

 ELECTRIC AND ELECTRONIC EQUIPMENT
TOOLS AND MOULDS
DESIGN
ELECTRIC ENERGY PRODUCTION AND SUPPLY
ELECTRONIC, PLASTIC, METALLIC PRODUCTS AND SUBASSEMBLIES SUBCONTRACTING
LED LIGHTING SOLUTIONS



Translation from Romanian

### To: Bucharest Stock Exchange

ASF (Financial Supervisory Authority) Financial Instruments and Investments

Sector

# **CURRENT REPORT**

### Report date: 21.04.2016

In compliance with:

- CNVM Regulation no. 1/2006 on issuers and operations with securities
- Law no. 297/2004 on the capital market

Entity name: S.C. 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 Trade Register registration no.: J 40/19/1991 Unique code of registration: 414118 Share capital subscribed and paid up: 67 603 870.4 Lei The regulated market where the issued securities are traded: Cat I, BVB

Important events to be reported:

Ordinary General Meeting of Shareholders and of the Extraordinary General Meeting of Electromagnetica Shareholders on 21 April 2016.

Please find attached the Resolution of OGMS and the Resolution of EGMS.

Sincerely,

Eugen Scheusan General Manager



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# RESOLUTION OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 21.04.2016

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 21.04.2016, at 9:00 a.m., as to the reference date 15.04.2016, pursuant to the publication in the Official Gazette of Romania Part IV, No. 1151/21.03.2016 and in the journal "Romania Libera" of 21.03.2016, in the session as of 21 April 2016, legally convened, in which a number of shareholders participated that represented 68,2750% of the Company's share capital, corresponding to 258.002.229 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:**

**<u>1. The 1<sup>st</sup> issue on the agenda</u>** ("To approve the individual annual financial statements for the financial year ended on 31.12.2015 according to the Accounting Regulations compliant with the International Financial Reporting Standards, accompanied by the report of the Board of Directors and the financial audit report, formed of:

- statement of financial position;
- statement of comprehensive income;
- statement of changes in equity;
- *statement of cash flows;*
- notes to financial individual statements.")

This item of the agenda was passed by 461.565.458 votes For (100%).

**<u>2. The 2<sup>nd</sup> issue on the agenda</u>** ("To approve the consolidated annual financial statements for the financial year ended on 31.12.2015 according to the Accounting Regulations compliant with the International Financial Reporting Standards, accompanied by the report of the Board of Directors and the financial audit report, formed of:

- *consolidated statement of financial position;*
- consolidated statement of comprehensive income;
- consolidated statement of changes in equity;
- consolidated statement of cash flows;
- notes to consolidated financial statements.")

This item of the agenda was passed by 461.565.458 votes For (100%).

<u>**3.** The 3<sup>rd</sup> issue on the agenda</u> (,, To approve the distribution of the net profit and the setting of the dividend for 2015, ")





This item of the agenda was passed/rejected by 461.565.458 votes For (100%). The Meeting approved the coverage of the accounting loss of Lei 22,716,628 recorded as of 31.12.2015 from the reserves of the company and authorized the Board of Directors to choose the best way, from a fiscal perspective, to enter that in the records. Entries shall be made in 2016, following the approval by the Ordinary General Meeting of Shareholders (OGMS).

<u>**4. The 4<sup>th</sup> issue on the agenda** ("Discharge of management duties of the directors for the financial year 2015")</u>

4.1. "Discharge of the directors for the period 1 January 2015 - 18 October 2015"

This item of the agenda was passed by 431.399.958 votes For (93,46%), 0 votes Against (0%) and 30.161.500 abstentions (6,53%).

4.2. "Discharge of the directors for the period 18 October 2015 - 31 December 2015"

This item of the agenda was passed by 431.399.958 votes For (93,46%), 0 votes Against (0%) and 30.161.500 abstentions (6,53%).

**<u>5. The 5<sup>th</sup> issue on the agenda</u>** ("Approval of the Income and expense budget for 2016 and of the Activity program for the accounting period of 2016, empowering the Managing Board in order to re-correlate income and expense elements, if unpredictable random events occur.")

This item of the agenda was passed by 461.565.458 votes For (100%).

**6.** <u>The 6<sup>th</sup> issue on the agenda</u> (,, To approve the payment of the remuneration due to the members of the Board of Directors for the financial year 2016.")

This item of the agenda was passed by 431.399.958 votes For (93,46%), 0 votes Against (0%) and 30.161.500 abstentions (6,53%).

**<u>7. The 7th issue on the agenda</u>** ("Acknowledgement of the resignation of Mr. Preda Cristinel Laurentiu from the position of director.")

This item of the agenda was passed by 461.565.458 votes For (100%), respectively the Meeting took note of the resignation of Mr. Preda Cristinel Laurentiu from the position of director of ELECTROMAGNETICA SA and gave approved to cancel the entry made with the Trade Register regarding the position of director held by Mr. Cristinel Laurentiu.

**8.** The 8th issue on the agenda (,, Election of a director to fill the vacancy resulted from the resignation of Mr. Preda Cristinel Laurentiu, for a mandate equal to the mandate term of the other directors and setting the level for the professional liability insurance policy")

8.1. The election of Hodea Cristina Ioana Rodica, Romanian citizen,

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, by 461.547.260 votes For

(99,996%), 0 votes Against (0%) and 18.198 abstentions (0,00394%) for a director mandate starting on 21 April 2016 and ending on 18 October 2019.

8.2. The maintenance of the professional liability insurance policy at the level established by the OGMS of 25 September 2015.

This item of the agenda was passed by 461.565.458 votes For (100%).

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266-268 CaleaRahovei Sector 5 050912 - Bucharest Phone: +40 214042 131Fax: +40 214042 195

magnetica.ro

E-mail: juridi

www.electromagnetica.ro

8.3. The Meeting approved the requirement that the insurance policy should comply with the criteria established by the OGMS of 18 October 2007.

8.4. The Meeting authorized Mr. Eugen Scheusan, President of the Board of Directors, to sign, for and on behalf of the company, the management agreement with Mrs Hodea Cristina Ioana Rodica, Romanian citizen,

appointed as a director starting 21.04.2016 until 18.10.2019, the terms of this agreements being those established by the OGMS of 18 October 2007.

<u>9. The 9th issue on the agenda ("Acknowledgement of the waiver of mandate by the external auditor AUDIT EXPERT SRL following the recommendation of Regulation (EU) No. 534/2014 regarding the maximum duration of 10 years for the engagement of an auditor in providing audit services to the same entity, respectively the appointment of the new external financial auditor DELOITTE SRL and authorizing the Board of Directors to conclude the audit agreement and establish the mandate term of the new audit.")</u>

This item of the agenda was passed by 461.565.458 votes For (100%).

**10**. The 10<sup>th</sup> issue on the agenda ("To approve the 10.05.2016 as registration date for the identification of the shareholders who are to receive dividends or other entitlements and who are subject to the effects of OGMS resolutions, and to approve the 09.05.2016 as ex-date, calculated as the date previous to the registration date, when the shares are traded without the rights deriving from the OGMS resolutions.")

This item of the agenda was passed by 461.565.458 votes For (100%).

**<u>11. The 11<sup>th</sup> issue on the agenda</u>** ("Authorization of Mr. Eugen Scheusan – President of the Board of Directors, with the possibility of his substitution, to: i) execute and/or sign, on behalf of the Company and/or of the Company's shareholders, the resolutions of this Ordinary General Meeting</u>



of Shareholder, any and all the decisions, documents, applications, forms and requests adopted/made for the fulfilment of the resolutions of this OGMS in relation with any individual or legal entity, either private or public and ii) to fulfil all legal formalities for the registration, opposability, execution and publication of the resolutions adopted.")

This item of the agenda was passed by 461.565.458 votes For (100%).

PRESIDENT, Eugen Scheusan

Secretaries: Cucu Daniela Adi Rugina Daniel Raduta Petrescu Cosmin





# RESOLUTION OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 21.04.2016

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 21.04.2016 and 22.04.2016, as to the reference date 15.04.2016, pursuant to the publication in the Official Gazette of Romania Part IV, No. 1151/21.03.2016 and the journal "Romania Libera" of 21.03.2016, in the session as of 21.04.2016, legally convened, in which a number of shareholders participated that represented 68,275% of the Company's share capital, corresponding to 461.565.458 shares at a par value of Lei 0.10 /share, of which 38,163% (corresponding to 258.002.229 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:**

**<u>1. The 1<sup>st</sup> issue on the agenda</u>** ("To approve the lodging of a security over some fixed assets of the Company, whose value cannot exceed, whether individually or cumulatively, 40% of the total fixed assets, less receivables, in each fiscal year during the mandate of the current Board of Directors, respectively until 18.10.2019, the Board being authorized to sign the related legal acts").

This agenda item was approved by 461.565.458 votes "For" (100%).

**2.** <u>The 2<sup>nd</sup> issue on the agenda ("Approval of the date 10.05.2016 for the identification of the</u> shareholders who are to receive dividends or other rights and who are going to be affected by the decisions of the Extraordinary General Meeting of Shareholders/EGMS)")

This agenda item was approved by 461.565.458 votes "For" (100%).

<u>3. The 3<sup>rd</sup> issue on the agenda</u> ("To mandate Mr Eugen Scheusan – President of the Board of Directors, who can be substituted by another person, to: i) conclude and/or sign, on behalf of the Company and/or of the Company's shareholders the resolutions of this EGMS, any and all the resolutions, documents, applications, forms and requests adopted/drawn up for the purpose or for the execution of the resolutions of this EGMS in relation with any individual or legal entity, whether private or public, and ii) to fulfil all legal formalities for the registration, enforceability, execution and publication of the resolutions adopted").

This agenda item was approved by 461.565.458 votes "For" (100%).

## PRESIDENT, Eugen Scheusan

Secretaries: Cucu Daniela Adi Rugina Daniel Raduta Petrescu Cosmin