

SPECIAL POWER OF ATTORNEY

for representationⁱ at OGMS Electromagnetica SA of 30 April/4 May 2015

I, the undersigned _____, identified with _____ (identity document or equivalent), series _____, number _____, issued by _____, on _____, having domicile in _____ and PIN _____,

or

We, the undersigned, _____, headquartered in _____, registered under no. _____ with the Trade Register Office attached to the Law Court (or similar entity, for non-resident legal entities) _____, with unique registration code (or equivalent registration number for non-resident legal entities) _____, by its legal representative Mr./Ms. _____, identified with _____ (identity document), series _____, number _____, issued by _____, on _____, having domicile in _____ and PIN _____,

shareholder of Electromagnetica SA, company headquartered in Bucharest, Calea Rahovei no.266-268, sector 5, registered with the Trade Register Office attached to the Bucharest Law Court under no. J40/19/1991, unique fiscal identification code 414118, having subscribed and paid up share capital of RON 67,603,870.4,

owner on the reference date, 20.04.2015, of a number of _____ Electromagnetica SA shares, representing _____% of the total number of shares, conferring me _____ votes during the OGMS of 30.04.2015/04.05.2015, representing _____% of the total number of votes,

hereby empower

Mr./Ms.ⁱⁱ _____, identified with _____ (identity document), series _____, number _____, issued by _____, on _____, having domicile in _____ and PIN _____

or

_____ (name of the legal entity proxy), headquartered in _____, registered under no. _____ with the Trade Register Office attached to the Law Court (or similar entity, for non-resident legal entities) _____, with unique registration code (or equivalent registration number for non-resident legal entities) _____, represented byⁱⁱⁱ _____, identified with _____ (identity document), series _____, number _____, issued by _____, on _____, having domicile in _____ and PIN _____

to represent me during the Ordinary General Meeting of Shareholders (OGMS) of Electromagnetica SA to take place on 30.04.2015/04.05.2015 hours 09:00 at the head office of the company located in Calea

Rahovei no. 266 -268, sector 5, Bucharest, to exercise the voting right corresponding to what I owe on the reference date 20.04.2015, his/her votes being opposable to me, as follows^{iv}:

1. For the 1st issue on the agenda (i.e. *“To approve the individual annual financial statements for the financial year ended on 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, formed of: statement of financial position; statement of comprehensive income; statement of changes in equity; statement of cash flows; notes to financial individual statements.”*)

For.....Against.....Abstention.....

2. For the 2nd issue on the agenda (i.e. *„To approve the consolidated annual financial statements for the financial year ended on 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, formed of: 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.”*)

For.....Against.....Abstention.....

3. For the 3rd issue on the agenda (*„To approve the distribution of the net profit and the setting of the dividend for 2014, after the allocation of the legal reserve, respectively:*

- 3.1. To approve the net profit in amount of Lei 7,578,661;
- 3.2. To approve a legal reserve in amount of Lei 371,123 to be allotted out of the net profit;
- 3.3. To approve the amount of Lei 4,503,383 to be allotted out of the net profit for own financing sources;
- 3.4. To approve the amount of Lei 2,704,155 to be allotted out of the net profit for dividends, respectively a gross dividend of Lei 0.004/share;
- 3.5. Empowerment of the Board of Directors to appoint the paying agent for the dividends.”)

For.....Against.....Abstention.....

4. For the 4th issue on the agenda, (i.e.: *“Discharge of management duties of the directors for the financial year 2014.”*)

For.....Against.....Abstention.....

5. For the 5th issue on the agenda, (i.e.: *“ 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 the income and expenditure items upon occurrence of any unforeseeable arbitrary events.”*)

For.....Against.....Abstention.....

6. For the 6th issue on the agenda, (i.e.: *” To approve the payment of the remuneration due to the members of the Board of Directors for the financial year 2015.”*)

For.....Against.....Abstention.....

7. For the 7th issue on the agenda, (i.e.: *" To ratify the amendment of BVC for 2014, as approved by the Board of Directors in December 2014 based on the mandate of 29.04.2014 from OGMS."*)

For.....Against.....Abstention.....

8. For the 8th issue on the agenda, (i.e.: *"To appoint the financial auditor and its mandate period and to mandate the Board of Directors to conclude the audit contract, respectively:*

The appointment of the company Audit Expert SRL Ploiesti as financial auditor of Electromagnetica SA in order to audit the financial statements for the years 2015 and 2016 and a mandate entrusted to the Board of Directors in order to conclude the audit contract.")

For.....Against.....Abstention.....

9. For the 9th issue on the agenda, (i.e.: *"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 who are subject to the effects of OGMS resolutions, and to approve the 26th day of May 2015 as ex-date, calculated as the date previous to the registration date, when the shares are traded without the rights deriving from the OGMS resolutions."*)

For.....Against.....Abstention.....

10. For the 10th issue on the agenda, (i.e.: *"To approve the 2nd day of June 2015 as Dividend Pay Date. Should any change occur in the legal framework with respect to the method of calculation of the pay date, the pay date shall be established on the last working day of the maximum period between the registration date and the pay date, as legally provided with amendments. In this case, the Board of Directors shall send and publish a current report regarding the modified pay date, which shall also be available on the Company's webpage, respectively:*

To approve the date of 18.06.2015 as Dividend Pay Date, calculated as the last working day of the maximum period provided in Article 129³ of CNVM (The Romanian National Securities Commission) Regulations No. 1/2006, amended by means of ASF (Financial Supervisory Authority) Regulations No. 3/2015 published in the Official Gazette Part I No. 206 of 27.03.2015.")

For.....Against.....Abstention.....

11. For the 11th issue on the agenda, (i.e.: *„Authorization of Mr. Eugen Scheusan – President of the Board of Directors, with the possibility of his substitution, to: i) execute and/or sign, on behalf of the Company and/or of the Company's shareholders, the resolutions of this Ordinary General Meeting of Shareholder, any and all the decisions, documents, applications, forms and requests adopted/made for the fulfillment of the resolutions of this OGMS in relation with any individual or legal entity, either private or public and ii) to fulfill all legal formalities for the registration, opposability, execution and publication of the resolutions adopted."*)

For.....Against.....Abstention.....

If on 30.04.2015 the quorum provided by law is not gathered, I give my vote for the second meeting to be convoked for 04.05.2015, in the same place, at the same hour, with the same reference date and with the same agenda, to the same proxy.

I, the undersigned, hereby give discretionary voting power to the above mentioned representative for the problems which have not been identified and which are included on the agenda until the date of this document.

This special power of attorney was developed in 3 copies, 1 copy for the shareholder, 1 copy for the representative and 1 copy for Electromagnetica S.A.

The deadline for the registration of special powers of attorney is 09.00 a.m. on 28.04.2015.

I herewith attach the identification documents of the shareholder who gives this mandate^v and of the attorney^{vi}.

Date^{vii}

.....
(full name in capital letters)

.....
(signature of shareholder)

ⁱA shareholder can be represented by special power of attorney in OGMS by only one proxy

ⁱⁱFill in the name of the appointed natural person attorney.

ⁱⁱⁱTo be filled in with the name of the person empowered to represent the legal entity proxy at OGMS, which can differ from its legal representative

^{iv}Indicate your vote by crossing (one X), for each issue on the agenda, the box corresponding to your opinion. When several boxes are crossed, the vote shall be annulled and if no box is ticked the vote will be considered not expressed.

^vThe identity documents showed by shareholders must allow their identification in the Shareholders Register of Electromagnetica held by Depozitarul Central SA; in the case of natural person shareholders, a copy of the identity document of the shareholder shall be attached (identity card for the Romanian citizens, passport for foreign citizens); in the case of legal entity shareholders, copies of the identity documents of their legal representative shall be attached (identity card for the Romanian citizens, passport for foreign citizens), together with the confirmation of company details, either in original or in certified true copy, issued by the Trade Register or any other document in certified true copy issued by a competent authority from the state where the shareholder is legally registered, to confirm the existence of the legal entity and the name/capacity of legal representative, documents which should not be older than 3 months as related to the date of calling the OGMS; in the case of authorizing a credit institution which provides custody services, instead of the shareholder's identification documents only an affidavit of the custodian shall be attached, to confirm that: a) the credit institution provides custody services for the respective shareholder; b) the instructions from the special power of attorney are identical with the instructions in the SWIFT message received by the credit institution in order to vote on behalf of the respective shareholder.

Except for the identity documents, all the documents drafted in a foreign language other than English shall be accompanied by a translation into Romanian or English, done by an authorized translator.

^{vi} In the case of a natural person attorney, a copy of the identity card shall be attached for the Romanian citizens and a copy of the passport for the foreign citizens; in the case of a legal entity attorney, the delegation in original shall be attached, signed and stamped by the legal representative of that legal entity, as well as copies of the following documents: identity card of the delegate, confirmation of company details issued by the Trade Register or any other document, either in original or true certified copy, issued by a competent authority from the state where the attorney is legally registered, to confirm the existence of the legal entity and the name/capacity of legal representative, documents which should not be older than 3 months as related to the date of calling the GMS.

Except for identity documents, all the documents drafted in a foreign language other than English shall be accompanied by a translation into Romanian or English, done by an authorized translator.

^{vii}The powers of attorney issued and registered at a subsequent date within deadline shall revoke the previous powers of attorney.