Translation from Romanian

**FORM ASKED BY SC UZTEL S.A.**
**SPECIAL POWER OF ATTORNEY
FOR ORDINARY GENERAL MEETING OF SHAREHOLDERS DATED 12.15/16.2016**

**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 **12.15.2016, at 10.0 am,** at company headquarters in the city of Ploiesti, 243, Mihai Bravu Street, or in the second meeting, on **12.16.2016**, 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 12.05.2016** , in matters covered by items of the agenda of the Ordinary General Meeting, as follows:

|  |  |  |  |
| --- | --- | --- | --- |
| **AGENDA** | **For**  | **Against** | **Abstention** |
| 1. Approval of extension of the contract with the financial auditor of SC UZTEL S.A., SC Ecoteh Expert S.R.L. Bucharest, for a period of 2 years respectively for the years 2016 and 2017. |  |  |  |
| 2). Approval of withdrawal of shares forming the object files: 4732/105/2010 / a7 representing "the liability according to Art. 138 of Law 85/2006" and 4732/105/2010 / a9 representing "action for annulment under Art. 86 of Law 85/2006 ", pending on Dolj Court, the Il-section of civil approach to closing the reorganization procedure performed with reintegration into the economic circuit of SC UZTEL S.A. |  |  |  |
| 3. Election of Board members of S.C. UZTEL S.A. for a function of four years, the Board will exercise its powers after closure of the reorganization under Law no. 85/2006 on insolvency. |  |  |  |
| 4. Determination of the remuneration of Board members of S.C. UZTEL S.A. |  |  |  |
| 5. Authorizing the representative of main shareholder to sign the Management contract with Board members. |  |  |  |
| 6. Approval of 01.12.2017 as registration date, according to art. 238 of Law no. 297/2004 on the capital market, as amended and supplemented, for identifying shareholders who are affected by decisions made in AGOA meeting dated 12.15/16.2016. |  |  |  |
| 7. Approval of 01.11.2017 as ex data, according to art. 2 and art. 5 pct.ll of Regulation C.N.V.M. No.6 / 2009 on the exercise of certain rights of shareholders in general meetings of companies. |  |  |  |
| 8. Empowerment of Mrs attorney Maer Alina Mariana, as trustee and legal re presentative of the Company to sign this AGOA decisions and to perform all necessary legal formalities for the registration and enforcement decisions adopted, as well as giving Mrs. attorney Maer Alina Mariana has the right to delegate another person to carry out the formalities mentioned above. |  |  |  |

**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 12.13.2016, 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 241/11.02.2016, kept in the archives of the undersigned.

SWORN NTERPRETER AND TRANSLATOR

