

– Draft –

**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. \_\_\_ /\_\_\_ 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. 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/rejected by \_\_\_ votes For (\_\_\_%), \_\_\_ votes Against (\_\_\_%) and \_\_\_ (\_\_\_%) 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/rejected by \_\_\_ votes For (\_\_\_%), \_\_\_ votes Against (\_\_\_%) and \_\_\_ (\_\_\_%) 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 of the agenda was passed/rejected by \_\_\_\_ votes For (\_\_\_\_%), \_\_\_\_ votes Against (\_\_\_\_%) and \_\_\_\_ (\_\_\_\_%) abstentions.

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/rejected by \_\_\_\_ votes For (\_\_\_\_%), \_\_\_\_ votes Against (\_\_\_\_%) and \_\_\_\_ (\_\_\_\_%) 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/rejected by \_\_\_\_ votes For (\_\_\_\_%), \_\_\_\_ votes Against (\_\_\_\_%) and \_\_\_\_ (\_\_\_\_%) 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/rejected by \_\_\_\_ votes For (\_\_\_\_%), \_\_\_\_ votes Against (\_\_\_\_%) and \_\_\_\_ (\_\_\_\_%) 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/rejected by \_\_\_\_ votes For (\_\_\_\_%), \_\_\_\_ votes Against (\_\_\_\_%) and \_\_\_\_ (\_\_\_\_%) 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 of the agenda was passed/rejected by \_\_\_\_ votes For (\_\_\_\_%), \_\_\_\_ votes Against (\_\_\_\_%) and \_\_\_\_ (\_\_\_\_%) abstentions.

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/rejected by \_\_\_\_ votes For (\_\_\_\_%), \_\_\_\_ votes Against (\_\_\_\_%) and \_\_\_\_ (\_\_\_\_%) abstentions.

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 of the agenda was passed/rejected by \_\_\_\_ votes For (\_\_\_\_%), \_\_\_\_ votes Against (\_\_\_\_%) and \_\_\_\_ (\_\_\_\_%) abstentions.

**8.** For the 8th 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 of the agenda was passed/rejected by \_\_\_\_ votes For (\_\_\_\_%), \_\_\_\_ votes Against (\_\_\_\_%) and \_\_\_\_ (\_\_\_\_%) abstentions.

**9.** For the 9th 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 of the agenda was passed/rejected by \_\_\_\_ votes For (\_\_\_\_%), \_\_\_\_ votes Against (\_\_\_\_%) and \_\_\_\_ (\_\_\_\_%) abstentions.

**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 of the agenda was passed/rejected by \_\_\_\_ votes For (\_\_\_\_%), \_\_\_\_ votes Against (\_\_\_\_%) and \_\_\_\_ (\_\_\_\_%) abstentions.

**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 of the agenda was passed/rejected by \_\_\_\_ votes For (\_\_\_\_%), \_\_\_\_ votes Against (\_\_\_\_%) and \_\_\_\_ (\_\_\_\_%) abstentions.

**PRESIDENT,  
Eugen Scheusan**