

**To: Bucharest Stock Exchange  
ASF (Financial Supervisory Authority)  
Financial Instruments and Investments Sector**

## **CURRENT REPORT**

**Dated: 26.03.2015**

In compliance with:

- CNVM Regulation no. 1/2006 on issuers and operations with securities
- Law no. 297/2004 on the capital market

Entity name: S.C. ELECTROMAGNETICA S.A.

Address: 266-268 CALEA RAHOVEI Street, District 5, BUCHAREST

Telephone: 404.21.02; 404.21.08 FAX: 404.21.95; 404.21.94

Trade Register registration no.: J 40/19/1991

Unique code of registration: 414118

Share capital subscribed and paid up: 67 603 870.4 Lei

The regulated market where the issued securities are traded: Cat I, BVB

Important events to be reported:

Resolutions adopted by the Board of Directors in the meeting held on 26.03.2015, at 10:00 a.m., concerning the following:

- Call for AGOA and AGEA for 30 April 2015, at 9:00 a.m., respectively 11:00 a.m., at the Company's head office (Annex 1)
- Proposal of the Board of Directors regarding the distribution of a gross dividend of 0.004 Lei/share
- Dismissal of Mr Florea VLAD, upon his request, from the position of Deputy Coordinating General Manager, starting from 1.04.2015.

Sincerely,

Eugen Scheusan  
General Manager

## NOTICE OF MEETING

“The Board of Directors of **ELECTROMAGNETICA SA**, with its head office in Bucharest, 266-268 Calea Rahovei Street, District 5, met on 26.03.2015, at 10.00 a.m., to call an Ordinary General Meeting of Shareholders (AGOA) and the Extraordinary General Meeting of Shareholders (AGEA) on the date of 30 April 2015, at 9:00 a.m. and, respectively, at 11:00 a.m., at the company's head office. The call is addressed to all the shareholders registered in the Company's Shareholders Register held by Depozitarul Central SA by the end of the 20th day of April 2015 which is considered as reference date for such meetings.

### The Agenda of the Ordinary General Meeting of the Shareholders is the following:

1. To approve the individual annual financial statements for the financial year ended 31.12.2014 according to the Accounting Regulations compliant with the international financial reporting standards, accompanied by the report of the Board of Directors and the Financial audit report including:
  - statement of financial position;
  - statement of comprehensive income;
  - statement of changes in equity
  - statement of cash flows
  - notes to financial individual statements.
2. To approve the consolidated annual financial statements for the financial year ended 31.12.2014 according to the Accounting Regulations compliant with the international financial reporting standards, accompanied by the report of the Board of Directors and the Financial audit report including:
  - consolidated statement of financial position;
  - consolidated statement of comprehensive income;
  - consolidated statement of changes in equity;
  - consolidated statement of cash flows;
  - notes to consolidated financial statements
3. To approve the distribution of the net profit and the setting of the dividend for 2014, after the allocation of the legal reserve, the Board proposing the amount of 0.004 Lei/share. The Board of Directors is proposed to be mandated to appoint the paying agent.
4. Financial discharge of the directors for the financial year 2014
5. To approve the income and expenditure budget (BVC) for 2015 and the Work Program for the financial year 2015, mandating the Board of Directors to readjust the items of income and expense upon occurrence of any unforeseeable random events.
6. To approve remuneration pay of the members of the Board of Directors for the financial year 2015.
7. To ratify the amendment of BVC for 2014, as approved by the Board of Directors in December 2014 based on the mandate from AGOA of 29.04.2014
8. To appoint the financial auditor and the mandate period and to mandate the Board of Directors to conclude the audit contract.

9. To approve the 27th day of May 2015 as registration date for the identification of the shareholders who are to receive dividends or other entitlements and are subject to the effects of AGOA resolutions and to approve the 26th day of May 2015 as ex-date, calculated as previous to the registration date when shares are traded without the rights deriving from AGOA resolutions.

10. To approve the 2nd day of June 2015 as Dividend Pay Date. Should any change occur in the legal framework with respect to the pay date calculation method, the pay date shall be established on the last working day of the maximum period between the registration date and the pay date, period laid down in such legal provisions. In this case, the Board of Directors shall send and publish a current report on the modified pay date, which shall also be available on the Company's webpage.

11. To mandate Mr Eugen Scheusan – President of the Board of Directors, who can be substituted by another person, to: i) conclude and/or sign, on behalf of the Company and/or of the Company's shareholders the resolutions of this AGOA, any and all the resolutions, documents, applications, forms and requests adopted/drawn up for the purpose of or for the execution of the resolutions of this AGOA in relation with any individual or legal entity, whether private or public, and ii) to fulfill all legal formalities for the registration, enforceability, execution and publication of the resolutions adopted.

**The Agenda of the Extraordinary General Meeting of the Shareholders is the following:**

1. To approve the establishment of security interests in the Company's non-current assets whose value does not exceed, whether individually or cumulatively, during the financial year 2015, 40% of the total non-current assets, less receivables, mandating the Board of Directors to conclude the related juridical acts

2. To approve, as a matter of principle, the acquisition of shares by the Company, in accordance with the applicable law, in order to implement a pay and loyalty scheme for employees (excluding the officers and directors mentioned shown in the Trade Registry) and later on the call of an Extraordinary General Meeting of Shareholders (AGEA) where to establish the following: number of shares, minimum/ purchase price, duration, as set forth in Article 103 of Law no. 31/1990.

3. To approve the 27th day of May 2015 as registration date for the identification of the shareholders who are subject to the effects of AGEA resolutions and to approve the 26th day of May 2015 as ex-date, calculated as previous to the registration date when shares are traded without the rights deriving from AGEA resolutions.

4. To mandate Mr Eugen Scheusan – President of the Board of Directors, who can be substituted by another person, to: i) conclude and/or sign, on behalf of the Company and/or of the Company's shareholders the resolutions of this AGEA, any and all the resolutions, documents, applications, forms and requests adopted/drawn up for the purpose of or for the execution of the resolutions of this AGEA in relation with any individual or legal entity, whether private or public, and ii) to fulfill all legal formalities for the registration, enforceability, execution and publication of the resolutions adopted.

Starting from 27 March 2015, the notice of meeting, documents and information materials regarding the agenda, draft resolutions, ballots for correspondence voting, special power-of-attorney forms for the representation of the shareholders in AGOA and AGEA, the total number of shares and the total number of voting rights, as well as the list containing information about the person proposed as auditor (name, city, professional qualification), are made available to the shareholders and they may be consulted or obtained by them either from the Company's

head office, respectively from the Legal Department, every day, from Monday till Friday, between 7:00 and 15:00 hours, or on the Company's website ([www.electromagnetica.ro/](http://www.electromagnetica.ro/)) in the section Investors/General Meetings, while the rules regarding the conduct of general meetings and the maintenance of the shareholders' rights may be consulted in the section Investors/Corporate Governance.

One or more shareholders representing, whether individually or collectively, at least 5% of the capital stock has/have the right to: i) put items on the agenda of the general meeting, provided that each such item is accompanied by a justification or a draft resolution to be adopted in the general meeting and ii) to table draft resolutions for the items includes or proposed to be included on the agenda of the general meeting.

The proposals for the new items on the agenda and draft resolutions, together with the documents attesting the fulfillment of the conditions shall be sent within 15 days from the date of the notice of meeting, i.e. by 14 April 2015, 15:00 hours, as follows:

- in the form of a handwritten document lodged in a closed envelope at the secretarial office or sent by fast courier or by mail with acknowledgement of receipt, bearing the mention "FOR AGOA/AGEA OF 30 APRIL 2015" written in capital letters";
- in the form of a document with an attached extended electronic signature, according to Law no. 455/2001, sent to the address [juridic@electromagnetica.ro](mailto:juridic@electromagnetica.ro), indicating in the subject box the words "FOR AGOA/AGEA OF 30 APRIL 2015", written in capital letters.

Irrespective of the number of shares they hold, the Company' shareholders may address to the Legal Department, in a closed envelope, questions about the items on the agenda of the general meeting, by 27 April 2015, 15:00 hours. The envelopes containing questions and attached documents shall bear the mention "FOR AGOA/AGEA OF 30 APRIL 2015" written in capital letters."

In order to identify and prove the shareholder capacity, respectively the capacity of a shareholder's legal representative, the persons who address questions or make proposals to supplement the agenda shall send the following documents, whether in original or certified true copy: a statement of account attesting the shareholder capacity and the number of shares held, issued by Depozitarul Central or, if applicable, by the participants providing custody services for them, as defined in Article 168(1) (b) of Law no. 297/2004; a copy of the identity document or equivalent in the case of natural person shareholders, while in the case of legal entity shareholders, a copy of the identity document of the legal representative together with a finding certificate issued by the Trade Register or any other document attesting the legal representative capacity, issued by a competent authority from the state where the shareholder is registered, issued not earlier than 3 months before the publication date of the notice of meeting. The documents attesting the legal representative capacity, which are drawn up in a foreign language other than English shall be accompanied by a translation into Romanian or English, done by an authorized translator. Legal entity shareholders or the entities without legal personality which, before the reference date, provided the information on their legal representative to Depozitarul Central, so that they could be included in the shareholders' register at the reference date, shall not need to prove their capacity of shareholder's legal representative by sending the documents mentioned above.

Only the shareholders who at the reference date are found to be registered may attend the general meeting and exercise their voting rights either in person or by representative, based on a special or general power of attorney, or before the meeting, by mail, based on the ballot for correspondence voting.

The access of the shareholders and representatives to the meetings and/or the correspondence voting is allowed by simple proof of identity, as follows:

- Natural person shareholders – in person, based on identity document (identity card or ID bulletin for Romanian citizens, passport/identity paper for EU citizens, passport for non-EU citizens)
- Natural person shareholders – by representative, based on a special or general power of attorney and the representative's identity document;
- Legal entity shareholders – by legal representative, based on his/her identity document and the list of shareholders at the reference date, received from Depozitarul Central, while for the shareholders who failed to inform Depozitarul Central in due time about their relationship with their legal representative, based on a finding certificate issued by the Trade Register or any other official document, whether in original or in certified true copy, attesting the capacity of legal representative, which was issued by a competent authority not earlier than 3 months before the publication date of the notice of meeting.
- Legal entity shareholders – by appointee, based on a special or general power of attorney signed and stamped by the legal representative of the legal entity shareholder, accompanied by the identity document of the person who was appointed representative and the certified true copy of the finding certificate issued by the Trade Register or any other official document, whether in original or in certified true copy, attesting the capacity of legal representative of the principal of the power of attorney, issued by a competent authority, not earlier than 3 months before the publication date of the notice of meeting.

In the case of a special power of attorney for attending the meeting, given by a shareholder to a credit institution which provides custody services, the power of attorney shall be accompanied by a notarial statement of the institution subject to the trust mandate by special power of attorney, confirming the following: i) the credit institution provides custody services for the respective shareholder ii) the instructions mentioned in the special power of attorney are identical with the instructions contained in the SWIFT message received by the credit institution for voting on behalf of the respective shareholder; iii) the special power of attorney is signed by the shareholder. The special power of attorney and the notarial statement shall be lodged by the issuer in original copy, signed and stamped (where applicable).

For the shareholders who benefit from custody services, the ballot for correspondence voting, signed by the shareholder, may be sent without further documents being required, if it is accompanied by a notarial statement given by the legal representative of the credit institution, confirming the following: i) the credit institution provides custody services for the respective shareholder and ii) the ballot for correspondence voting is signed by the shareholder and contains voting options identical with those mentioned by the shareholder in a SWIFT message received by the credit institution from the respective shareholder. The ballot for correspondence voting and the notarial statement of the credit institution shall be lodged at the Company in original copy, signed by the legal representative of the credit institution and stamped (where applicable).

After completion, whether in Romanian or in English, the special or general power of attorney, respectively the ballot for correspondence voting, signed and stamped (where applicable), shall be sent to the Company, in a closed envelope bearing the mention "FOR AGOA/AGEA OF 30 April 2015" written clearly in capital letters, by 28.04.2015, 9:00 a.m. for AGOA and by 11:00 a.m. for AGEA, otherwise the right to vote by representative or correspondence in the general meeting shall be lost in accordance with the legal provisions. Within the same terms specified above, the special or general powers of attorney and the ballots for correspondence voting may also be sent by e-mail with an attached extended electronic signature according to Law no. 455/2001, to the address [juridic@electromagnetica.ro](mailto:juridic@electromagnetica.ro), indicating in the subject box: "FOR AGOA/AGEA OF 30 April 2015".



The general powers of attorney shall be lodged only once before their first use, in certified true copy bearing the representative's signature, which will then be valid for any general meeting to be held within the validity term of the powers of attorney. A general power of attorney may be given for a maximum period of 3 years, provided that it is given by the shareholders, in their capacity of customer, to any agent defined in Article 2 (1) point 14 of Law no. 297/2004 on the capital market or to a lawyer and only if the representative is free of any conflict of interest which may particularly occur in one of the cases referred to in Article 243 (6<sup>4</sup>) of Law no. 297/2004. The general powers of attorney shall be accompanied by a notarial statement given by the legal representative of the agent or by the lawyer who received the representation mandate through the general power of attorney, where to confirm the following:

- (i) The power of attorney is given by the respective shareholder, as customer, to his agent or lawyer (as applicable);
- (ii) The general power of attorney is signed by the shareholder, including by extended electronic signature attached, if applicable.

In the case of agenda completion, the Company shall make available to the shareholders the special power of attorney forms and the ballot for correspondence voting updated to the new agenda.

If the legal quorum is not attained in the general meeting convened on 30 April 2015, the second ordinary, respectively extraordinary general meeting shall be convened for 4 May 2015, in the same place, at the same time, having the same reference date and the same agenda.

At the date of this call, the capital stock of Electromagnetica SA is composed of 676.038.704 ordinary shares, each share conferring upon its holder a right to vote at the general meeting.

Any further information may be obtained at the Legal Department by phone – 021 4042129, 0214042131, 021 4042132 or e-mail [juridic@electromagnetica.ro](mailto:juridic@electromagnetica.ro).”

**President of the Board of Directors  
Eugen SCHEUSAN**