

**SPECIAL POWER OF ATTORNEY <sup>i</sup>**

**for representation <sup>ii</sup> at General Meeting of Shareholders Electromagnetica SA from 27/28 th of April 2023**

*The undersigned \_\_\_\_\_, identified with \_\_\_\_\_ (identity card or equivalent), series \_\_\_\_\_, number \_\_\_\_\_, issued by \_\_\_\_\_, on \_\_\_\_\_, with domicile in \_\_\_\_\_ and personal ID \_\_\_\_\_,*

*or*

*The undersigned \_\_\_\_\_, with headquarters in \_\_\_\_\_, registered at the Trade Register (or similar entity, for non-resident legal entities) \_\_\_\_\_ with no \_\_\_\_\_, having a unique registration code (or equivalent registration number for non-resident legal entities) \_\_\_\_\_, by his legal representative, Mr./Ms. \_\_\_\_\_, identified with \_\_\_\_\_ (identity document), series \_\_\_\_\_, number \_\_\_\_\_, issued by \_\_\_\_\_, on \_\_\_\_\_, with domicile in \_\_\_\_\_ and personal ID \_\_\_\_\_,*

shareholder of Electromagnetica SA, commercial company based in Bucharest, Calea Rahovei no. 266 -268, sector 5, registered at the Trade Registry Office next to the Bucharest Court with no. J40/19/1991, unique tax identification code 414118, with subscribed and paid-up capital of 67,603,870.4 lei,

holder on the reference date, 13.04.2023, of a number of \_\_\_\_\_ Electromagnetica SA shares, representing \_\_\_\_\_% of the total number of shares, which give me \_\_\_\_\_ votes at the Electromagnetica's General Meeting of Shareholders of 27/28.04.2023, representing \_\_\_\_\_% of the total number of votes,

***I hereby mandate on***

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

or

***\_\_\_\_\_ (name of legal person trustee), with headquarters in \_\_\_\_\_, registered with no \_\_\_\_\_ at the Commercial Register next to the Court (or similar entity, for non-resident legal entities) \_\_\_\_\_, having a unique registration code (or equivalent registration number for non-resident legal persons) \_\_\_\_\_, represented by<sup>iv</sup> \_\_\_\_\_, identified with \_\_\_\_\_ (identity document), series \_\_\_\_\_, number \_\_\_\_\_, issued by \_\_\_\_\_, on \_\_\_\_\_, with domicile in \_\_\_\_\_ and personal ID \_\_\_\_\_***

to represent me at the Ordinary General Meeting of Electromagnetica SA Shareholders that will take place on **April 27/28, 2023 at 10:00** a.m. at the company's headquarters in Calea Rahovei no. 266 -268, sector 5, Bucharest, to exercise the voting rights related to the stock holders of mine on the reference date, **13.04.2023**, his votes being opposed to mine, as follows:

<b>Nr. Crt</b>	<b>Hotarare</b>	<b>Vote „For”</b>	<b>Vote „Against”</b>	<b>Vot „Abstention’</b>
<b>1</b>	Approval of the individual annual financial statements for the year ended 31.12.2022 according to the Accounting Regulations in accordance with the International Financial Reporting Standards, accompanied by the report of the Board of Directors and the report of the financial auditor, consisting of: <ul style="list-style-type: none"><li>- financial situation;</li><li>- the overall result situation;</li><li>- changes in equity</li><li>- the situation of treasury flows</li><li>- the notes to the individual financial statements.</li></ul>			

Nr. Crt	Hotarare	Vote „For”	Vote „Against”	Vot „Abstention’								
2	<p>Approval of the consolidated annual financial statements for the year ended 31.12.2022 according to the Accounting Regulations in accordance with the International Financial Reporting Standards accompanied by the report of the Board of Directors and the report of the financial auditor, consisting of:</p> <ul style="list-style-type: none"> <li>- the consolidated situation of the financial position;</li> <li>- the consolidated situation of the global result;</li> <li>- the consolidated changes in equity;</li> <li>- the consolidated situation of treasury flows</li> <li>- notes to the consolidated financial statements.</li> </ul>											
3	<p>Approving the distribution of the net profit in the amount of 25,231,093 lei (from which the legal reserve was deducted) and fixing the dividend in the gross value of 0.005 lei/share, mandating the Board of Administration to appoint the paying agent</p> <p>3.1.1 Approval of a net profit to be distributed in the amount of 25,231,093 lei</p> <p>3.1.2 The allocation from the net profit of a legal reserve in the amount of 1,401,865 lei</p> <p>3.1.3 The allocation from the net profit of the amount of 20,449,035 for "other reserves"</p> <p>3.1.4 The allocation from the net profit of the amount of 3,380,194 lei for dividends, respectively a gross dividend of 0.005 lei/share</p>											
4	<p>Approval of the date of 01.09.2023 as the Dividend Payment Date, according to article 87 paragraph 2 of law no. 24/2017 in conjunction with article 2 paragraph 2 letter h) and article 178 of Regulation no. 5/2018. If there are changes to the legislative framework regarding the method of calculating the payment date, the payment date is set on the last working day of the maximum period provided by the legal provisions, thus modified, between the registration date and the payment date. In such a case, the Board of Directors will send and publish a current report, also available on the company's website, regarding the modified payment date.</p>											
5	<p>Ratification of the registration in the company's financial statements for the year 2022 of the full coverage of the accounting losses recorded on December 31, 2021 in the amount of 16,113,467 lei by using the reserves as follows:</p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">Account 1061.001 Inflation adjustments – legal reserves (IAS 29)</td> <td style="text-align: right;">8,649,877</td> </tr> <tr> <td>Account 1068.9 Adjustments of other reserves from tax facilities (IAS 29)</td> <td style="text-align: right;">194,879</td> </tr> <tr> <td>Account 1068.3 Other reserves - own sources of financing</td> <td style="text-align: right;">7,268,711</td> </tr> <tr> <td><b>Total</b></td> <td style="text-align: right;"><b>16.113.467</b></td> </tr> </table> <p>according to the mandate granted by the Ordinary General Meeting of Shareholders of 28.04.2022</p>	Account 1061.001 Inflation adjustments – legal reserves (IAS 29)	8,649,877	Account 1068.9 Adjustments of other reserves from tax facilities (IAS 29)	194,879	Account 1068.3 Other reserves - own sources of financing	7,268,711	<b>Total</b>	<b>16.113.467</b>			
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<b>Total</b>	<b>16.113.467</b>											
6	<p>Discharge of administrators for the financial year 2022, respectively:</p> <p>a) the period 01.01 - 28.04.2022: The composition of the Board of Directors between January 1, 2022 and April 28, 2022 was as follows:</p> <ul style="list-style-type: none"> <li>- Scheusan Eugen – President of the CA</li> <li>- Macovei Octavian – CA member;</li> <li>- Stancu Traian – CA member;</li> <li>- Stancu Ioan – CA member;</li> <li>- Hodea Cristina-Ioana-Rodica – CA member;</li> <li>- Busu Cristian – CA member (provisional administrator);</li> <li>- Zoescu Mihai – CA member (provisional administrator);</li> </ul> <p>b) perioada 28.04 - 15.08.2022: The component of the Board of Administration during April 28 2022 and August 15, 2022 was the following:</p> <ul style="list-style-type: none"> <li>- Scheusan Eugen – President of the CA</li> <li>- Macovei Octavian – CA member;</li> <li>- Stancu Traian – CA member;</li> </ul>	-										

Nr. Crt	Hotarare	Vote „For”	Vote „Against”	Vot „Abstention’
	<ul style="list-style-type: none"> <li>- Stancu Ioan – CA member;</li> <li>- Hodea Cristina-Ioana-Rodica – CA member;</li> <li>- Cristian Busu – CA member;</li> <li>- Zoescu Mihai –CA member;</li> </ul> <p>c) perioada 15.08 - 31.12.2022: The composition of the Board of Directors between August 15, 2022 and December 31, 2022 was as follows:</p> <ul style="list-style-type: none"> <li>- Scheusan Eugen – President of the CA</li> <li>- Macovei Octavian – CA member;</li> <li>- Stancu Traian – CA member;</li> <li>- Stancu Ioan – CA member;</li> <li>- Cristian Busu – CA member;</li> <li>- Zoescu Mihai – CA member;</li> <li>- Gagea Cristina Gabriela – CA member (provisional member);</li> </ul>			
7	Approval of the budget of revenues and expenses for the year 2023 and the investment program for the financial exercise of the year 2023, with the mandate of the Board of Administration to correlate the elements of revenues and expenses, in the event of the occurrence of unpredictable random events.			
8	Acknowledgment of the renunciation of the administrator's mandate held by Mrs. Hodea Cristina Ioana Rodica starting with dated 15.08.2022 following the admission by the Public Pension House - Local Pension House Sector 1 of the request to grant the partially anticipated pension, the finding of the termination de jure of the mandate from the position of provisional administrator held by Mrs. Gagea Cristina Gabriela on the date of the meeting			
9	Approval of the completion of the deletion formalities from the records of the Trade Registry Office next to the Bucharest Court, from the position of administrator (Ms. Hodea Cristina Ioana Rodica), respectively provisional administrator (Ms. Gagea Cristina Gabriela) as a result of renunciation of the mandate, respectively legal termination.			
10	Acknowledgment of the resignation by Mrs. Roman Ileana, starting on October 5, 2022, of the mandate of independent member of the Audit and Risk Committee following the admission by the Public Pension House - Prahova Territorial House of the request for the grant of a partially anticipated pension			
11	Regarding the decisions adopted in points 8 and 9, the election of an administrator, for the remaining period of the mandate, i.e. until 18.10.2023, as well as the establishment of his allowance, the setting of the limits of the professional liability insurance, the approval of the conclusion of the administration contract, as well as the appointment of the conventional trustee for the company to sign the management contract. <sup>v</sup>			
12	Approval of the remuneration due to the members of the Board of Directors/executive directors for the financial exercise of the year 2023 as well as the bonuses related to the year 2022.			
13	Approving the remuneration of the members of the Committees next to the Board of Directors established according to art 140 ind 2 of Law no. 31/1990 for the financial exercise of the year 2023.			
14	The presentation and subjection to the advisory vote of the "Remuneration Report" of the company's managers, in accordance with the provisions of art. 107 of Law no. 24/2017 on issuers of financial instruments and market operations, related to the year 2022			
15	Approving the conclusion of an additional act to the constitutive act considering the decision adopted in point 11, respectively the updating of the company's constitutive act.			
16	The appointment of the company <b>DELOITTE AUDIT SRL</b> as the financial auditor of the company for the financial years 2023 and 2024, with the mandate of the Board of Directors to negotiate, conclude and sign the contract on behalf and for the company <sup>vi</sup>			

Nr. Crt	Hotarare	Vote „For”	Vote „Against”	Vot „Abstention’
17	Approval of the date of 17.08.2023 as the registration date for the identification of the shareholders on whom the effects of the General Meeting of Shareholders decisions apply according to art. 87 paragraph 1 of law no. 24/2017 and the date of 16.08.2023 as ex-date (the date on which transacts without the rights deriving from General Meeting of Shareholders decisions) according to art 2 paragraph 2 letter l) of ASF Regulation no. 5/2018.			
18	The mandate of Mr. Eugen Scheusan – the President of the Board of Directors, with the possibility of substitution, for: i) signing the additional act and the updated constitutive act, for ii) concluding and/or signing, on behalf of the Company and/or the Company's shareholders, the present decisions of General Meeting of Shareholders, any and all decisions, documents, applications, forms and requests adopted/prepared for the purpose or for the execution of the decisions of this General Meeting of Shareholders in relation to any natural or legal person, private or public, and for iii) to carry out all legal formalities for registration, opposition, execution and publication of the adopted decisions.			

In the event that on April 27, 2023 at 10:00 a.m. the quorum provided for by law is not met, I vote for the second meeting to be convened for April 28, 2023, in the same place, at the same time, with the same reference date and with the same agenda, to the same trustee.

Hereby, the undersigned give discretionary voting power to the above-named representative on the issues that have not been identified and included in the agenda until the present date.

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

The power of attorney issued later cancels and replaces a power of attorney issued with a previous date.

The deadline for registering special powers of attorney is 25.04.2023 at 10:00 a.m.

I am attaching herewith the identification documents of the mandating shareholder<sup>vii</sup> and of the trustee<sup>viii</sup>.

Date<sup>ix</sup>.....

.....  
(the name, the first name in capital letters)

.....  
(the shareholder's signature)

<sup>i</sup> For each point on the agenda, indicate your vote by ticking an X in the box corresponding to the option chosen by you. In the situation where no box is ticked or an abstention is voted, the vote is considered not expressed and if the same is ticked point more options, the vote is considered null

<sup>ii</sup> A shareholder can be represented by a special power of attorney in General Meeting of Shareholders by a single representative (trustee)

<sup>iii</sup> It is completed with the name of the designated trustee - natural person

<sup>iv</sup> It is completed with the name of the person authorized to represent the legal entity at General Shareholder Meeting, which may be different from its legal representative

<sup>v</sup> For point 11, attach the ballot for the election of an administrator (secret ballot).

<sup>vi</sup> For point 16, attach the ballot for the election of the auditor (secret ballot).

<sup>vii</sup> The identity documents presented by the shareholders must allow their identification in the register of Electromagnetica shareholders held by Depozitarul Central SA; In the case of natural person shareholders, a copy of the shareholder's identity document is attached (identity bulletin or card for Romanian citizens, passport for foreign citizens); In the case of shareholders of legal entities, copies of the identity documents of the legal representative are attached (identity bulletin or card for Romanian citizens, passport for foreign citizens), together with the ascertaining certificate, in the original or a copy conforming to the original, issued by the Trade Registry or any another document in copy conforming to the original, issued by a competent authority in the state in which the shareholder is legally registered, which certifies the existence of the legal entity and the name/quality of legal representative, with an age of no more than 3 months relative to the date of the summons request of General Meeting of Shareholders; In the case of the mandate of a credit institution that provides custody services, instead of the identification documents of the shareholder, only a declaration on his own responsibility given by the custodian is attached, from which it appears that: a) the credit institution provides custody services for the respective shareholder ; b) the instructions in the special power of attorney are identical to the instructions in the SWIFT message received by the credit institution to vote on behalf of the respective shareholder.

With the exception of identity documents, documents drawn up in a foreign language, other than English, will be accompanied by a translation, made by an authorized translator, in Romanian or English..

<sup>viii</sup> In the case of the natural person trustee, a copy of the identity card for Romanian citizens or passport for foreign citizens is attached; In the case of the legal entity representative, the original delegation signed and stamped by the legal representative and the copies of the following documents are attached: the delegate's identity card, the ascertaining certificate issued by the Trade Register or any other document, in the original or in a copy conforming to the original, issued by a competent authority from the state in which the trustee is legally registered, which certifies the existence of the legal entity and the name/qualification of the legal representative, with an age of no more than 3 months relative to the date of the request to convene the General Meeting of Shareholders.

With the exception of identity documents, documents drawn up in a foreign language, other than English, will be accompanied by a translation, made by an authorized translator, in Romanian or English.

<sup>ix</sup> The special power of attorney issued at a later date and registered within the deadline revoke the previous ones.

**GDPR PROVISIONS:**

The personal data from this special power of attorney are processed in compliance with the legal provisions regarding the protection of natural persons regarding the processing of personal data and the free circulation of this data, for the period provided by law, in order to fulfill the obligations imposed by the capital market legislation ( Law 24/2017, ASF Regulation 5/2018) as well as Law 31/1900.

Both the mandating shareholder and the trustee benefit from the right of access, intervention, rectification and portability regarding the data they provide us, to limit the processing carried out by us and even to request, if the law does not provide otherwise, the deletion of the data.

Thus, for the mandating shareholder, the intervention on the data you have provided us may be of a nature to prevent the capitalization of the mandate granted to your proxy for the exercise of the vote within General Meeting of Shareholders of ELECTROMAGNETICA SA from 27/28.04.2023. In this case, the company is exempt from liability. Please let us know your requests, in any way that is reassuring regarding the identity of the applicant and his entitlement. We will answer you without delay. If you are not satisfied, you have the possibility to contact ANSPDCP. Also, requests by the trustee regarding the modification of personal data or the withdrawal of consent prevent the capitalization of the mandate and will be brought to the attention of the mandating shareholder as soon as they appear.

This section represents information regarding the legal provisions regarding the processing of personal data of natural persons registered in the special power of attorney.

The undersigned agree that personal data will be processed for the purpose of voting by proxy in the General Meeting of Shareholders of ELECTROMAGNETICA SA from 27/28.04.2023

Mandating shareholder

Date : .....

Name and first Name : .....

Signature .....

Trustee

Data : .....

Nume and first name : .....

Signiature : .....