

**NOTICE TO ATTEND THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF
ELECTROMAGNETICA
FOR 22/23 APRIL 2019**

The Board of Directors of **ELECTROMAGNETICA SA**, headquartered in Bucharest, Calea Rahovei nr. 266-268, 5th District, reunited in the meeting of 20 March 2019, at 12:00 p.m., convenes the Ordinary General Meeting of Shareholders (OGMS) on 22 April 2019, at 13:00, at the company's registered office, for all shareholders registered in the Register of the Company's Shareholders, held by the Depozitarul Central SA, at the end of 01 April 2019, considered the reference date for these meetings.

The Ordinary General Assembly's agenda is the following:

1. Approval of the individual annual financial statements for the year ended on December 31, 2018 according to the Accounting Regulations in accordance with the International Financial Reporting Standards, together with the report of the Board of Directors and the financial auditor's report, consisting of:

- statement of the financial standing;
- statement of the overall outcome;
- statement of changes in equity
- cash flow statement
- notes to the individual financial statements.

2. Approval of the consolidated annual financial statements for the year ended on December 31, 2018 according to the Accounting Regulations in accordance with the International Financial Reporting Standards, together with the report of the Board of Directors and the financial auditor's report, consisting of:

- consolidated statement of financial standing;
- consolidated statement of the overall outcome;
- consolidated statement of changes in equity;
- consolidated cash flow statement
- notes to the consolidated financial statements.

3. Approval of the distribution of the net profit and establishing of the dividend in gross amount of lei 0.004 / share, mandating of the Board of Directors to designate the paying agent.

4. Approval of June 3, 2019 as the Dividend Payment Date. In the event of changes occurring in the legal framework regarding the method of calculation of the payment date, the payment date is set on the last working day of the maximum period provided by the legal provisions, with amendments, between the date of registration and the date of payment. In such a case, the Board of Directors will send and publish a current report, also available on the company's website, on the changed date of payment.

5. Discharge of directors for the financial year 2018.

6. Approval of the Income and Expenditure Budget for the year 2019 and the Activity Schedule for the financial year 2019, mandating by the Board of Directors to re-correlate the items of income and expense, subject to the occurrence of unforeseeable unexpected events.

7. Approval of the remuneration due to the members of the Board of Directors for the financial year 2019.

8. Approval of the incentives payable to the members of the Board of Directors under the Management Agreement for 2018

9. Approval of the remuneration of members of the Audit Committee.

10. Approval of the date of May 15, 2019 as the registration date for identifying the shareholders affected by the decisions of the O.G.M.S. and of the date of May 14, 2019 as ex-date (the date when the shares are traded without the rights deriving from the O.G.M.S. decisions).

11. Mandating Mr. Eugen Scheusan – President of the Board of Directors, with the possibility of substitution, for: i) to execute and / or sign on behalf of the Company and / or of the shareholders of the Company, the resolutions of this O.G.M.S., any and all decisions, documents, applications, forms and requests adopted / drawn up for the purpose or for the execution of the decisions of this O.G.M.S. in relation to any natural or legal person, whether private or public, for (ii) performing all legal formalities for the registration, enforceability, execution and publication of the decisions adopted.

Starting with 22 March 2019, the notice to attend, the documents and informative materials related to the agenda, the draft decisions, the correspondence voting forms, the special power-of-attorney forms for the representation of the shareholders in O.G.M.S., the total number of shares and the voting rights, are available to shareholders and can be accessed or procured by the shareholders, either from the company's headquarters or from the Legal Office daily from Monday to Friday between 7:00 and 15:00 or can be accessed on the company's website (www.electromagnetica.ro /) in the Company / Investors / General Assembly / 2019 section, while the regulation on the conduct of general meetings and respecting shareholders' rights can be found in the Company / Investors / Info / Corporate Governance section.

One or more shareholders representing, individually or collectively, at least 5% of the registered capital are entitled: i) to enter points on the agenda of the general meeting, provided that each item is accompanied by a justification or a draft resolution proposed by the general meeting for adoption, and ii) to submit draft decisions for the items included or proposed to be included on the agenda of the general meeting.

Proposals for the new agenda items and the proposed draft decisions, together with the documents proving the fulfilment of the conditions, will be submitted within 15 days from the convening date, until April 8, 2019 at 10.00 a.m., as follows:

- either in the form of a handwritten document submitted in a closed envelope at the Registry or transmitted by express courier or by mail with acknowledgment of receipt bearing in clear, in caps, the mention "*FOR O.G.M.S. FROM THE DATE OF 22/23 APRIL 2019*";
- either in the form of a document signed electronically with an extended electronic signature, according to Law no. 455/2001, at juridic@electromagnetica.ro , mentioning the subject "*FOR O.G.M.S. FROM THE DATE OF 22/23 APRIL 2019*";
- The shareholders of the company, irrespective of their holding, may ask questions about the items on the agenda of the general meeting at the Legal Department, in a closed envelope, until April 19, 2019 at 01:00 p.m.. The envelopes containing the attached questions and documents shall bear the mention in clear, with capital letters, "*FOR O.G.M.S. FROM THE DATE OF 22/23 APRIL 2019*";

In order to identify and prove the capacity of the shareholder, respectively the capacity of legal representative of the shareholder, the persons who ask questions or make proposals for completing the agenda will submit the following documents, in original or in copy, true to the original: bank statement which result from the ownership of the shareholder and the shares held by the Depozitarul Central or, as the case may be, by the parties providing services of custody of the copy of the identity card or equivalent in the

case of the shareholders being natural persons and, in case of the shareholders being legal entities, the copy of the identity card of the legal representative together with a Certificate of good standing issued by the Trade Register or any other document attesting the status of a legal representative issued by an authority of the State in which the shareholder is registered, issued no later than 3 months before the date of publication of the notice to attend. Documents attesting the legal status of a legal representative drawn up in a foreign language other than English will be accompanied by a translation made by an authorized translator in Romanian or English.

The same documents will also be submitted by the shareholders who submit questions to the Board of Directors.

Shareholders who are legal persons or entities without legal personality who have provided before the date of reference the information regarding their legal representative to Depozitarul Central so that they may be found in the shareholders register on the reference date, shall no longer prove the status of legal representative of the shareholder by sending documents.

Only the shareholders who are registered on the reference date may attend the general meeting and may exercise the right to vote, either personally or through representatives, based on a special or general power of attorney, or before the meeting, by correspondence, based on the correspondence ballot.

Access of shareholders and representatives to meetings and / or vote by correspondence is permitted through the mere proof of identity, as follows:

- Shareholders being natural person – in person, based on identity card (identity card or identity card for Romanian citizens, passport / identity document for EU citizens, passport for non-EU citizens)
- Shareholders being natural person - through a representative, based on a special or general power of attorney and the identity card of the representative;
- Shareholders being legal persons - through the legal representative, based on the identity document of the representative and of the shareholders' list at the reference date received from Depozitarul Central, and if the shareholder did not inform Depozitarul Central in due time about his legal representative, on the basis of the certificate issued by the Trade Register or any official document attesting the status of legal representative issued by a competent authority, in original or in copy true to the original, no later than 3 months before the date of publication of the notice to attend.
- Shareholders being legal persons - by power of attorney, based on a special or general power of attorney signed and stamped by the legal representative of the shareholder, accompanied by the identity document of the person to whom the representation was delegated, together with the certified copy of the certificate of good standing issued by the Trade Register or any official document attesting to the capacity of legal representative of the power of attorney, issued by a competent authority, in original or in a copy true to the original, no later than 3 months before the date of publication of the notice to attend.

In the case of a special power of attorney for attending the meeting, granted by a shareholder to a credit institution providing custody services, it shall be accompanied by a declaration on its own responsibility granted by the institution which has been given the power of representation by special power of attorney that: i) the credit institution provides custody services for that shareholder; ii) the instructions under the special power of attorney are identical to the instructions in the SWIFT message received by the credit institution to vote on behalf of that shareholder; iii) the special power of attorney is signed by the shareholder. The special power of attorney and the declaration must be submitted with the issuer in original, signed and, if necessary, stamped.

For shareholders benefiting from custody services, the correspondence voting ballot signed by the shareholder may be transmitted without other documents being required, if accompanied by a statement on his / her own responsibility given by the legal

representative of the credit institution, stating that: i) the credit institution provides custody services for that shareholder, and ii) the correspondence voting form is signed by the shareholder and contains voting options identical to those mentioned by the shareholder through a SWIFT message received by the credit institution from the respective shareholder. The correspondence voting form and the credit institution statement must be submitted to the Company in original, signed by the legal representative of the credit institution and, if necessary, stamped.

- After filling in in Romanian or English language, the special or general power of attorney, respectively the ballot paper by correspondence, signed and stamped as the case may be, they must be received by the company until April 19, 2019, at 01:00 a.m. in closed envelope with the written mention in clear and capital letters "*FOR O.G.M.S. FROM THE DATE OF 22/23 APRIL 2019*", subject to losing the exercising of the right to vote by representative or by correspondence in the general meeting, according to the legal provisions. Subject to the same deadlines, the special or general power of attorney and the ballot papers by correspondence may also be sent by e-mail with the extended electronic signature incorporated according to the Law no. 455/2001, to the address juridic@electromagnetica.ro, mentioning "*FOR O.G.M.S. FROM THE DATE OF 22/23 APRIL 2019*";

In the case of general power of attorney, they shall be copied with the mention true to the original under the signature of the representative, only once before the first use and shall be valid for any of the general meetings reunited within the term of validity. The general power of attorney may be granted for a period not exceeding three years, provided that it is given by the shareholder as a client to an agent or a lawyer and only if the attorney is not in a conflict of interest.

The general power of attorney will be accompanied by a statement on his / her own responsibility given by the legal representative of the agent or by the lawyer who has been received the power of attorney through the general power of attorney, from which to result that:

- (i) the power of attorney is granted by that shareholder, as a client, to the agent or, as the case may be, to the lawyer;
- (ii) the general power of attorney is signed by the shareholder, including by attaching an extended electronic signature, if applicable.

Following the completion of the agenda, the company will make available to the shareholders the notice to attend, the special power of attorney forms and the updated correspondence ballot forms.

If on April 22, 2019, the quorum does not meet as stipulated by the law, the second ordinary or extraordinary general meeting shall be convened for April 23, 2019, in the same place at the same time, with the same reference date and with the same agenda.

At the date of the notice to attend, the capital of Electromagnetica SA consists of 676,038,704 ordinary shares, each share held entitling to one vote in the general meeting. Additional information can be obtained from the Legal Department, phone - 0214042129, 0214042131, 0214042132 or email juridic@electromagnetica.ro.

President of the Board of Directors

Eugen Scheusan

ELECTROMAGNETICA SA
Board of Directors

REPORT
on the monthly remuneration of directors

Considering that the consumer price index (inflation) is about 4.00% and the company had a good financial situation in 2018 due to a high performance administration, please increase the administration indemnity by the inflation index.

President of the Board of Directors
Eugen Scheusan

ELECTROMAGNETICA SA
Board of Directors

REPORT
on the approval of the rewarding of the Directors for the results of 2018

Considering the provisions of art. 12.3.9. of the Articles of Incorporation of **ELECTROMAGNETICA SA**, as well as the provisions of the Management Agreements approved by the general meeting of the shareholders of 18 October 2007 (article 5.3.) and with a view to the results of the activities carried out in 2018 as presented in the annual financial statements, directors report and the execution of the Income and expense Budget and given that the directors of **ELECTROMAGNETICA SA** performed the tasks and achieved the goals established according to the Management Agreement, we propose the approval of granting a bonus payment representing 6 monthly gross remunerations for each director.

For the rest of the staff, the rewarding fund was approved by the board of directors, and the rewarding amounts for both executive managers and the rest of the staff were included in the financial statements for the year 2018, including social security expenditures.

We mention that all expenses related to the remuneration and rewards granted to the directors and the executive managers, fall within the ceiling set by the shareholders, respecting the provisions of art. 12.3.9. of the Company's Articles of Incorporation.

President of the Board of Directors
Eugen Scheusan