

**To: BUCHAREST STOCK EXCHANGE
FINANCIAL SUPERVISORY AUTHORITY
Financial Instruments and Investments Sector**

CURRENT REPORT

Date report: 24.03.2022

According to:

- Regulation 5/2018 on issuers of financial instruments and market operations
- Law 297/2004 on the capital market;
- Law 24/2017 on issuers of financial instruments and market operations

Name of the entity: ELECTROMAGNETICA S.A.

Address: Bucharest, sector 5, Calea Rahovei no. 266-268

Telephone / fax: 021 404.21.02; 021 404.21.31 / 021 404.21.94

Serial number in the Trade Register: J 40/19/1991

Unique Registration Code: 414118

The subscribed and paid-in share capital: 67,603,870.4 lei

Regulated market on which the issued securities are traded: Cat I, BVB (symbol of ELMA market)

Important events to report:

Convening of the Ordinary General Meeting of Shareholders of ELECTROMAGNETICA SA for April 28/29, 2022.

NOTICE OF OGMS ELECTROMAGNETICA SA
FOR APRIL 28/29 2022

The Board of Directors of **ELECTROMAGNETICA SA**, headquartered in Bucharest, Calea Rahovei no. 266-268, Sector 5, convened in the meeting of 23.03.2022, at 09:00, convenes the ordinary general meeting of shareholders (OGMS) on 28 April 2022, at 10:00, at the company's headquarters, for all shareholders registered in the Register of Shareholders of the Company kept by Depozitarul Central SA, at the end of April 14, 2022, considered the reference date for these meetings.

The agenda of the Ordinary General Assembly is as follows:

1. Approval of the individual annual financial statements for the year ended 31.12.2021 according to the Accounting Regulations compliant with the International Financial Reporting Standards, accompanied by the report of the Board of Directors and the report of the financial auditor, consisting of:

- the situation of the financial position;
- the situation of the global result;
- statement of changes in equity
- cash flow statement
- notes to the individual financial statements.

2. Approval of the consolidated annual financial statements for the year ended 31.12.2021 according to the Accounting Regulations compliant with the International Financial Reporting Standards accompanied by the report of the Board of Directors and the report of the financial auditor, consisting of:

- consolidated statement of financial position;
- the consolidated situation of the global result;
- consolidated statement of changes in equity;
- consolidated statement of cash flows
- notes to the consolidated financial statements.

3. Approval of the distribution of the net profit and fixing the dividend for the year 2021, after the allocation of the legal reserve, as follows:

3.1. non-distribution of dividends

3.2 full coverage of the accounting loss recorded on December 31, 2021 in the amount of 16,113,467 lei by using the reserves as follows:

Account 1061.001	Inflation adjustments - legal reserves (IAS29)	8,649,877
Account 1068.9	Adjustments to other reserves from tax facilities (IAS 29)	194,879
Account 1068.3	Other reserves - own sources of financing	7,268,711
	Total	16,113,467

4. Approval of the Report for the full coverage of the accounting loss registered on December 31, 2021 by using the reserves and mandating the Board of Directors to choose the method of registration in the best conditions from a fiscal point of view. The registrations will be made in 2022, after the approval of the general assembly

5. Discharge of the administrators for the financial year 2021, respectively;

- a) the period 01.01-11.09.2021;
- b) the period 11.09-25.09.2021;
- c) period 25.09-31.12.2021

6. Approval of the Income and Expenditure Budget for 2022 and of the Activity Program for the financial year 2022, with the mandate of the Board of Directors for the correlation of the income and expenditure elements, in the conditions of unpredictable random events.

7. Presentation and submission of the advisory vote of the *"Remuneration Report"* of the directors of the company (executive and non-executive directors), in accordance with the provisions of art. 107, paragraph (6) of *Law no. 24/2017 on issuers of financial instruments and market operations*.

8. Acknowledgment of the resignation of Ms. Sichigea Elena from the position of administrator starting with 11.09.2021 and of the resignation of Ms. Calitoiu Elena from the position of administrator starting with 11.09.2021, the finding of the legal termination of the mandate from the position of temporary administrator held by Mr. Busu Cristian on the date of the present meeting, the finding of the legal termination of the mandate from the position of provisional administrator held by Mr. Zoescu Mihai on the date of the present meeting

9. Approval of the fulfillment of the deregistration formalities from the records of the Trade Register Office attached to the Bucharest Tribunal, from the positions of administrators (Mrs. Sichigea Elena and Mrs. Calitoiu Elena), respectively temporary administrators (Mr. Busu Cristian and Mr. Zoescu Mihai), as a result of the termination of Right

10. Compared to the decisions adopted in points 8 and 9, the election of two directors, for the remaining term of office, respectively until 18.10.2023, as well as the establishment of the indemnity of the 2 members of the Board of Directors, setting the limits of professional liability insurance, approval of conclusion management contracts as well as the appointment of the conventional agent for the signing by the company of the management contract.

11. Approval of the remuneration due to the members of the Board of Directors for the financial year 2022.

12. Approval of the remuneration of the members of the Committees attached to the Board of Directors established according to art. 140 ind 2 of Law no. 31/1990 for the financial year 2022.

13. Approval of the conclusion of an addendum to the articles of association in view of the timetable adopted in point 10, respectively updating of the articles of association of the company.

14. Approval of 20.05.2022 as the registration date for the identification of the shareholders affected by the effects of the A.G.O.A decisions and of 19.05.2022 as ex-date (the date on which the shares are traded without the rights deriving from the OGMS decisions).

15. Mandate of Mr. Eugen Scheusan - Chairman of the Board of Directors, with the possibility of substitution, for: i) signing the addendum and the updated articles of association, for ii) concluding and / or signing, on behalf of the Company and / or the shareholders of the Company the decisions of this OGMS, any and all decisions, documents, applications, forms and requests adopted / prepared for the purpose or for the execution of the decisions of this OGMS in relation to any natural or legal person, private or public, and to iii) perform all legal formalities for registration, enforceability, execution and publication of the adopted decisions.

Starting with March 25, 2022, the convening notice, the documents and informative materials regarding the agenda, the draft decisions, the ballot forms by mail, the special power of attorney forms for the representation of the shareholders at the OGMS, the total number of shares and voting rights, as well as the information regarding the persons proposed for election as administrator (name, place of residence and professional qualification), are available to shareholders and can be consulted or procured by shareholders either from the company's headquarters, respectively the Legal Office, daily, by Monday to Friday, between 7:00 and 15:00, or can be consulted on the company's website (www.electromagnetica.ro/) in the section Company / Investors / General Meetings / 2022, while the regulations regarding the holding of general meetings and the observance of the shareholders' rights can be consulted in the section Company / Investors / Info / Corporate Governance, and can be completed by this takes.

One or more shareholders representing, individually or together, at least 5% of the share capital has / have the right: i) to introduce items on the agenda of the general meeting, provided that each item is accompanied by a justification or a draft decision proposed for adoption by the general assembly, and ii) to present draft decisions for the items included or proposed to be included on the agenda of the general assembly.

Any shareholder may nominate a candidate for the position of member of the Board of Directors. The deadline for submitting applications is April 11, 2022.

The proposals regarding the new items on the agenda and the proposed draft decisions, together with the documents attesting the fulfillment of the conditions, as well as the proposals of candidates for election in the Board of Directors, accompanied by the candidate's CV, will be sent within 15 days. on the date of publication of the call, as follows:

- either in the form of a handwritten document deposited in a sealed envelope at the Registry or sent by express courier or by mail with acknowledgment of receipt having clearly written, in capital letters, the mention "FOR THE OGMS OF 28/29 APRIL 2022";
- or in the form of an electronically signed document with an extended electronic signature, according to Law no.455/2001, to the address juridic@electromagnetica.ro mentioning the subject "FOR THE OGMS OF 28/29 APRIL 2022"

If applicable, the revised agenda will be published by April 13, 2022, in accordance with the legal provisions

The shareholders of the company, regardless of the participation held, can ask questions regarding the items on the agenda of the general meeting at the Legal Office, in a sealed envelope, until 27.04.2022 at 15:00. The envelopes containing the questions and the attached documents will have clearly written, in capital letters, the mention "FOR THE OGMS FROM APRIL 28/29, 2022".

In order to identify and prove the quality of shareholder, respectively the quality of legal representative of the shareholder, the persons who ask questions or make proposals for completing the agenda will send the following documents, in original or in copy according to the original: an account statement from resulting in the quality of shareholder and the shares held, issued by the Central Depository or, as the case may be, by the participants providing custody services, a copy of the identity document or equivalent in the case of natural shareholders and, in the case of legal shareholders the legal representative together with a certificate issued by the trade register or any other document attesting the quality of legal representative, issued by an authority of the state in which the shareholder is registered, issued no later than 3 months before the date of publication of the call. The documents attesting the quality of legal representative drawn up in a foreign language, other than English, will be accompanied by a translation, made by an authorized translator, in Romanian or in English.

The same documents will be submitted by the shareholders who submit questions to the Board of Directors.

The shareholders of the legal entity or the entities without legal personality that provided before the reference date the information regarding their legal representative to the Central Depository, so that he can be found in the shareholders register at the reference date, no longer have to prove the quality of legal representative of the shareholder by transmitting documents.

Only shareholders registered on the reference date may attend the general meeting and may exercise their voting rights either in person or through representatives on the basis of special or general power of attorney, or before the meeting, by mail, based on the ballot paper by mail.

The access of shareholders and representatives to meetings and / or voting by mail is allowed by simple proof of identity, as follows:

- Individual shareholders - staff, based on the identity document (identity card or identity card for Romanian citizens, passport / identity card for EU citizens, passport for non-EU foreign citizens)
- Individual shareholders - by representative, based on a special or general power of attorney and the identity card of the representative;
- Legal entities shareholders - through the legal representative, based on the identity card of the representative and the list of shareholders at the reference date received from the Central Depository, and if the shareholder did not inform in time the Central Depository about his legal representative, based on the ascertaining certificate issued by the Trade Register or any official document attesting the quality of legal representative issued by a competent authority, in original or in copy in accordance with the original, at most 3 months before the date of publication of the call.
- Shareholders of legal entities - by proxy, based on a special or general power of attorney signed and stamped by the legal representative of the shareholder legal entity, accompanied by the identity document of the delegated power of representation together with the certified copy of the certificate issued by the Registry Trade or any official document attesting the quality of legal representative of the signatory of the power of attorney, issued by a competent authority, in original or in copy in accordance with the original, at most 3 months before the date of publication of the call.

In the case of a special power of attorney for attending the meeting, given by a shareholder of a credit institution providing custody services, it shall be accompanied by a statement on its own responsibility given by the institution which received the power of attorney by special power of attorney. that: i) the credit institution provides custody services for the respective shareholder; ii) the instructions in the special power of attorney are identical to the instructions in the SWIFT message received by the credit institution to vote on behalf of the respective shareholder; iii) the special power of attorney is signed by the shareholder. The special power of attorney and the declaration must be submitted to the issuer in original, signed and, as the case may be, stamped.

For shareholders benefiting from custody services, the ballot paper by mail signed by the shareholder may be sent without the need for other documents if it is accompanied by a statement on their own responsibility given by the legal representative of the credit institution, stating that: i) the credit institution provides custody services for the respective shareholder, and ii) the voting form by mail is signed by the shareholder and contains

voting options identical to those mentioned by the shareholder through a SWIFT message received by the credit institution from the respective shareholder . The voting form by correspondence and the statement of the credit institution must be submitted to the Company in original, signed by the legal representative of the credit institution and, as the case may be, stamped.

After completing in Romanian or English, the special or general power of attorney, respectively the ballot paper by mail, signed and stamped as the case may be, it must reach the company by 04/26/2022, at 10:00 for OGMS, in a sealed envelope with the mention written in clear and capital letters "FOR THE OGMS FROM APRIL 28/29 2022", under the sanction of losing the exercise of the right to vote by representative or by correspondence in the general assembly, according to the legal provisions. Respecting the same terms, the special or general proxies and the ballot papers by correspondence can be sent by email with the extended electronic signature incorporated according to Law no. 455/2001, to the address juridic@electromagnetica.ro , mentioning the subject "FOR THE OGMS FROM APRIL 28/29 2022."

In the case of general power of attorney, they shall be submitted in copy with the statement of conformity with the original under the signature of the representative, only once before the first use, being valid later for any of the general meetings convened within the validity period. The general power of attorney can be granted for a period not exceeding 3 years, provided that it is granted by the shareholder as a client to an intermediary or a lawyer and only if the proxy is not in a conflict of interest.

The general power of attorney will be accompanied by a statement on his own responsibility given by the legal representative of the intermediary or by the lawyer who received the power of attorney by the general power of attorney, stating that:

- (i) the power of attorney is granted by that shareholder, as a client, to the intermediary or, as the case may be, to the lawyer;
- (ii) the general power of attorney is signed by the shareholder, including by attaching an extended electronic signature, if applicable.

In case of completing the agenda or the list of candidates, the company will provide the shareholders with special power of attorney and voting forms by updated mail.

If the quorum provided by law is not met on April 28, 2022, the second ordinary general meeting shall be convened for April 29, 2022, in the same place, at the same time, with the same reference date and the same agenda.

At the date of the convocation, the capital of Electromagnetica SA consists of 676,038,704 registered, dematerialized shares, with a nominal value of 0.10 lei, each share held giving the right to one vote in the general meeting.

Additional information can be obtained at the Legal Office, telephone - 0214042129, 0214042131, 0214042102 or email juridic@electromagnetica.ro . "

Chairman of the Board of Directors

Eugen SCHEUSAN

