

## RESOLUTION OF THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF 25.09.2015

The Ordinary General Meeting of the Shareholders of **ELECTROMAGNETICA S.A.**, headquartered at 266-268 Calea Rahovei Street, district 5, Bucharest, registered under no. J40/19/1991 with the Trade Register Office attached to the Law Court of Bucharest, sole registration code 414118, called for the date of 25.09.2015 (the first calling), respectively 28.09.2015 (the second calling), with reference date 31.08.2015, at the head office of the Company, by publication in the Official Journal of Romania Part IV, no. 4067/07.08.2015 and in the newspaper "Romania Libera" of 07.08.2015, in the meeting of 25 September 2015 at 10:00, legally convened, where the participating shareholders represented 64.5631 % of the share capital of the Company, respectively 436,471,768 shares with a nominal value of 0.10 Lei/share, based on the rights conferred by law and the Company's Articles of Association,

### HAS ADOPTED THE FOLLOWING RESOLUTION:

**1. Item 1 on the agenda** (*"Election of the members of the Managing Board for a four-year period starting from 18 October 2015"*)

According to the vote expressed, the following have been appointed directors of ELECTROMAGNETICA SA for a 4-year period, starting from 18 October 2015 until 18 October 2019:

- **SCHEUSAN EUGEN**, personal numeric code 1540514400464, Romanian citizen, domiciled in Bucharest, 3 Dr. Louis Pasteur Street, district 5, born on 14 May 1954 in Bucharest, son of Gheorghe (father) and Mariana (mother), holder of Identity Card series RX no. 760432/05.08.2015 issued by SPCEP District 5 – appointed until 18.10.2019 by 431,442,170 votes "For" (98.8477%);
- **MACOVEI OCTAVIAN**, personal numeric code 1500411400240, Romanian citizen, son of Ioan (father) and Domnica (mother), born in Geoagiu, Hunedoara County, domiciled in Bucharest, 46F Bulgaras Street, district 5, holder of Identity Card series DP no. 127649/10.01.2008 issued by I.N.E.P – appointed until 18.10.2019 by 429,736,638 votes "For" (98.4569%);
- **STANCU TRAIAN**, personal numeric code 1530323400568, Romanian citizen, domiciled in Bucharest, 13 Ghinea Bratasanu Street, district 2, born on 23 March 1953, in Licuriciu Commune, Teleorman County, son of Ganea (father) and Elena (mother), holder of Identity Card series VP no. 000035/20.12.2011 issued by DEPABD – appointed until 18.10.2019, by 430,139,628 votes "For" (98.5492%);
- **STANCU IOAN**, personal numeric code 1501120400374, Romanian citizen, domiciled in Popesti – Leordeni City, 1B Rosiori Street, Ilfov County, born on 20 November 1950 in Popesti Leordeni, Ilfov County, son of Pavel (father) and Caterina (mother), holder of Identity Card series IF no. 150079/07.06.2007 issued by SPCLEP Jilava – appointed until 18.10.2019 by 429,313,265 votes "For" (98.3599%);

- **VLAD FLOREA**, personal numeric code 1480415400240, Romanian citizen, domiciled in Bucharest, 73 Lt. Av. Gheorghe Caranda Street, district 6, born on 15 April 1948 in Clejani Commune, Giurgiu County, son of Stan (father) and Ioana (mother), holder of Identity Card series DP no. 106813/8.07.2004 issued by D.G.E.I.P. – D.E.P. – appointed until 18.10.2019, by 429,281,663 votes "For" (98.3527%);
- **PREDA CRISTINEL LAURENTIU**, Romanian citizen, personal numeric code 1800202284596, born on 02 February 1980 in Slatina, Olt County, domiciled in Craiova, Dolj County, 10 Carpati Street, holder of Identity Card series DX no. 704106/11.05.2010 issued by SPCLEP Craiova – appointed until 18.10.2019 by 422,144,697 votes "For" (96.7175%);
- **SICHIGEA ELENA**, Romanian citizen, personal numeric code 2551021163240, born on 21 October 1955 in Draghicieni Commune, Olt County, domiciled in Craiova, 118 Girlesti Street, Dolj County, holder of Identity Card series DX no. 745070/10.12.2010 issued by SPCJEP Dolj – appointed until 18.10.2019, by 421,925,244 votes "For" (96.6672%);
- **BUCUR VASILICA**, Romanian citizen, personal numeric code 2580719163190, born on 19 July 1958 in Segarcea City, Dolj County, domiciled in Craiova, 13 Bucovina Street, building I31, entrance 1, floor 2, apartment 6, Dolj County, holder of Identity Card series DZ no. 025328/01.08.2014 issued by SPCLEP Craiova – appointed until 18.10.2019 by 421,956,300 votes "For" (96.6744%);
- **CALITOIU ELENA**, Romanian citizen, personal numeric code 2630330163219, born on 30 March 1963 in Sinaia City, Prahova County, domiciled in Craiova, 156 Tudor Vladimirescu Street, Dolj County, holder of Identity Card series DX no. 899754/08.01.2013 issued by SPCLEP Craiova – appointed until 18.10.2019 by 421,578,585 votes "For" (96.5878%);

**2. Item 2 on the agenda** (*"Establishing the compensations of the members of the Managing Board, Setting the limits of the professional liability insurance for the members of the Managing Board, Approval of conclusion of management contracts and appointment of the conventional attorney for signing the management contract on behalf of the Company."*)

2.1

Proposal A:

The compensation of directors at the level established by OGMS of April 2015 has been rejected, i.e. 4,284 Lei gross/director/month, by 9,760,813 votes "For" (2.2363%), 414,081,308 votes "Against" (94.8701%) and 2,716,624 „Abstentions" (0.6224%).

Proposal B:

The compensation of directors at the level of 2,500 Lei gross/director/month has been approved by 418,522,340 votes "For" (96.1167%), 3,256,576 votes "Against" (0.7461%) and 838,820 „Abstentions" (0.1922%).

2.2. The limit of professional liability insurance at the level established by OGMS of 18.10.2007 has been approved, respectively OGMS has approved that the insurance policy would follow the criteria set by OGMS of 18 October 2007, by 430,351,727 votes "For" (98.5978%), 68,824 votes "Against" (0.0158%) and 465,154 „Abstentions" (0.1066%).

2.3. The conclusion of management contracts in the form accepted by OGMS of 18 October 2007 has been approved, the clauses of such contract being those established by OGMS of 18 October

2007, noting that the compensation of directors is the one approved at item 2.1, i.e., 2,500 Lei gross/director/month. Mr. Ilie Frasinianu is authorized to sign, on behalf of and for ELECTROMAGNETICA SA, the management contract concluded with the directors appointed in OGMS of 25.09.2015 by 430,388,975 votes "For" (98.6064%), 82,524 votes "Against" (0.0189%) and 655,954 „Abstentions" (0.1503%).

**3. Item 3 on the agenda** (*"To approve the date of 14.10.2015 as registration date for the identification of the shareholders who will be impacted by the effects of the resolutions of OGMS"*)

This item on the agenda has been approved by 430,471,259 votes "For" (98.6252%), 57,152 votes "Against" (0.0121%) and 438,922 „Abstentions" (0.1006%).

**4. Item 4 on the agenda** (*"To authorize Mr. Eugen Scheusan – President of the Managing Board, 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 OGMS, any and all the resolutions, documents, applications, standard forms and requests adopted/drawn up for the purpose of or for the execution of the resolutions of this OGMS in relation with any individual or legal entity, whether private or public, and ii) to fulfill all legal formalities for the registration, enforceability, execution and publication of the resolutions adopted"*)

This item on the agenda has been approved by 431,049,305 votes „For" (98.7577%), 69,218 votes „Against" (0.0159%) and 41,352 „Abstentions" (0.0095%). The conclusion of an addendum on the modification of point 16.1 of Article 16 and the authorization of Mr. Eugen Scheusan to sign, on behalf of and for the Company, both the addendum to the Company's Articles of Association and the updated form of the Articles of Association have been approved.

**PRESIDENT,  
Eugen Scheusan**

Secretaries of the meeting:

Cucu Daniela Adi  
Rugina Daniel  
Raduta Petrescu Cosmin