CONVENING NOTICE OF THE A.G.O.A./A.G.E.A. ELECTROMAGNETICA S.A. FOR 28/29 APRIL 2025

The Board of Directors of **ELECTROMAGNETICA S.A.**, headquartered in Bucharest, Calea Rahovei no. 266-268, Sector 5, met in the meeting of March 24, 2025, decided to convene the Ordinary General Meeting of Shareholders of the Company (A.G.O.A.) on April 28, 2025, at 10:00 a.m. (first call), respectively on April 29, 2025 at 10:00 a.m. (second call) and the convening of the Extraordinary General Meeting of Shareholders of the Company (A.G.E.A.) on April 28, 2025, at 12:00 p.m. (first call), respectively April 29, 2025 at 12:00 p.m. (second call) at the company's headquarters, for all shareholders registered in the Company's Shareholders' Register kept by Depozitarul Central S.A., at the end of **April 16, 2025**, considered **the reference date** for these meetings.

I. The agenda of the Ordinary General Assembly is as follows:

Agenda of the Ordinary General Meeting:

1. Approval of the individual and consolidated annual financial statements for the year ended 31.12.2024, according to the Accounting Regulations in accordance with the International Financial Reporting Standards, accompanied by the report of the Board of Directors and the report of the financial auditor.

2. Approval of the method of covering the loss recorded on December 31, 2024.

3. Discharge of the directors for the financial year 2024, namely:

Administrator	Term of office
Cioacă Sorin - Iulian	January 1 – December 31, 2024
Trifu Mihai	January 1 – December 31, 2024
Zoescu Mihai	January 6 – April 25, 2024 (provisional administrator) April 25 - December 31, 2024
Gagea Cristina – Gabriela	January 1 – December 31, 2024
Scheușan Eugen	January 1 – January 6, 2024
Cucu Daniela - Adi	January 1 – December 31, 2024

4. Approval of the Income and Expenditure Budget for 2025 and the Activity Program for the financial year 2025.

5. Approval of the Remuneration Report of the company's directors for 2024, in accordance with the provisions of art. 107 of Law no. 24/2017 on issuers of financial instruments and market operations.

6. Extension of the mandate of the auditor Deloitte Audit S.R.L. by 1 year, respectively mandate for auditing the financial statements for the year 2025 and mandating the Board of Directors to conclude the contract.

7. Approval of the remuneration due to the members of the Board of Directors and the members of the Audit and Risk Committee attached to the Board of Directors, constituted according to art.140 ind. 2 of Law no. 31/1990, for the financial year 2025.

8. Approval of the date of 20.05.2025 as **the registration date** for the identification of the shareholders on whom the effects of the decisions of the General Meeting of Shareholders are affected, according to art. 87 para. 1 of Law no. 24/2017 and of the date of 19.05.2025 as **ex-date,** according to art. 2 para. 2 lit. l) of the A.S.F. Regulation no. 5/2018.

9. Mandate of Mrs. Daniela Cucu, with the possibility of substitution, to: i) conclude and/or sign, on behalf of the Company and/or the shareholders of the company, the decisions of this General Meeting of Shareholders, any and all decisions, documents, applications, forms and applications adopted/drawn up for the purpose or for the execution of the decisions of this General Meeting of Shareholders, in relation to any person natural or legal, private or public, and for ii) to carry out all legal formalities for the registration, enforceability, execution and publication of the decisions adopted.

II. The agenda of the Extraordinary General Assembly is as follows:

Agenda of the Extraordinary General Assembly:

1. Approval of the acquisition, disposal, exchange or pledge of assets in the category of fixed assets of the company, the value of which, individually or cumulatively, is no more than 50% of the total fixed assets, less receivables and the mandate of the Board of Directors to analyze and decide on the acquisition, alienation, exchange or constitution as collateral of the assets in the category of fixed assets of the company, as well as to take all legal steps in order to conclude the legal act of acquisition/alienation/exchange/constitution as collateral within the limit approved above.

2. Approval of the change of the main object of activity of the company Electromagnetica S.A. from the *Main field of activity: NACE code 265 - Manufacture of measuring, verification, control and navigation equipment; production of watches, Main activity: NACE code 2651 - Manufacture of instruments and devices for measuring, verification, control, navigation*
In
Domain: NACE 682 – Rental and subletting of own or leased real estate;
Activity: NACE 6820 - Rental and subletting of own or leased real estate, according to the Classification of Activities in the National Economy, approved by the Order of the President of the National Institute of Statistics no. 377/17.04.2024 (NACE Rev.3),

following as NACE code field 265 - Manufacture of measuring, verification, control and navigation equipment; the production of watches, respectively NACE code 2651 – Manufacture of instruments and devices for measurement, verification, control, navigation, to be further found in the secondary activities of the company (according to NACE Rev. 3).

3. Approval of the amendment of art. 6 of the Articles of Association of the company, the amended form being:

Art. 6 Field and object of activity of the company.

6.1. **The main field of activity is** NACE code 682 – Rental and subletting of own or leased real estate and **the main activity** is **NACE code** 6820 – Rental and subletting of own or leased real estate**,** according to the Classification of Activities in the National Economy, approved by the Order of the President of the National Institute of Statistics no. 377/17.04.2024 (NACE Rev.3).

6.2. Object of activity of the company (NACE Rev.3).

NACE code 1624 - Manufacture of wooden packaging;
NACE code 1628 - Manufacture of other wood products; manufacture of articles of cork, straw and other woven vegetable materials;
NACE code 2226 - Manufacture of other plastic products;
NACE code 2453 - Casting of light non-ferrous metals;
NACE code 2511 - Manufacture of metallic constructions and component parts of metallic structures;
NACE code 2512 - Manufacture of metal doors and windows;
NACE code 2522 - Production of metal tanks, tanks and containers;
NACE code 2552 - Heat treatments of metals;
NACE code 2553 - General mechanical operations;
NACE code 2563 - Manufacture of tools;
NACE code 2594 - Manufacture of screws, bolts and other threaded articles; manufacture of rivets and washers;
NACE code 2599 - Manufacture of other metal articles n.e.c.
NACE code 2630 - Manufacture of communication equipment;
NACE code 2651 - Manufacture of instruments and devices for measurement, verification, control, navigation;
NACE code 2670 - Manufacture of optical instruments, magnetic and optical supports; manufacture of photographic equipment;
NACE Code 2711 - Manufacture of electric motors, generators and transformers;
NACE code 2712 - Manufacture of electricity distribution and control devices;
NACE code 2740 - Manufacture of electrical lighting equipment;
NACE code 2790 - Manufacture of other electrical equipment;
NACE code 2824 - Manufacture of electrically operated portable machine tools;
NACE code 2825 - Manufacture of ventilation and refrigeration equipment, except household equipment;
NACE code 2841 - Manufacture of machinery and machine tools for metal processing;
NACE code 2842 - Manufacture of other machine tools n.e.c.;
NACE code 2896 - Manufacture of machinery for processing plastics and rubber;
NACE code 2931 - Manufacture of electrical and electronic equipment for motor vehicles and motor vehicle engines;
NACE code 2932 - Manufacture of other parts and accessories for motor vehicles and motor vehicle engines;
NACE code 3250 - Manufacture of dental medical devices, appliances and instruments;
NACE code 3313 - Repair and maintenance of electronic and optical equipment;.
NACE code 3320 - Installation of industrial machinery and equipment;
NACE code 3514 - Electricity distribution;

NACE code 3515 - Electricity trading;
NACE code 3540 - Activities of agents and brokers in the field of electricity and natural gas;
NACE code 3600 - Water capture, treatment and distribution;
NACE code 3700 - Wastewater collection and treatment;
NACE code 3821 - Recovery of recyclable materials;
NACE code 4222 - Construction works of utility projects for electricity and telecommunications;
NACE code 4299 - Construction works of other engineering projects n.e.c.;
NACE code 4311 - Demolition works of constructions;
NACE code 4321 - Electrical installation works;
NACE code 4322 - Sanitation, heating and air conditioning works;.
NACE code 4323 - Insulation works;
NACE code 4324 - Other construction installation works;
NACE code 4331 - Plaster works;
NACE code 4332 - Carpentry and carpentry works;
NACE code 4333 - Flooring and wall cladding works;
NACE code 4334 - Painting, painting and window installation works;
NACE code 4335 - Other finishing works;.
NACE code 4341 - Roofing, roofing and terrace works in constructions;
NACE code 4342 - Other special construction works for buildings;
NACE Code 4350 – Special construction works for civil engineering projects;
NACE code 4391 - Masonry activities;
NACE code 4399 - Other special construction works n.e.c.;
NACE code 4618 - Intermediation in the trade specialized in the sale of products of a specific nature n.e.c.;
NACE code 4619 - Intermediation in the trade of various products;
NACE code 4649 - Wholesale of other household goods;
NACE code 4671 - Wholesale of motor vehicles;
NACE code 4672 - Wholesale of parts and accessories for motor vehicles;
NACE code 4683 - Wholesale of wood and construction materials and sanitary equipment;
NACE code 4684 – Wholesale of ironwork equipment and supplies for plumbing and heating installations;
NACE code 4685 – Wholesale of chemical products;
NACE code 4686 – Wholesale of other intermediate products;
NACE code 4687 – Wholesale of waste and scrap;
NACE code 4690 – Non-specialized wholesale trade;
NACE code 4712 – Non-specialized retail trade, with predominant sale of non-food products;
NACE code 4740 – Retail trade of computer and telecommunications equipment;
NACE code 4752 - Retail trade of blacksmithing, building materials, glass and painting articles;.
NACE code 4755 – Retail trade of furniture, lighting and other household items n.e.c.;
NACE code 4782 – Retail trade of parts and accessories for motor vehicles;
NACE code 5819 – Other editing activities;
NACE code 5829 - Editing activities of other software products;
NACE code 6039 – Distribution activities of other content;
NACE code 6110 - Telecommunications activities through cable, wireless and satellite networks;
NACE code 6190 – Other telecommunications activities;
NACE code 6210 – Custom software development activities (customer-oriented software);
NACE code 6220 – Information technology and management consultancy activities (management and exploitation of computing resources);
NACE code 6310 – Data processing, administration of web pages and related activities;

NACE code 6422 – Activities of financing channels;
NACE code 6499 – Other financial intermediation n.e.c., except insurance and pension fund activities;
NACE code 6612 - Financial transaction intermediation activities;
NACE code 6811 – Purchase and sale of own real estate;
NACE code 6812 – Real estate development (promotion);
NACE code 7020 – Business and management consulting activity;
NACE code 7112 – Engineering and technical consultancy activities related to them;
NACE code 7120 – Technical testing and analysis activities;
NACE code 7210 – Research and development in natural sciences and engineering;
NACE code 7320 – Market research and public opinion polling activities;
NACE code 7711 – Rental and leasing activities with cars and light road vehicles;
NACE code 7739 – Rental and leasing activities with other machinery, equipment and tangible goods n.e.c.;
NACE code 8220 – Activities of telephone intermediation centers (call center);
NACE code 8240 – Intermediation activities for support services for enterprises n.e.c.;
NACE code 8425 – Firefighting and fire prevention activities;
NACE code 9311 – Activities of sports facilities.

4. Approval of the date of 20.05.2025 as **the registration** date for the identification of the shareholders on whom the effects of the decisions of the General Shareholders' Meeting are reflected according to Article 87 paragraph 1 of Law no. 24/2017 and of the date of 19.05.2025 as **ex-date** according to Art. 2 paragraph 2 letter l) of Regulation no. 5/2018.

5. Mandate of Mrs. Daniela Cucu – member of the Board of Directors, with the possibility of substitution, to: i) conclude and/or sign, on behalf of the Company and/or the Company's shareholders, the resolutions of this General Shareholders' Meeting, any and all decisions, documents, applications, forms and applications adopted/prepared for the purpose or for the execution of the resolutions of this General Shareholders' Meeting. in relation to any natural or legal person, private or public, ii) to sign the updated articles of incorporation and for iii) to carry out all the legal formalities for the registration, enforceability, execution and publication of the adopted decisions.

Starting with March 24 , 2025, the convening notice, the documents and informative materials relating to the agenda, the draft resolutions, the postal ballot forms, the special proxy forms for the representation of shareholders at the G.M.S.M./A.G.E.A., the total number of shares and voting rights, are available to the shareholders and can be consulted or procured by the shareholders either at the company's registered office, respectively the Legal Department, daily, from Monday to Friday, between 9:00 a.m. and 5:00 p.m., or can be consulted on the company's website (www.electromagnetica.ro/) in the Company/Investors/General Meetings/2025 section, while the regulations regarding the conduct of general meetings and the observance of shareholders' rights can be consulted in the Company/Investors/Info/Corporate Governance section.
One or more shareholders representing, individually or jointly, 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 resolution proposed for adoption by the general meeting, and ii) to submit draft resolutions for the items included or proposed to be included on the agenda of the general meeting. General Assembly.

The proposals regarding the new items on the agenda and the proposed draft decisions, together with the documents attesting to the fulfillment of the conditions, will be submitted within 15 days from the date of publication of the call, as follows:

- either in the form of a holographic document submitted in a sealed envelope to the Registry Office or sent by express courier or by mail with acknowledgment of receipt having clearly written, in capital letters, the mention "FOR THE A.G.O.A./A.G.E.A. DATED APRIL 28/29, 2025";
- or in the form of an electronically signed document with an extended electronic signature, according to Law no. 455/2001, at the address juridic@electromagnetica.ro, mentioning in the subject "FOR THE A.G.O.A./A.G.E.A. OF APRIL 28/29, 2025"

If necessary, the revised agenda will be published in accordance with the legal provisions.

The shareholders of the company, regardless of the stake held, may ask questions regarding the items on the agenda of the general meeting to the Legal Department, in a sealed envelope, until 22.04.2025, 15:00. The envelopes containing the questions and the attached documents will have clearly written, in capital letters, the mention "FOR THE A.G.O.A. OF APRIL 28/29, 2025", respectively "FOR THE A.G.E.A. OF APRIL 28/29, 2025".

In order to identify and prove the quality of shareholder, respectively of the quality of legal representative of the shareholder, the persons who ask questions or make proposals for completing the agenda, will submit the following documents, in original or in true copy of the original: a statement of account showing the quality of shareholder and the shares held, issued by the Central Depository or, where applicable, by the participants providing custody services, a copy of the identity document or equivalent in the case of natural person shareholders and, in the case of legal person shareholders, a copy of the identity document of the legal representative together with a certificate of ascertainment issued by the Trade Register or any other document attesting to the quality of legal representative, issued by an authority of the State in which the shareholder is registered, issued no more than 3 months before the date of publication of the convening notice. 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, into Romanian or English. The same documents will be submitted by the shareholders who submit questions to the Board of Directors.

Shareholders who are legal persons or entities without legal personality who have provided prior to the reference date the information regarding their legal representative to Depozitarul Central S.A., so that it can be found in the register of shareholders on the reference date, no longer have to prove their status as legal representative of the shareholder by submitting documents.

Only shareholders registered on the reference date may participate in the general meeting and may exercise their right to vote either in person, or through representatives on the basis of a special or general power of attorney, or before the meeting, by correspondence, on the basis of the postal ballot paper.

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

- Individual shareholders – personally, 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 - through a representative, based on a special or general power of attorney and the identity document of the representative;

- Legal entity shareholders – through the legal representative, based on the identity document of the representative and the list of shareholders on the reference date received from the Central Depository S.A., and if the shareholder has not informed the Central Depository in time about its 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 true copy of the original, no later than 3 months before the date of publication of the convening notice.
- Legal person shareholders – by proxy, based on a special or general power of attorney signed and stamped by the legal representative of the legal person shareholder, accompanied by the identity document of the person to whom the power of representation has been delegated, together with the certified copy of the certificate of ascertainment issued by the Trade Register 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 true copy of the original, no later than 3 months before the date of publication of the notice of summons.

In the case of a special power of attorney for participation in the meeting, given by a shareholder to a credit institution that provides custody services, it will be accompanied by an affidavit given by the institution that received the power of attorney by special power of attorney stating that: i) the credit institution provides custody services for that 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 that 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 postal ballot paper signed by the shareholder may be sent without the need for other documents if it is accompanied by a declaration on own responsibility given by the legal representative of the credit institution, stating that: i) the credit institution provides custody services for that shareholder, and (ii) the postal voting form is signed by the shareholder and contains voting options identical to those mentioned by the shareholder in a SWIFT message received by the credit institution from that shareholder. The postal voting form andthe statement of the credit institution must be submitted to the Company in original, signed by the legal representative of the credit institution and, where applicable, stamped.

After filling in Romanian or English, the special or general power of attorney, respectively the postal ballot paper, signed and, as the case may be, stamped, must reach the company by 26.04.2025, 10:00 a.m. for the General Meeting of Shareholders, in a sealed envelope with the mention written clearly and in capital letters "FOR THE GENERAL MEETING OF APRIL 28/29, 2025", and until 26.04.2025, 12:00 p.m. for the General Meeting of Shareholders' Meeting, in a sealed envelope with the mention written clearly and in capital letters "FOR THE GENERAL MEETING OF APRIL 28/29, 2025", under penalty of losing the right to vote through a representative or by correspondence in the general meeting, according to the legal provisions. Respecting the same deadlines, the special or general powers of attorney and the postal ballots can also be sent by email with an extended electronic signature incorporated according to Law no. 455/2001, to the address juridic@electromagnetica.ro, mentioning in the subject "FOR THE A.G.O.A. OF APRIL 28/29, 2025", respectively "FOR THE A.G.E.A. OF APRIL 28/29, 2025".

In the case of general powers of attorney, they shall be submitted in copy with the mention of conformity with the original under the signature of the representative, only once before the first use, being valid subsequently for any of the general meetings held within the validity period. The general power of attorney can be granted for a period that cannot exceed 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 declaration on own responsibility given by the legal representative of the intermediary or by the lawyer who received the power of attorney through the general power of attorney, stating that:

(i) the power of attorney is granted by the respective 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 filling in the agenda, the company will provide shareholders with updated special power of attorney and postal voting forms.

If the quorum provided by law is not met on April 28, 2025, the second ordinary general meeting shall be convened for April 29, 2025, in the same place, at the same time, with the same reference date and with the same agenda.

If the quorum provided by law is not met on April 28, 2025, the second extraordinary general meeting shall be convened for April 29, 2025, in the same place, at the same time, with the same reference date and with the same agenda.

On the date of the convocation, the capital of Electromagnetica S.A. is RON 67,603,870.40 and consists of 676,038,704 registered shares, dematerialized, with a nominal value of RON 0.10, each share held giving the right to one vote in the general meeting.

In accordance with the company's articles of incorporation, in relation to the provisions of art. 105 para. (233) of Law no. 24/2017 on issuers of financial instruments and market operations, the position of "abstention" expressed by a shareholder or by a representative present on the items on the agenda of the general meetings of shareholders represents a vote expressed on those items on the agenda.

Additional information can be obtained from the Legal Department, phone – 0214042102 or email juridic@electromagnetica.ro.