

SPECIAL POWER OF ATTORNEY

for representationⁱ at EGMS Electromagnetica SA of 25/26 April 2018

I, the undersigned _____, identified with _____ (identity document or equivalent), series _____, number _____, issued by _____, on _____, having domicile in _____ and PIN _____,

or

We, the undersigned, _____, headquartered in _____, registered under no. _____ with the Trade Register Office attached to the Law Court (or similar entity, for non-resident legal entities) _____, with unique registration code (or equivalent registration number for non-resident legal entities) _____, by its legal representative Mr./Ms. _____, identified with _____ (identity document), series _____, number _____, issued by _____, on _____, having domicile in _____ and PIN _____,

shareholder of Electromagnetica SA, company headquartered in Bucharest, Calea Rahovei no.266-268, sector 5, registered with the Trade Register Office attached to the Bucharest Law Court under no. J40/19/1991, unique fiscal identification code 414118, having subscribed and paid up share capital of RON 67,603,870.4,

owner on the reference date, 18.04.2018, of a number of _____ Electromagnetica SA shares, representing _____% of the total number of shares, conferring me _____ votes during the EGMS of 25/26 April 2018, representing _____% of the total number of votes,

hereby empower

Mr./Ms.ⁱⁱ _____, identified with _____ (identity document), series _____, number _____, issued by _____, on _____, having domicile in _____ and PIN _____

or

_____ (name of the legal entity proxy), headquartered in _____, registered under no. _____ with the Trade Register Office attached to the Law Court (or similar entity, for non-resident legal entities) _____, with unique registration code (or equivalent registration number for non-resident legal entities) _____, represented byⁱⁱⁱ _____, identified with _____ (identity document), series _____, number _____, issued by _____, on _____, having domicile in _____ and PIN _____

to represent me during the Extraordinary General Meeting of Shareholders (EGMS) of Electromagnetica SA to take place on 25/26 April 2018, 2:00 pm at the head office of the company located in Calea Rahovei no.

266 -268, sector 5, Bucharest, to exercise the voting right corresponding to what I owe on the reference date 18.04.2018, his/her votes being opposable to me, as follows:

1. For the 1st issue on the agenda (i.e.: "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")

For.....Against.....Abstention.....

2. For the 2nd issue on the agenda (i.e.: "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.")

For.....Against.....Abstention.....

3. For the 3rd issue on the agenda (i.e.: " 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")

For.....Against.....Abstention.....

4. For the 4th issue on the agenda, (i.e.: " 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.)"

For.....Against.....Abstention.....

5. For the 5th issue on the agenda, (i.e.: " 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.")

For.....Against.....Abstention.....

If on 25.04.2018 the quorum provided by law is not gathered, I give my vote for the second meeting to be convoked for 26.04.2018, in the same place, at the same hour, with the same reference date and with the same agenda, to the same proxy.

I, the undersigned, hereby give discretionary voting power to the above mentioned representative for the problems which have not been identified and which are included on the agenda until the date of this document. This special power of attorney was developed in 3 copies, 1 copy for the shareholder, 1 copy for the representative and 1 copy for Electromagnetica S.A.

The deadline for the registration of special powers of attorney is hours 2.00 p.m. on 23.04.2018.

I herewith attach the identification documents of the shareholder who gives this mandate^{iv} and of the attorney^v.

Date^{vi}.....

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

.....
(signature of shareholder)

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

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

ⁱⁱⁱ To be filled in with the name of the person empowered to represent the legal entity proxy at EGMS, which can differ from its legal representative

^{iv} The identity documents showed by shareholders must allow their identification in the Shareholders Register of Electromagnetica 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 legal entity 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 EGMS; 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 shall be accompanied by 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 the Romanian citizens and a copy of the passport for the foreign citizens; in the case of a legal entity 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 EGMS.

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

^{vi} The powers of attorney issued and registered at a subsequent date within deadline shall revoke the previous powers of attorney.