

SPECIAL POWER OF ATTORNEY

for representation<sup>i</sup> at EGMS 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 EGMS of 30.04.2015/04.05.2015, representing \_\_\_\_\_% of the total number of votes,

**hereby empower**

Mr./Ms.<sup>ii</sup> \_\_\_\_\_, 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 by<sup>iii</sup> \_\_\_\_\_, identified with \_\_\_\_\_ (identity document), series \_\_\_\_\_, number \_\_\_\_\_, issued by \_\_\_\_\_, on \_\_\_\_\_, having domicile in \_\_\_\_\_ and PIN \_\_\_\_\_

**to represent me during the Extraordinary General Meeting of Shareholders (EGMS) of Electromagnetica SA to take place on 30.04.2015/04.05.2015 hours 11:00 a.m.** 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<sup>iv</sup>:

**1.** For the 1<sup>st</sup> issue on the agenda (i.e. *„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 legal acts”*)

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

**2.** For the 2<sup>nd</sup> issue on the agenda (i.e. *„To approve, as a matter of principle, the acquisition of the Company's own shares, in accordance with the applicable law, in order to implement a pay and loyalty scheme for employees (excluding the managers and directors mentioned in the Trade Register) and later on the call of an Extraordinary General Meeting of Shareholders (EGMS), where to establish the following: number of shares, minimum/maximum purchase price, duration, as set forth in Article 103 of Law No. 31/1990”.*)

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

**3.** For the 3<sup>rd</sup> 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 subject to the effects of the EGMS 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 EGMS resolutions.”*)

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

**4.** For the 4<sup>th</sup> issue on the agenda (i.e. *“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 EGMS, any and all the resolutions, documents, applications, forms and requests adopted/drawn up for the purpose or for the execution of the resolutions of this EGMS in relation with any individual or legal entity, whether private or public, and ii) to fulfil all legal formalities for the registration, enforceability, 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 11.00 a.m. on 28.04.2015.

I herewith attach the identification documents of the shareholder who gives this mandate<sup>v</sup> and of the attorney<sup>vi</sup>.

Date<sup>vii</sup> .....

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

.....  
(signature of shareholder)

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<sup>i</sup> a shareholder can be represented by special power of attorney in EGMS by only one proxy

<sup>ii</sup> Fill in the name of the appointed natural person attorney.

<sup>iii</sup> to be filled in with the name of the person empowered to represent the legal entity proxy at EGMS, which can differ from its legal representative

<sup>iv</sup> 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.

<sup>v</sup> The 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 EGMS; 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.

<sup>vi</sup> 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 EGMS.

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.

<sup>vii</sup> The powers of attorney issued and registered at a subsequent date shall revoke the previous powers of attorney.