable, the new agenda completed at the request of the rightful shareholders will be published latest until **16.04.2025**.

Each shareholder has the right to address questions to the company regarding the items on the agenda of the **OGSM** latest until **24.04.2025**. The documents that will be made available to the shareholders regarding the items on the agenda of the assembly, and the draft resolutions will be available and will be obtainable from the headquarters of the company, daily between 09:00-16:00, starting **28.03.2025**, or based on a written request to the company (sent by post to the headquarters of the company or e-mail to secretariat@maramuresul.ro), the answer being posted on the webpage of the company, under *Frequently Asked Questions*.

The special proxy forms that will be used for voting by representation and the forms that will be used for voting by post, the draft resolutions, other documents that will be presented in **OGSM**

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will be made available on the website of the company: www.maramuresul.ro/actionari-adunari-generale/ starting **28.03.2025**.

The shareholders will be able to come personally to the general assembly, they will be able to name proxies or will be able to vote by post and will prove their capacity under the conditions and with the documents provided by law.

The capacity of shareholder and also, in the case of legal persons shareholders or the entities with no legal personality, the capacity of legal representative is established based on the list of shareholders at the reference date, received by the issuer from the Depozitarul Central or, as applicable, for dates that are different from the reference date. The shareholders will identify by simple proof of identity made with the identity card, in the case of natural persons and the identity card of the legal representative, in the case of legal persons shareholders.

However, if the legal person shareholder has not informed in due time the Depozitarul Central regarding its legal representative, or this information is not mentioned in the list of shareholders at the reference date received by the company from the Depozitarul Central, then the proof of quality of the representative will be made with the excerpt, original or copy according to the original, issued by the Trade Registry or any other document, original or copy according to the original, issued by a competent authority of the country where the shareholder is legally registered, in order to prove the existence of the legal person and the name/capacity of legal representative, at most 1 month before the date of publishing the convening notice of the general assembly.

The documents that confirm the capacity of the legal representative, drawn up in a foreign language other than English will be accompanied by a translation made by an authorized translator for Romanian language or English language.

The identification requirements above will apply correspondingly to also prove the capacity as shareholder and, as applicable, as legal representative of the shareholders proposing the

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introduction of new points on the agenda of the general assembly of shareholders or who addresses questions to the issuer regarding items on the agenda of the general assembly of shareholders.

The representation of the shareholders will also be made by other persons than the shareholders, based on a special or general proxy. The special proxy can be granted to any other person for representation in the general assembly and contains specific instructions for voting from the shareholder granting it. The shareholder can grant a proxy valid for a maximum period of 3 years, allowing their representative to vote in all aspects on debate of the general assembly of the shareholders, including regarding acts of disposition, under the condition that the proxy is granted by the shareholder, as client, to an intermediary defined according to Art. 2, par. (1) pt. 19 of Law No. 24/2017 R regarding the issuers of financial instruments and market operations or a lawyer. The special or general proxies will be submitted in original at the headquarters of the company until **27.04.2025, 12:00 o'clock**. The proxies can also be transmitted, within the same term, by e-mail with incorporated extended electronic signature according to Law No. 455/2001 regarding the electronic signature, to the e-mail address secretariat@maramuresul.ro, with mention in the subject: `For the Ordinary General Assembly of Shareholders of the Company of 29.04.2025-30.04.2025`. The ballots for voting by correspondence, filled in and signed by the shareholders, will be submitted to the headquarters of the company, personally or by post (letter with confirmation of receipt that contains the address of the sender/shareholder and that will be marked: `*For the Ordinary General Assembly of Shareholders of the Company of 29/30.04.2025`), within the same term.*

When filling in the special proxy and the ballots for voting by correspondence, it will be taken into consideration to possibly complete the agenda of OGM with new points. In this case, the updated special proxies and ballots can be obtained from the headquarters of the company: www.maramuresul.ro/Actionari starting with the date of publishing the completed agenda. If the agenda will not be completed and the shareholders do not send updated special proxies and/or

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ballots for voting by correspondence, the special proxies and the ballots for voting by correspondence sent before completing the agenda will be only taken into consideration for the items that are on the initial agenda.

**The Board of Administration of the
Company MAGAZIN UNIVERSAL MARAMUREŞ S.A.**

The President of the Administration Board

Curtean Anamaria

SOCIETATEA MAGAZIN UNIVERSAL MARAMURES S.A.

Baia Mare, Bd. Unirii, nr. 10, jud. Maramureş

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Cod fiscal: RO 6076555; Nr.Reg.Com. J24/1628/1994

Capital social subscris și vărsat: 15.390.869,20 lei

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NOTICE

**regarding the total number of shares and voting rights at the date of the notice to attend
A.G.O.A. OF THE COMPANY MAGAZIN UNIVERSAL MARAMUREŞ S.A.,
from 29.04.2025, respectively 30.04.2025**

The company MAGAZIN UNIVERSAL MARAMURES S.A., has a share capital of 15,390,869.20 lei, divided into a number of 153,908,692 shares, with a nominal value of 0.10 lei each.

At the date of the A.G.E.A. notice to attend of the company MAGAZIN UNIVERSAL MARAMUREŞ S.A., the number of shares with voting rights is 153,908,692.

THE BOARD OF DIRECTORS
PRESIDENT
Curtean Anamaria

THE COMPANY MAGAZIN UNIVERSAL MARAMURES S.A.

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Translation from Romanian to English

VOTE-BY-MAIL BALLOT

for the Ordinary General Meeting of Shareholders

MAGAZIN UNIVERSAL MARAMUREŞ S.A. dated 29 /30.04.2025

TO BE FILLED IN BY THE NATURAL-PERSON SHAREHOLDERS:

Last name and first name of the securities holder: _____

Personal identification number: _____

TO BE FILLED IN BY THE LEGAL-PERSON SHAREHOLDERS:

Name of the legal person: _____

Sole registration code: _____

- 1.** Approval of the Board of Directors' Management Report on the financial statements for the financial year 2024.

For Against Abstain

- 2.** Acknowledges of the Financial Auditor's Report on the financial statements for the financial year 2024.

For Against Abstain

- 3.** Approval of the financial statements for the financial year 2024.

For Against Abstain

- 4.** Distribution of net profit for the financial year 2024. It is proposed that the net profit in the amount of RON 2.449.324 be distributed as follows: RON 140.726 to constitute the legal reserve and RON 2.308.598 as retained earnings.

For Against Abstain

- 5.** Approval of the annual financial report as at 31.12.2024 prepared in accordance with the provisions of Article 63 of Law no. 24/2017 and Annex no. 15 to ASF Regulation no. 5/2018.

For Against Abstain

- 6.** Approval of discharging of the directors who exercised their mandate during the financial year 2024.

For Against Abstain

- 7.** Approval of the income and expenditure budget for the year 2025.

For Against Abstain

- 8.** Approval termination of the mandate contract by agreement of both parties, starting with 01.05.2025, which was concluded by Ms. Rotariu Angela-Simona with S. MAGAZIN UNIVERSAL MARAMUREŞ S.A. and the completion of the related formalities for the deletion of the administrator Rotariu Angela-Simona from the records of the competent Trade Register Office starting with the date of termination of the mandate.

For Against Abstain

- 9.** Election of new member of the Administration Board, given the vacancy of a seat on the Board of Directors starting with 01.05.2025.

Proposal 1: d-ra POP MĂDĂLINA-MARIA

For Against Abstain

*According to art. 130 par. (2) of the Companies Law no. 31/1990, the vote is secret in the case of the appointment of the members of the board of directors.

10. Establishing the duration of the mandate of the newly elected administrator as being from 01.05.2025 to 29.12.2027.

For Against Abstain

11. Appointment the Chairman of the Board of Directors - General Manager Curtean Anamaria, to sign the addendum to the mandate contract regarding the termination of the contract concluded with Ms. Rotariu Angela-Simona and the mandate contract to be concluded by the Company with the newly elected administrator, within the limits established by the OGSM Decision.

For Against Abstain

12. Appointment of the company's financial auditor, given the expiration of the financial auditor's term on 27.04.2025.

Proposal 1: Cabinet de Consultanta Fiscala Busecan Florentina Emilia, autorizat CAFR:3058/2009

For Against Abstain

*According to art. 130 par. (2) of the Companies Law no. 31/1990, the vote is secret in the case of the appointment of the financial auditor.

13. Establishing the validity period of the financial auditor's mandate, starting from the date of adoption of the Decision by the OGSM. The Board of Directors' proposal is that the duration of the mandate be 3 (three) years.

For Against Abstain

14. Appointment of the company's internal auditor, given the termination of the internal auditor's mandate before the end of the term, due to his inability to exercise his mandate starting with 27.02.2025.

Proposal 1 : Activ Pro Audit SRL through key mission partner Ms Ster Daniela Cornelia

For Against Abstain

15. Establishing the duration of the mandate of the internal auditor, starting from the date of adoption of Decision by the OGSM. The Board of Directors'proposal is that duratin of the mandate be 3 (three) years.

For Against Abstain

16. Approval of the remuneration of the financial auditor and internal auditor, which remuneration will be valid until the date of the ordinary general meeting approving the remuneratona changes.

Proposal 1 financial auditor: 2.700 eur net/an

For Against Abstain

Proposal 1 internal auditor:

For Against Abstain

17. Approval of the remuneration of the members of the Administration Board valid from the date of adoption of the Decision by the OGSM and until the date of the ordinary general meeting approving the financial statements for the current financial year and the appropriate update of the remuneration policy for the members of the Board of Directors.

Proposal 1: RON 2,500 net monthly for each administrator

For Against Abstain

Proposal 2: RON 3,000 net monthly for each administrator

For Against Abstain

18. Updating the company's articles of association as a result of the changes that have occurred.

For Against Abstain

19. Mandate the Chairman of the Board of Directors to sign, in the name and on behalf of the shareholders, the mandate contract to be concluded with the elected financial auditor, as well as the one to be concluded with the elected internal auditor, within the limits established by the OGSM Decision.

For Against Abstain

20. Mandate of the President of the Administration Board of the company, to sign, in the name of and on behalf of the shareholders of the company, the OGSM. decision approved and to fulfill any act or formality required by law for the registration of the decision at the O.R.C.T. Maramureş and publishing in the Official Journal of Romania, Part. IV. The President of the Administration Board can delegate all/some of the powers granted above to any competent person to fulfill this term.

For Against Abstain

Signature of the natural person

Last name and first name
of the legal representative of the legal person

Signature
of the legal representative of the legal person

Note:

1. In the case of postal voting, this ballot will be considered valid only if accompanied by a notarized specimen signature and a photocopy of the identity document.

2. The ballot shall be duly filled in when only one option is expressed for each of the items on the agenda, namely “For”, “Against”, “Abstain”.

3. The votes cast will be cancelled for procedural errors in the following cases:

- they are illegible;
- they contain contradictory or confusing options;
- they are conditionally expressed.

4. The vote-by-mail ballot will be submitted no later than **27.04.2025, 12:00 o'clock** (Romanian time), at the company’s headquarters, in person or by mail (by registered letter with acknowledgment of receipt, stating the address of the consignor / shareholder and having the following marking: “*For the Ordinary General Meeting of the Company’s Shareholders dated 29/30.04.2025*”). 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, mentioning the subject: “*For the Ordinary General Meeting of the Company’s Shareholders dated 29/30.04.2025*”. Voting by mail may be expressed by a representative only if he has received from the shareholder he represents a special / general power of attorney which is submitted to the issuer in accordance with art. 13.2 of The company’s constitution .

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 Ordinary General Meeting of Shareholders of MAGAZIN UNIVERSAL MARAMUREŞ S.A. dated 29/30.04.2025.

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 Ordinary General Meeting of Shareholders of MAGAZIN UNIVERSAL MARAMUREŞ S.A. dated *29/30.04.2025*.

Last name and first name:

Date: Signature:

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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 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 me at the *Ordinary General Meeting* of **MAGAZIN UNIVERSAL MARAMUREŞ S.A.**, dated **29.04.2025, 12:00 or 30.04.2025, 12:00** at the company's headquarters, and to exercise the voting rightformy holdings on the items on the agenda, as follows:

1. Approval of the Board of Directors' Management Report on the financial statements for the financial year 2024.

For Against Abstain

2. Acknowledges of the Financial Auditor's Report on the financial statements for the financial year 2024.

For Against Abstain

3. Approval of the financial statements for the financial year 2024.

For Against Abstain

4. Distribution of net profit for the financial year 2024. It is proposed that the net profit in the amount of RON 2.449.324 be distributed as follows: RON 140.726 to constitute the legal reserve and RON 2.308.598 as retained earnings.

For Against Abstain

5. Approval of the annual financial report as at 31.12.2024 prepared in accordance with the provisions of Article 63 of Law no. 24/2017 and Annex no. 15 to ASF Regulation no. 5/2018.

For Against Abstain

6. Approval of discharging of the directors who exercised their mandate during the financial year 2024.

For Against Abstain

7. Approval of the income and expenditure budget for the year 2025.

For Against Abstain

8. Approval termination of the mandate contract by agreement of both parties, starting with 01.05.2025, which was concluded by Ms. Rotariu Angela-Simona with S. **MAGAZIN UNIVERSAL MARAMUREŞ S.A.** and the completion of the related formalities for the deletion of the administrator Rotariu Angela-

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Simona from the records of the competent Trade Register Office starting with the date of termination of the mandate.

For Against Abstain

9. Election of new member of the Administration Board, given the vacancy of a seat on the Board of Directors starting with 01.05.2025.

Proposal 1: d-ra POP MĂDĂLINA-MARIA

For Against Abstain

*According to art. 130 par. (2) of the Companies Law no. 31/1990, the vote is secret in the case of the appointment of the members of the board of directors.

10. Establishing the duration of the mandate of the newly elected administrator as being from 01.05.2025 to 29.12.2027.

For Against Abstain

11. Appointment the Chairman of the Board of Directors - General Manager Curtean Anamaria, to sign the addendum to the mandate contract regarding the termination of the contract concluded with Ms. Rotariu Angela-Simona and the mandate contract to be concluded by the Company with the newly elected administrator, within the limits established by the OGSM Decision.

For Against Abstain

12. Appointment of the company's financial auditor, given the expiration of the financial auditor's term on 27.04.2025.

Proposal 1: Cabinet de Consultanta Fiscala Busecan Florentina Emilia, autorizat CAFR:3058/2009

For Against Abstain

*According to art. 130 par. (2) of the Companies Law no. 31/1990, the vote is secret in the case of the appointment of the financial auditor.

13. Establishing the validity period of the financial auditor's mandate, starting from the date of adoption of the Decision by the OGSM. The Board of Directors' proposal is that the duration of the mandate be 3 (three) years.

For Against Abstain

14. Appointment of the company's internal auditor, given the termination of the internal auditor's mandate before the end of the term, due to his inability to exercise his mandate starting with 27.02.2025.

Proposal 1: Activ Pro Audit SRL through key mission partner Ms Ster Daniela Cornelia

For Against Abstain

15. Establishing the duration of the mandate of the internal auditor, starting from the date of adoption of Decision by the OGSM. The Board of Directors' proposal is that duration of the mandate be 3 (three) years.

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email:secretariat@maramuresul.ro

16. Approval of the remuneration of the financial auditor and internal auditor, which remuneration will be valid until the date of the ordinary general meeting approving the remuneration changes.

Proposal 1 financial auditor: 2.700 eur net/an

For Against Abstain

Proposal 1 internal auditor:

For Against Abstain

17. Approval of the remuneration of the members of the Administration Board valid from the date of adoption of the Decision by the OGSM and until the date of the ordinary general meeting approving the financial statements for the current financial year and the appropriate update of the remuneration policy for the members of the Board of Directors.

Proposal 1: RON 2,500 net monthly for each administrator

For Against Abstain

Proposal 2: RON 3,000 net monthly for each administrator

For Against Abstain

18. Updating the company's articles of association as a result of the changes that have occurred.

For Against Abstain

19. Mandate the Chairman of the Board of Directors to sign, in the name and on behalf of the shareholders, the mandate contract to be concluded with the elected financial auditor, as well as the one to be concluded with the elected internal auditor, within the limits established by the OGSM Decision.

For Against Abstain

20. Mandate of the President of the Administration Board of the company, to sign, in the name of and on behalf of the shareholders of the company, the OGSM. decision approved and to fulfill any act or formality required by law for the registration of the decision at the O.R.C.T. Maramureş and publishing in the Official Journal of Romania, Part. IV. The President of the Administration Board can delegate all/some of the powers granted above to any competent person to fulfill this term.

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.

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

email:secretariat@maramuresul.ro

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)

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 **27.04.2025**, at 12:00 o’clock (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, mentioning the subject: “For the Ordinary General Meeting of the Company’s Shareholders dated 29 / 30.04.2025”.

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 Ordinary General Meeting of Shareholders of MAGAZIN UNIVERSAL MARAMUREŞ S.A.dated 29 / 30.04.2025.

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 Ordinary General Meeting of Shareholders of MAGAZIN UNIVERSAL MARAMUREŞ S.A.dated 29 / 30.04.2025.

Last name and first name:

Date:Signature:

MAGAZIN UNIVERSAL MARAMURES S.A.

Translation from Romanian to English

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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 *Ordinary General Meeting* of MAGAZIN UNIVERSAL MARAMUREŞ S.A., dated **29.04.2025, 12:00 or 30.04.2025, 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. Approval of the Board of Directors' Management Report on the financial statements for the financial year 2024.

For Against Abstain

2. Acknowledges of the Financial Auditor's Report on the financial statements for the financial year 2024.

For Against Abstain

3. Approval of the financial statements for the financial year 2024.

For Against Abstain

4. Distribution of net profit for the financial year 2024. It is proposed that the net profit in the amount of RON 2.449.324 be distributed as follows: RON 140.726 to constitute the legal reserve and RON 2.308.598 as retained earnings.

For Against Abstain

5. Approval of the annual financial report as at 31.12.2024 prepared in accordance with the provisions of Article 63 of Law no. 24/2017 and Annex no. 15 to ASF Regulation no. 5/2018.

For Against Abstain

6. Approval of discharging of the directors who exercised their mandate during the financial year 2024.

For Against Abstain

7. Approval of the income and expenditure budget for the year 2025.

For Against Abstain

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8. Approval termination of the mandate contract by agreement of both parties, starting with 01.05.2025, which was concluded by Ms. Rotariu Angela-Simona with S. MAGAZIN UNIVERSAL MARAMUREŞ S.A. and the completion of the related formalities for the deletion of the administrator Rotariu Angela-Simona from the records of the competent Trade Register Office starting with the date of termination of the mandate.

For Against Abstain

9. Election of new member of the Administration Board, given the vacancy of a seat on the Board of Directors starting with 01.05.2025.

Proposal 1: d-ra POP MĂDĂLINA-MARIA

For Against Abstain

*According to art. 130 par. (2) of the Companies Law no. 31/1990, the vote is secret in the case of the appointment of the members of the board of directors.

10. Establishing the duration of the mandate of the newly elected administrator as being from 01.05.2025 to 29.12.2027.

For Against Abstain

11. Appointment the Chairman of the Board of Directors - General Manager Curtean Anamaria, to sign the addendum to the mandate contract regarding the termination of the contract concluded with Ms. Rotariu Angela-Simona and the mandate contract to be concluded by the Company with the newly elected administrator, within the limits established by the OGSM Decision.

For Against Abstain

12. Appointment of the company's financial auditor, given the expiration of the financial auditor's term on 27.04.2025.

Proposal 1: Cabinet de Consultanta Fiscala Busecan Florentina Emilia, autorizat CAFR:3058/2009

For Against Abstain

*According to art. 130 par. (2) of the Companies Law no. 31/1990, the vote is secret in the case of the appointment of the financial auditor.

13. Establishing the validity period of the financial auditor's mandate, starting from the date of adoption of the Decision by the OGSM. The Board of Directors' proposal is that the duration of the mandate be 3 (three) years.

For Against Abstain

14. Appointment of the company's internal auditor, given the termination of the internal auditor's mandate before the end of the term, due to his inability to exercise his mandate starting with 27.02.2025.

Proposal 1: Activ Pro Audit SRL through key mission partner Ms Ster Daniela Cornelia

For Against Abstain

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15. Establishing the duration of the mandate of the internal auditor, starting from the date of adoption of Decision by the OGSM. The Board of Directors' proposal is that duration of the mandate be 3 (three) years.

For Against Abstain

16. Approval of the remuneration of the financial auditor and internal auditor, which remuneration will be valid until the date of the ordinary general meeting approving the remuneration changes.

Proposal 1 financial auditor: 2.700 eur net/an

For Against Abstain

Proposal 1 internal auditor:

For Against Abstain

17. Approval of the remuneration of the members of the Administration Board valid from the date of adoption of the Decision by the OGSM and until the date of the ordinary general meeting approving the financial statements for the current financial year and the appropriate update of the remuneration policy for the members of the Board of Directors.

Proposal 1: RON 2,500 net monthly for each administrator

For Against Abstain

Proposal 2: RON 3,000 net monthly for each administrator

For Against Abstain

18. Updating the company's articles of association as a result of the changes that have occurred.

For Against Abstain

19. Mandate the Chairman of the Board of Directors to sign, in the name and on behalf of the shareholders, the mandate contract to be concluded with the elected financial auditor, as well as the one to be concluded with the elected internal auditor, within the limits established by the OGSM Decision.

For Against Abstain

20. Mandate of the President of the Administration Board of the company, to sign, in the name of and on behalf of the shareholders of the company, the OGSM. decision approved and to fulfill any act or formality required by law for the registration of the decision at the O.R.C.T. Maramureş and publishing in the Official Journal of Romania, Part. IV. The President of the Administration Board can delegate all/some of the powers granted above to any competent person to fulfill this term.

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.

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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)

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 **27.04.2025** 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, mentioning the subject: “For the Ordinary General Meeting of the Company’s Shareholders dated 29 / 30.04.2025”.

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 Ordinary General Meeting of Shareholders of MAGAZIN UNIVERSAL MARAMUREŞ S.A. dated 29 / 30.04.2025.

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.

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I, the undersigned, agree that personal data be processed for the purpose of voting by proxy at the Ordinary General Meeting of Shareholders of MAGAZIN UNIVERSAL MARAMUREŞ S.A. dated 29/ 30.04.2025.

Last name and first name:

Date: Signature:

THE COMPANY MAGAZIN UNIVERSAL MARAMURES S.A.

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- Draft -

Resolution of the Ordinary General Meeting of the Shareholders

Of the company **MAGAZIN UNIVERSAL MARAMURES S.A.**

from 29.04.2025/30.04.2025

The Ordinary General Assembly of the Shareholders of the company the company **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, met by the publication of the Convening Notice for the Ordinary General Meeting of Shareholders in the Official Journal of Romania part IV, No. ____/____, and in the local newspaper _____ no. ____/____.03.2024, at the first/second convening, in the presence of the shareholders representing ____% of the total number of voting rights, decided:

1. Approval of the Board of Directors' Management Report on the financial statements for the financial year 2024.

Total expressed votes: _____; ___% for, ___% against, ___% abstention

2. Acknowledges of the Financial Auditor's Report on the financial statements for the financial year 2024.

Total expressed votes: _____; ___% for, ___% against, ___% abstention

3. Approval of the financial statements for the financial year 2024.

Total expressed votes: _____; ___% for, ___% against, ___% abstention

4. Distribution of net profit for the financial year 2024. It is proposed that the net profit in the amount of RON 2.449.324 be distributed as follows: RON 140.726 to constitute the legal reserve and RON 2.308.598 as retained earnings.

Total expressed votes: _____; ___% for, ___% against, ___% abstention

5. Approval of the annual financial report as at 31.12.2024 prepared in accordance with the provisions of Article 63 of Law no. 24/2017 and Annex no. 15 to ASF Regulation no. 5/2018.

Total expressed votes: _____; ___% for, ___% against, ___% abstention

6. Approval of discharging of the directors who exercised their mandate during the financial year 2024.

Total expressed votes: _____; ___% for, ___% against, ___% abstention

7. Approval of the income and expenditure budget for the year 2025.

Total expressed votes: _____; ___% for, ___% against, ___% abstention

8. Approval termination of the mandate contract by agreement of both parties, starting with 01.05.2025, which was concluded by Ms. Rotariu Angela-Simona with S. MAGAZIN UNIVERSAL MARAMUREŞ S.A. and the

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completion of the related formalities for the deletion of the administrator Rotariu Angela-Simona from the records of the competent Trade Register Office starting with the date of termination of the mandate.

Total expressed votes: _____; ___% for, ___% against, ___% abstention

9. Election of new member of the Administration Board, given the vacancy of a seat on the Board of Directors starting with 01.05.2025.

Proposal 1: d-ra POP MĂDĂLINA-MARIA

*According to art. 130 par. (2) of the Companies Law no. 31/1990, the vote is secret in the case of the appointment of the members of the board of directors.

Total expressed votes: _____; ___% for, ___% against, ___% abstention

10. Establishing the duration of the mandate of the newly elected administrator as being from 01.05.2025 to 29.12.2027.

Total expressed votes: _____; ___% for, ___% against, ___% abstention

11. Appointment the Chairman of the Board of Directors - General Manager Curtean Anamaria, to sign the addendum to the mandate contract regarding the termination of the contract concluded with Ms. Rotariu Angela-Simona and the mandate contract to be concluded by the Company with the newly elected administrator, within the limits established by the OGSM Decision.

Total expressed votes: _____; ___% for, ___% against, ___% abstention

12. Appointment of the company's financial auditor, given the expiration of the financial auditor's term on 27.04.2025.

Proposal 1:

*According to art. 130 par. (2) of the Companies Law no. 31/1990, the vote is secret in the case of the appointment of the financial auditor.

Total expressed votes: _____; ___% for, ___% against, ___% abstention

13. Establishing the validity period of the financial auditor's mandate, starting from the date of adoption of the Decision by the OGSM. The Board of Directors' proposal is that the duration of the mandate be 3 (three) years.

Total expressed votes: _____; ___% for, ___% against, ___% abstention

14. Appointment of the company's internal auditor, given the termination of the internal auditor's mandate before the end of the term, due to his inability to exercise his mandate starting with 27.02.2025.

Total expressed votes: _____; ___% for, ___% against, ___% abstention

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15. Establishing the duration of the mandate of the internal auditor, starting from the date of adoption of Decision by the OGSM. The Board of Directors' proposal is that duration of the mandate be 3 (three) years.

Total expressed votes: _____; ___% for, ___% against, ___% abstention

16. Approval of the remuneration of the financial auditor and internal auditor, which remuneration will be valid until the date of the ordinary general meeting approving the remuneration changes.

Proposal 1 financial auditor:

Proposal 1 internal auditor:

Total expressed votes: _____; ___% for, ___% against, ___% abstention

17. Approval of the remuneration of the members of the Administration Board valid from the date of adoption of the Decision by the OGSM and until the date of the ordinary general meeting approving the financial statements for the current financial year and the appropriate update of the remuneration policy for the members of the Board of Directors.

Proposal 1: RON 2,500 net monthly for each administrator

Proposal 2: RON 3,000 net monthly for each administrator

Total expressed votes: _____; ___% for, ___% against, ___% abstention

18. Updating the company's articles of association as a result of the changes that have occurred.

Total expressed votes: _____; ___% for, ___% against, ___% abstention

19. Mandate the Chairman of the Board of Directors to sign, in the name and on behalf of the shareholders, the mandate contract to be concluded with the elected financial auditor, as well as the one to be concluded with the elected internal auditor, within the limits established by the OGSM Decision.

Total expressed votes: _____; ___% for, ___% against, ___% abstention

20. Mandate of the President of the Administration Board of the company, to sign, in the name of and on behalf of the shareholders of the company, the OGSM. decision approved and to fulfill any act or formality required by law for the registration of the decision at the O.R.C.T. Maramureş and publishing in the Official Journal of Romania, Part. IV. The President of the Administration Board can delegate all/some of the powers granted above to any competent person to fulfill this term.

Total expressed votes: _____; ___% for, ___% against, ___% abstention

Board of Directors of MAGAZIN UNIVERSAL MARAMUREŞ S.A.

Chairman of the Board of Directors

Curtean Anamaria