

– Draft –

**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. __ /__ and in the journal "Romania Libera" of _____, in the session as of 25 April 2018, legally convened, in which a number of shareholders participated that represented __ % of the Company's share capital, corresponding to _____ shares at a par value of Lei 0.10 /share, of which _____% (corresponding to _____ 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 1st 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/rejected by ____ votes For (____%), ____ votes Against (____%) and ____ (____%) abstentions.

2. The 2nd 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 of the agenda was passed/rejected by ____ votes For (____%), ____ votes Against (____%) and ____ (____%) abstentions.

3. The 3rd 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 of the agenda was passed/rejected by ____ votes For (____%), ____ votes Against (____%) and ____ (____%) abstentions.

4. The 4th 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 of the agenda was passed/rejected by ____ votes For (____%), ____ votes Against (____%) and ____ (____%) abstentions.

5. The 5th 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 of the agenda was passed/rejected by ____ votes For (____%), ____ votes Against (____%) and ____ (____%) abstentions.

**PRESIDENT,
Eugen Scheusan**