Translation from Romanian

**FORM ASKED BY SC UZTEL S.A.**
**SPECIAL POWER OF ATTORNEY
FOR ORDINARY GENERAL MEETING OF SHAREHOLDERS DATED 28/29.04.2015**

**Undersigned /Subscribed** \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_
(Surname ,forename/Description of the shareholder, in capitals) with home / office in
\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Street\_\_\_\_\_\_\_\_\_\_\_\_\_, no.\_\_\_\_, bldg.\_\_\_\_\_\_, floor\_\_\_\_\_\_, app \_\_\_\_, district / county\_\_\_\_\_\_\_\_, Country\_\_\_\_\_\_\_\_\_\_\_\_\_, identified with ID / IC / passport / Residence permit series\_\_\_\_ No. \_\_\_\_\_\_\_\_\_\_\_ Issued by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, on\_\_\_\_\_\_\_\_\_ , valid until\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Personal number \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ / / recorded in the Trade Register \_\_\_\_\_\_\_\_\_\_\_\_\_\_ at nmb. \_\_\_\_\_\_\_\_\_\_\_, Tax nmb. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, by the legal / conventional representative (strikethrough as appropriate) Mr. Mrs. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,

owner (holding) a number of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ registered shares, dematerialized shares with nominal value of 2.50 lei, issued by SC UZTEL S.A. Ploiesti, equivalent of \_\_\_\_\_\_\_\_\_\_\_% of the share capital, which gives the right to a number of \_\_\_\_\_\_\_\_\_\_\_\_\_ votes out of 5.365.459 shares / voting rights in the Ordinary General Meeting of Shareholders of SC UZTEL SA, acting as **MANDATOR**, hereby empower \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_with home / office in\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, street.\_\_\_\_\_\_\_\_\_\_\_\_\_, nmb.\_\_\_\_, bldg.\_\_\_\_\_\_, floor.\_\_\_\_\_\_, app \_\_\_\_\_\_\_, sector / county\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, country\_\_\_\_\_\_\_\_\_\_\_\_\_, identified with ID / IC / passport / residence permit series\_\_\_\_ nmb. \_\_\_\_\_\_\_\_\_\_\_ Issued by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, valid until \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Personal number \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ / / recorded in the Trade Register. \_\_\_\_\_\_\_\_\_\_\_\_ at nmb \_\_\_\_\_\_\_\_\_\_\_\_\_\_, Tax nmb. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, by the legal / conventional representative (strikethrough as appropriate) Mr.Mrs. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, as **AGENT**,

or

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_with home / office in\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, street.\_\_\_\_\_\_\_\_\_\_\_\_\_, nmb.\_\_\_\_, bldg.\_\_\_\_\_\_, floor.\_\_\_\_\_\_, app \_\_\_\_\_\_\_, sector / county\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, country\_\_\_\_\_\_\_\_\_\_\_\_\_, identified with ID / IC / passport / residence permit series\_\_\_\_ nmb. \_\_\_\_\_\_\_\_\_\_\_ Issued by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, valid until \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Personal number \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ / / recorded in the Trade Register. \_\_\_\_\_\_\_\_\_\_\_\_ at nmb \_\_\_\_\_\_\_\_\_\_\_\_\_\_, Tax nmb. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, by the legal / conventional representative (strikethrough as appropriate) Mr.Mrs. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,

as **AGENT**,

to represent me in the **Ordinary General Meeting of Shareholders of SC UZTEL** **SA**, which will take place on **28.04.2015, at 10.0 am,** at company headquarters in the city of Ploiesti, 243, Mihai Bravu Street, or in the second meeting, on **29.04.2015**, to be held at the same time in the same place and with the same agenda, if the first will not take place, and to exercise voting rights attaching to my holdings of shares, at **the reference date 17.04.2015** , in matters covered by items of the agenda of the Ordinary General Meeting, as follows:

|  |  |  |  |
| --- | --- | --- | --- |
| **AGENDA** | **For**  | **Against** | **Abstention** |
| **1.** Presentation , discussion and approval of annual financial statements of SC UZTEL SA, ended at 31.12.2014 based on the Report of Judiciary Administrator for year 2014 and of the Report of External Auditor. |  |  |  |
| **2.** Approval of the distribution of net profit for the financial year 2014, namely partial coverage of accounting loss for 2010. |  |  |  |
| **3.** Approval of release of charge of Judiciary Administratorof SC UZTEL SA Ploiesti for the activity performed in 2014  on ground of reports presented.  |  |  |  |
| **4.** Presentation , discussion and approval of Income expense Budget and Investment Program for 2015  |  |  |  |
| **5.** Approval of date of 20.05.2015, as the date of registration under art. 238, para. (1) of Law no. 297/2004 regarding the capital market with subsequent amendments to identify the shareholders who are affected by decisions taken in the meeting of the Ordinary General Assembly  of Shareholders dated 28/29.04.2015.  |  |  |  |
| **6.** Approval of 19/05/2015, as ex date, according to   art. 2 and art. 5 of art. 5 para. 11 of 6 C.N.V.M. Regulation  No.6 / 2009 on the exercise of rights shareholders in general meetings of business companies. |  |  |  |
| **7.** Giving mandate to attorney Mrs. attorney Maer Alina Mariana , as trustee and Company's legal representative to sign resolutions of this Ordinary General Assembly of Shareholders and to perform all legal formalities  required for registration and implementation of decisions taken, and providing. Mrs. attorney Maer Alina Marianas the right to delegate another person to undertake the aforementioned formalities. |  |  |  |

**I attach hereto:**1. Certified copy on my honor of the identity document of individual shareholder (BI / CI / passport / residence permit)
2. Official document issued by a competent authority concerning the identity of the legal representative of the shareholder legal entity original or certified copy, not older than 3 months before publishing the Ordinary General Meeting of Shareholders convening notice.
3. Statement on honor issued by the institution providing custody services for the company’s shareholders, revealing:
 i) the credit institution providing custody services for such shareholder;
 ii) the instructions from the Special Power of Attorney are identical to the instructions in the
 SWIFT message received by the credit institution to vote on behalf of such shareholder;
 iii) special power of attorney is signed by the shareholder.

Note: Tick the appropriate box and only those items on the agenda for which the representative is entitled to vote.

Done today, \_\_\_\_\_\_\_\_\_\_\_\_\_, in 3 (three) originals, with the same legal force, one for the mandator, one for the agent and the third to be recorded at the registry office of SC UZTEL SA until 26.04.2015 , h 10.00.

**MANDATOR ,**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_
(Name, Surname / Name of the shareholder represented, in capital letters)

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_
(Name and surname of the legal representative of the shareholder represented, in capital letters)

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_
(Signature of shareholder represented / legal representative of the shareholder represented and stamp)

 Undersigned, Maria Coman, sworn interpreter and translator for the English and French languages ​​under the license no. 5886/2001 of 11 December 2001 issued by the Ministry of Justice of Romania, certify the accuracy of the translation done from Romanian to English language that the text presented has been fully translated, without omissions, and that the translation did not distorted document content and meaning.
 The document whose translation is required in full was issued by SC UZTEL SA , Ploiesti city, Romania and presented me completely .
 The translation of the document submitted was executed according to a written request filed at no 77/20.03.2015, kept in the archives of the undersigned.

SWORN NTERPRETER AND TRANSLATOR

