

SPECIAL POWER OF ATTORNEY

**for representation at the Ordinary General Meeting of Shareholders of Electromagnetica
of 19/20 SEPTEMBER 2019**

I, the undersigned _____, holder of _____ (Identity Document or equivalent) series ____ number _____, issued by _____ on _____, domiciled in _____ and holder of Personal Identification Code _____,

or

The undersigned _____, having its head office in _____, registered under no _____ with the Trade Register attached to the Court of (or a similar entity for non-resident legal entities) _____, sole registration code (or equivalent registration number for non-resident legal entities) _____, by its legal representative Mr/Ms _____, holder of _____ (Identity Document), series ____ number _____, issued by _____ on _____, domiciled in _____ and holder of Personal identification Code _____,

as shareholder of Electromagnetica SA, a company headquartered in Bucharest, 266 -268 Calea Rahovei Street, district 5, registered under no. J40/19/1991 with the Trade Register Office attached to the Court of Bucharest, sole tax code 414118, with a subscribed and paid-up share capital of LEI 67,603,870.4,

owner, at the reference date **03.09.2019**, of number of _____ Electromagnetica SA shares, representing _____% of the total number of shares, which confer me _____ votes at the Ordinary General Meeting of Shareholders (OGMS) of **19/20.09.2019** representing _____% of the total number of votes,

hereby empower

Mr/Msⁱ _____, holder of _____ (Identity Document or equivalent) series ____ number _____, issued by _____ on _____, domiciled in _____ and holder of Personal Identification Code _____

or

_____ (name of the corporate attorney), having its head office in _____, registered under no. _____ with the Trade Register attached to the Court of (or similar entity for non-resident legal entities) _____, sole registration code (or equivalent registration number for non-resident legal entities) _____, represented byⁱⁱⁱ _____, holder of _____ (Identity Document) series ____ number _____, issued by _____ on _____, domiciled in _____ and holder of Personal Identification Code _____,

to represent us at the Ordinary General Meeting of Shareholders of the company Electromagnetica SA, which will be held at the Company headquarters located in Bucharest, district 5, 266-268 Calea Rahovei Street, at 10.00 a.m. on 19.09.2019 or at the date of a second meeting if the first cannot be held, respectively at 10.00 a.m. on 20.09.2019, to exercise the voting right according to my shares owned at the reference date 03.09.2019, his/her/their votes being opposable to me/us as follows:

1. For the 1st issue on the agenda of the meeting (***Election, by cumulative voting, of the members of the Board of Directors for a 4-year period starting from 18 October 2019***):

Number of shares held				
Total number of cumulative votes				The number of votes will be the number of shares multiplied by the number of the Board members, i.e. 7 members
Instructions for filling: for each candidate insert an X to show your option once, in one of the columns "For", "Against" or "Abstention" and allocate each candidate marked "For" in the column "Number of cumulative votes", the desired cumulative votes from your total votes. The total number of cumulative votes allocated must be equal to 7 times the number of shares held. Example: number of shares held 2; number of cumulative votes allocated 2 x 7 = 14				
Name of Candidate	For	Against	Abstention	Number of cumulative votes
1. Calitoiu Elena				
2. Hodea Cristina Ioana Rodica				
3. Macovei Octavian				
4. Scheusan Eugen				
5. Sichigea Elena				
6. Stancu Ioan				
7. Stancu Traian				
				Total

Note:

The number of votes given or expressed by a shareholder in a ballot cannot exceed the number of cumulated votes of the respective shareholder, otherwise the ballot will be invalidated. To elect the directors, you must give your vote for each individual candidate

2. For the 2nd issue on the agenda of the meeting, (***Establishing the emoluments of the Board Members, setting the limits of the professional liability insurance policy for the Board Members, approving the conclusion of management agreements and appointing the authorized representative to sign the management agreement on behalf of the Company***)

Subparagraph / Version	For	Against	Abstention
2.1. Establishing the emoluments of the Board Members			
Approving the emoluments of the directors at the level established by the OGMS held in April 2019, respectively of Lei 3,135 gross amount/director/month.			
2.2. Setting the limits of the professional liability insurance policy for the Board Members			
Limiting the professional liability insurance for the directors to EUR 5,000,000, respectively extending the limit of their liability and of the current policy of EUR 2,450,000 (insurer GROUPAMA ASIGURARI) established by OGMS held on 18.10.2007 to the amount of EUR 5,000,000 (policy extension by insurer TEMPO UNDERWRITIG UK)			
2.3. Approving the conclusion of the management agreements and appointing the authorized representative to sign the management agreement on behalf of the Company			

Conclusion of the management agreements in the form approved by the OGMS of 18 October 2007, the clauses therein being those established by the same. Appointing Ms Cristina Florea to sign, for and on behalf of ELECTROMAGNETICA SA, the management agreements concluded with the directors appointed by the OGMS held on 19/20.09.2019			
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3. For the 3rd issue on the agenda of the meeting (**Approving the date of 08.10.2019 as registration date for the identification of shareholders affected by OGMS decisions**)

For	Against	Abstention

4. For the 4th issue on the agenda of the meeting (**Approving the date of 07.10.2019 as ex-date**),

For	Against	Abstention

5. For the 5th issue on the agenda of the meeting (**Authorizing Mr Scheusan – President of Board of Directors, providing the possibility of his replacement, to: i) execute and/or sign, on behalf of the Company and/or of the Company shareholders, the resolutions of this OGMS, any and all the decisions, documents, applications, forms and requests adopted/made for the fulfillment of the resolutions of this OGMS in relation with any individual or legal entity, either private or public, as well as of the subsequent related documents and ii) to fulfill any legal formalities for registration, opposability, execution and publication of the adopted decisions and subsequent related documents.**)

For	Against	Abstention

I, the undersigned, hereby give discretionary voting power to the above mentioned representative for the problems which have not been identified and included into the agenda until the date of this document.

I herewith attach the identification documents of the principal^{iv} and of the authorized representative^v.

This special power of attorney contains information under Law no. 24/2017 on issuers of financial instruments and market operations, and Regulation no. 5/2018 of the Supervisory Financial Authority (ASF). This special power of attorney is signed and dated by the principal. The same shareholder will fill in all the headings of this special power of attorney.

The special power of attorney is drafted in 3 original copies of which: one to remain with the principal of this power of attorney, one to be delivered to the representative and one to be sent to the headquarters of ELECTROMAGNETICA SA until **10.00 a.m. of 17.09.2019**.

The deadline for the registration of special powers of attorney is **10.00 a.m. of 17.09.2019**. If there is no quorum on **19.09.2019**, as provided by the law, I give my vote for the second meeting to be called for **20.09.2019**, in the same place and at the same hour, with the same reference date and with the same agenda, to the same authorized representative.

Date^{vi}.....

.....
(full name in capital letters)

.....
(signature of shareholder)

COMPLIANCE WITH GDPR RIGHTS AND OBLIGATIONS

The personal data contained in this special power of attorney will be processed in compliance with the legal provisions on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, throughout the period provided by the law for the fulfillment of the obligations laid down by the capital market legislation (Law no. 24/2017, ASF Regulation no. 5/2018) and also in compliance with Law no. 31/1900.

Both the principal and the authorized representative have the right to access, intervene, rectify and transfer of the data you deliver to us, to limit our processing of such data and even to require the erasure of the data.

Therefore, for the principal the intervention on the data delivered to us can prejudice the fulfillment of the mandate given to your representative by voting in the OGMS of ELECTROMAGNETICA SA of 19/20.09.2019. In this case, the Company will be exonerated from liability. If you have any requests, please let us know in any way that ensures feasibility in relation to the identity and entitlement of the applicant. We will answer you immediately. If still unsatisfied, you may address to the National Supervisory Authority for Personal Data processing (ANSPDCP). Similarly, the requests of the authorized representative regarding the change of the personal data or the withdrawal of accept will prejudice the fulfillment of the power of attorney and must be notified to the principal as soon as such change or withdrawal occurs.

This section is a **note on the legal provisions regarding the processing of the personal data of the natural persons** specified in the special power of attorney for representation.

I, the undersigned agree to the processing of my/our personal data for the purpose of my/our voting by authorized representative at the OGMS of ELECTROMAGNETICA on 19/20.09.2019

Principal

Date :.....

Name and surname:

Authorized representative

Date:.....

Name and surname:.....

i A shareholder can be represented by special power of attorney in OGMS by only one attorney

ii Fill in the name of the appointed natural person attorney.

iii Fill in with the name of the person empowered to represent the corporate attorney at OGMS, which can differ from its legal representative.

iv The identity documents submitted by shareholders must allow the identification of each shareholder in the Shareholders Register of Electromagnetica, which is held by Depozitarul Central SA; in the case of natural person shareholders, a copy of the identity document of the shareholder shall be attached (identity card for the Romanian citizens, passport for foreign citizens); in the case of corporate shareholders, copies of the identity documents of their legal representative shall be attached (identity card for the Romanian citizens, passport for foreign citizens), together with the confirmation of company details, either in original or in certified true copy, issued by the Trade Register or any other document in certified true copy issued by a competent authority from the state where the shareholder is legally registered, to confirm the existence of the legal entity and the name/capacity of legal representative, documents which should not be older than 3 months as related to the date of calling the OGMS; in the case of authorizing a credit institution which provides custody services, instead of the shareholder's identification documents only an affidavit of the custodian shall be attached, to confirm that: a) the credit institution provides custody services for the respective shareholder; b) the instructions from the special power of attorney are identical with the instructions in the SWIFT message received by the credit institution in order to vote on behalf of the respective shareholder.

Except for the identity documents, all the documents drafted in a foreign language other than English must be submitted together with a translation into Romanian or English, done by an authorized translator.

v In the case of a natural person attorney, a copy of the identity card shall be attached for Romanian citizens and a copy of the passport for foreign citizens; in the case of a corporate attorney, the delegation in original shall be attached, signed and stamped by the legal representative of that legal entity, as well as copies of the following documents: identity card of the delegate, confirmation of company details issued by the Trade Register or any other document, either in original or true certified copy, issued by a competent authority from the state where the attorney is legally registered, to confirm the existence of the legal entity and the

name/capacity of legal representative, documents which should not be older than 3 months as related to the date of calling the OGMS.

Except for identity documents, all the documents drafted in other languages than English must be submitted together with a translation into Romanian or English, done by an authorized translator.

^{vi} The powers of attorney issued at a subsequent date and registered within the due time shall supersede any previous powers of attorney.