translation from Romanian

**FORM ASKED BY SC UZTEL S.A.**

**BALLOT BY MAIL FOR ORDINARY GENERAL ASSEMBLY 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 (strike through as appropriate) Mr. Mrs. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_
with home /office in\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Street\_\_\_\_\_\_\_\_\_\_\_\_\_, no.\_\_\_\_, bldg.\_\_\_\_\_\_, floor\_\_\_\_\_\_, app \_\_\_\_, district / county\_\_\_\_\_\_\_\_, Country\_\_\_\_\_\_\_\_\_\_\_\_\_, identified with ID / IC / passport / Residence valid until\_\_\_\_\_\_\_\_\_\_\_\_\_, Personal number \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ / / recorded in the Trade Register \_\_\_\_\_\_\_\_\_\_\_\_\_\_ at nmb. \_\_\_\_\_\_\_\_\_\_\_, Tax nmb. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, based on the power of attorney nmb. \_\_\_\_\_\_\_\_\_dated\_\_\_\_\_from \_\_\_\_\_\_\_ (strike through as appropriate).

 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, convened for **12.15.2016, 10.00 a.m.** , at company headquarters in the city of Ploiesti, St. Mihai Bravu, no. 243 or in the second meeting, convened for **12.16.2016**, to be held at the same time in the same place and with the same agenda, where the first one failed,

**being aware** of the agenda of the Ordinary General Meeting of Shareholders aforementioned and of information materials related to the agenda,

**I understand to participate and exercise by mail, my voting rights attached to holding of shares registered in the register of shareholders of the company at the reference date of 12.05.2016, upon the items on the agenda of this Ordinary General Meeting of Shareholders, 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 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. Special Power of Attorney in original , for the agent ( as applicable)

4. 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) form of ballot by mail is signed by shareholder and contains ballot options identical with those specified by shareholder sent by SWIFT message received by the credit institution from such shareholder;

Ballot by mail, original and attachments must be registered at the registry office of SC UZTEL SA until 12.13.2016 , 10.00a.m.
**SHAREHOLDER ,**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_
(Name, Surname / Description in capital letters)

Authorized person \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_
(Name and surname

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_
(Signature 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

