

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

## CURRENT REPORT

**Report date: 26.04.2018**

Pursuant to:

- The Romanian National Securities Commission (CNVM) Regulation no. 1/2006 regarding the issuers of and the operations with securities
- Law no. 297/2004 on capital market
- Law no. 24/2017 on issuers

Entity name: 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

Order number in the Trade Register: J 40/19/1991

Sole Registration Code: 414118

Subscribed share capital: 67 603 870.4 lei

Regulated market where the issued securities are traded: Premium Tier, BVB

Important events to be reported:

*Ordinary General Meeting of Shareholders and of the Extraordinary General Meeting of Electromagnetica Shareholders on April 26, 2017.*

Please find attached the Resolution of OGMS convened on April 25, 2018 1:00 p.m. and the Resolution of EGMS convened on April 25, 2018 2:00 p.m.

Sincerely,

Eugen Scheusan  
General Manager

## RESOLUTION OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 25.04.2018

The Ordinary General Meeting of Shareholders of **ELECTROMAGNETICA S.A.**, having the registered office at 266-268 Calea Rahovei, District 5, Bucharest, registered with the Trade Register Office attached to the Bucharest Court under No. J40/19/1991, Sole Registration Code 414118, called on to the company's headquarters on 25/26.04.2018, at 1:00 p.m., as to the reference date 18.04.2018, pursuant to the publication in the Official Gazette of Romania Part IV, No. 1185/22.03.2018 and in the journal "Romania Libera" of 22.03.2018, in the session as of 25 April 2018, legally convened, in which a number of shareholders participated that represented 64,6699% of the Company's share capital, corresponding to 437,193,439 shares at a par value of Lei 0.10 /share, of which 34.3985% of the Company's share capital (corresponding to 232,547,383 shares) represented votes by correspondence, by virtue of the rights granted under the law and the Company's Memorandum of Association, hereby

### RESOLVES AS FOLLOWS:

1. For the 1<sup>st</sup> issue on the agenda (i.e.: "To approve the individual annual financial statements for the financial year ended on 31 December 2017 according to the Accounting Regulations complying with the International Financial Reporting Standards, accompanied by the report of the Board of Directors and the report of the financial auditor, made of:
  - Status of the financial position;
  - Status of the global result;
  - Status of the own capital changes
  - Status of the cash flows
  - Notes to the individual financial statements")

This item of the agenda was passed by 435,221,251 votes For (99.55%) and 1,972,188 (0.45%) Abstentions.

2. For the 2<sup>nd</sup> issue on the agenda (i.e.: "To approve the consolidated annual financial statements for the financial year ended on 31 December 2017 according to the Accounting Regulations complying with the International Financial Reporting Standards, accompanied by the report of the Board of Directors and the report of the financial auditor, made of:
  - Consolidated status of the financial position;
  - Consolidated status of the global result;
  - Consolidated status of the own capital changes
  - Consolidated status of the cash flows
  - Notes to the individual financial statements")

This item of the agenda was passed by 435,221,251 votes For (99.55%) and 1,972,188 (0.45%) Abstentions.

3. For the 3<sup>rd</sup> issue on the agenda (i.e.: "To approve the non-distribution of dividends and approval of the loss coverage for 2017")

This item was unanimously approved.

4. For the 4<sup>th</sup> issue on the agenda, (i.e.: "Release from the administration of the administrators for the financial year 2017")

- 4.1. Release from the administration of the administrators for the period 1 January 2017

– 14 July 2017

This item of the agenda was passed by 435,221,869 votes For (99.55%) and 1,971,570 (0.45%) Abstentions.

**4.2.** *Release from the administration of the administrators for the period 15 July 2017 – 31 August 2017*

This item of the agenda was passed by 435,221,869 votes For (99.55%) and 1,971,570 (0.45%) Abstentions.

**4.3.** *Release from the administration of the administrators for the period 1<sup>st</sup> September 2017 – 14 September 2017*

This item of the agenda was passed by 435,221,251 votes For (99.55%) and 1,972,188 (0.45%) Abstentions.

**4.4.** *Release from the administration of the administrators for the period 15 September 2017 – 31 December 2017*

This item of the agenda was passed by 435,221,869 votes For (99.55%) and 1,971,570 (0.45%) Abstentions.

**5.** For the 5<sup>th</sup> issue on the agenda, (i.e.: *“To approve the Income and Expense Budget for 2018 and of the Activity Program for the financial year 2018, authorizing the Board of Directors to re-correlate the income and expenses elements, under the conditions of the occurrence of some unforeseeable random events.”*)

This item was unanimously approved.

**6.** For the 6<sup>th</sup> issue on the agenda, (i.e.: *“To approve the remuneration due to the members of the Board of Directors for the financial year 2018”*)

This item of the agenda was passed by 404,948,819 votes For (92.62%) and 32,244,620 votes Against (7.38%).

**7.** For the 7<sup>th</sup> issue on the agenda, (i.e.: *“ To approve to carry out, during the financial year 2018, the accounting record, under “income”, of the dividends failed to be collected for more than three years from their eligibility date, for which the right to action is extinguished by statute of limitation, namely the dividends associated with the financial year 2014, existing in the balance as unpaid on 18 June 2018”*)

This item was unanimously approved.

**8.** For the 8<sup>th</sup> issue on the agenda, (i.e.: *“To appoint as independent member in the Audit Committee, for a mandate equal with the one of the Board of Directors, of Mrs. Ileana Roman, auditor and accounting expert, in accordance with Art. 2, point 12., letter A. of title I, chapter I – Law no. 162/2017 and Art. 65 of title I, chapter IX – Law no. 162/2017.”*)

This item was unanimously approved.

**9.** For the 9<sup>th</sup> issue on the agenda, (i.e.: *“ To appoint of Deloitte Audit SRL as financial auditor in order to audit the financial statements for 2018 and 2019 and authorization of the board of*

*directors in order to enter into the audit contract.”)*

This item was unanimously approved.

**10.** *For the 10<sup>th</sup> issue on the agenda, (i.e.: “ To approve of 15 May 2018 as registration date for the identification of shareholders on whom the effects of the Ordinary General Meeting of the Shareholders decisions are in force and of 14 May 2018 as ex-date (date when the shares are traded without the rights arising from the Ordinary General Meeting of the Shareholders decisions”)*

This item was unanimously approved.

**11.** *For the 11<sup>th</sup> issue on the agenda, (i.e.: “ To mandate of Mr. Eugen Scheusan – Chairman of the Board of Directors, for the substitution possibility, in order to: i) conclude and/or sign, on behalf of the Company and/or the Company shareholders the decisions of this Ordinary General Meeting of the Shareholders, any and all decisions, documents, applications, forms and requests adopted/drafted in order to or for the enforcement of the decisions of this Ordinary General Meeting of the Shareholders in relation with any natural person or legal entity, private or public, in order to ii) carry out all legal formalities for the registration, opposability, enforcement and notification of the adopted decisions. ”)*

This item was unanimously approved.

**PRESIDENT,  
Eugen Scheusan**

## RESOLUTION OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 25.04.2018

The Extraordinary General Meeting of Shareholders of **ELECTROMAGNETICA S.A.**, having the registered office at 266-268 Calea Rahovei, District 5, Bucharest, registered with the Trade Register Office attached to the Bucharest Court under No. J40/19/1991, Sole Registration Code 414118, called on to the company's headquarters on 25/26.04.2018, at 2:00 p.m., as to the reference date 18.04.2018, pursuant to the publication in the Official Gazette of Romania Part IV, No. 1185/22.03.2018 and in the journal "Romania Libera" of 22.03.2018, in the session as of 25 April 2018, legally convened, in which a number of shareholders participated that represented 64.6699 % of the Company's share capital, corresponding to 437,193,439 shares at a par value of Lei 0.10 /share, of which 34.3985% of the Company's share capital (corresponding to 232,547,383 shares) represented votes by correspondence, by virtue of the rights granted under the law and the Company's Memorandum of Association, hereby

### RESOLVES AS FOLLOWS:

**1. The 1<sup>st</sup> issue on the agenda** („To approve the sale of of the land located at the address: Petre Ispirescu Street no. 23-37, District 5, with an area of 456 sqm., registered in the land book no. 213254, former land book no. 51105, for a price at least equal with the value set in the assessment report, report which shall be subject to the analysis and approval of the Board of Directors.”)

This item of the agenda was passed by 404,948,819 votes For (92.62%) and 33,244,620 votes Against (7.38%).

**2. The 2<sup>nd</sup> issue on the agenda** („Confirmation of the dismemberment (subdivision) deed for a land area of **10,335 sqm.** (Lot no. 28) according to the cadastral measurements (10,241 sqm., according to the ownership titles), **having the cadastral no. 216361** (former. cad. no. 3063/2/2/28) land which has the destination of access road and serves the parcels with the cad. no. from 3063/2/2/1 to 3063/2/2/27, **registered in the land book no. 216361 of Bucharest Municipality - District 5** (former land book no. 55505) located within the built-up area of Bucharest Municipality, Calea Rahovei Street no. 266 - 268, District 5, as the cadastral documentation was drawn up by the authorized technical staff member, Mr. Nicolae Afloarei (authorization series RO-B-F no. 0631) and registered at the Office of Cadastre and Land Registration Bucharest under no. 6837/28 February 2017/24 June 2016 and accepted by the acceptance report (real estate dismemberment) by Drăgan Ioan (cadastre inspector), namely: **1. - real estate** located within the built-up area of Bucharest Municipality, Calea Rahovei Street no. 266-268, District 5 - Lot no. 28/1, **having the cadastral no. 232598**, made of a land with an area of **10,044 sqm.** and **2. - real estate** located within the built-up area of Bucharest Municipality, Calea Rahovei Street no. 266-268, District 5 - Lot no. 28/128/2, **having the cadastral no. 232599**, made of a land with an area of **291 sqm.**, considering that the Decision of the General Meeting of the Shareholders of Electromagnetica S.A. from 26 April 2017 adopted the dismemberment of the land area of **10,335 sqm.** (Lot no. 28) according to the cadastral measurements (10,241 sqm., according to the ownership titles) in two lots, of which one with an area of 152 sqm.”)

This item was unanimously approved.

**3. The 3<sup>rd</sup> issue on the agenda** („To approve the subdivision by lots of the real estate located on Calea Rahovei Street no. 266-268, District 5, as follows:

a) dismemberments:

- *dismemberment of Lot no. 28/1 in 9 lots;*
  - *dismemberment of Lot no. 14 in 2 lots;*
  - *dismemberment of Lot no. 20 in 2 lots;*
  - *dismemberment of Lot no. 5 in 2 lots;*
- b) *joinings:*
- *joining of Lot no. 1 with Lot no. 2;*
  - *joining of Lot no. 28/1 with Lot no. 5/2;*
  - *joining of Lot no. 5/1 with Lot no. 28/1/2 with Lot no. 6 with Lot no. 7 with Lot no. 28/1/3;*
  - *joining of Lot no. 9 with Lot no. 28/1/4;*
  - *joining of Lot no. 14/1 with Lot no. 28/1/5;*
  - *joining of Lot no. 15 with Lot no. 28/1/6;*
  - *joining of Lot no. 20 with Lot no. 14/2 with Lot no. 28/1/7;*
  - *joining of Lot no. 23 with Lot no. 20/2 with Lot no. 24 with Lot no. 25 with Lot no. 28/1/8")*

This item was unanimously approved.

**4. The 4<sup>th</sup> issue on the agenda** („*To approve the date of 15 May 2018 as registration date for the identification of shareholders on whom the effects of the Extraordinary General Meeting of the Shareholders decisions are in force and of 14 May 2018 as ex-date (date when the shares are traded without the rights arising from the Extraordinary General Meeting of the Shareholders decisions)*”)

This item was unanimously approved.

**5. The 5<sup>th</sup> issue on the agenda** („*To mandate Mr. Eugen Scheusan – Chairman of the Board of Directors, for the substitution possibility, in order to: i) sign before the Notary Public for the sale of the land mentioned at point 1) ii) dismember the lots above mentioned at point 3, join the above mentioned lots, sign all deeds necessary for dismemberment, sign all deeds necessary for joining on behalf of and for Electromagnetica SA, both before the Notary Public, as well those associated with the registration in the land register iii) conclude and/or sign, on behalf of the Company and/or the Company shareholders the decisions of this Extraordinary General Meeting of the Shareholders, any and all decisions, documents, applications, forms and requests adopted/drafted in order to or for the enforcement of the decisions of this Extraordinary General Meeting of the Shareholders in relation with any natural person or legal entity, private or public, in order to iv) carry out all legal formalities for the registration, opposability, enforcement and notification of the adopted decisions.*”)

This item was unanimously approved.

**PRESIDENT,  
Eugen Scheusan**