

– Draft –

**RESOLUTION OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
OF 30.04.2015/04.05.2015**

The Extraordinary General Meeting of Shareholders of **ELECTROMAGNETICA S.A.**, having the registered office at 266-268 Calea Rahovei, District 5, Bucharest, registered with the Trade Register Office attached to the Bucharest Court under No. J40/19/1991, Sole Registration Code 414118, called on to the company's headquarters on 30.04.2015 and 04.05.2015 respectively, at 11:00 a.m., as to the reference date 20.04.2015, pursuant to the publication in the Official Gazette of Romania Part IV, No. __ / __ and the journal "Romania Libera" of 27 March 2015, in the session as of 30 April 2015/04 May 2015, legally convened, in which a number of shareholders participated that represented __ % of the Company's share capital, corresponding to _____ shares at a par value of Lei 0.10 /share, of which _____% (corresponding to _____ shares) represented votes by correspondence, by virtue of the rights granted under the law and the Company's Memorandum of Association, hereby

DECIDE:

1. Item 1 on the agenda (*„To approve the establishment of security interests in the Company's non-current assets whose value does not exceed, whether individually or cumulatively, during the financial year 2015, 40% of the total non-current assets, less receivables, mandating the Board of Directors to conclude the related legal acts”*).

This agenda item was approved by _____ votes.

This agenda item was rejected by _____ votes.

2. Item 2 on the agenda (*„To approve, as a matter of principle, the acquisition of the Company's own shares, in accordance with the applicable law, in order to implement a pay and loyalty scheme for employees (excluding the managers and directors mentioned in the Trade Register) and later on the call of an Extraordinary General Meeting of Shareholders (EGMS), where to establish the following: number of shares, minimum/maximum purchase price, duration, as set forth in Article 103 of Law No. 31/1990”*)

This agenda item was approved by _____ votes.

This agenda item was rejected by _____ votes.

3. Item 3 on the agenda (*„To approve the 27th day of May 2015 as registration date for the identification of the shareholders who are subject to the effects of the EGMS resolutions, and to approve the 26th day of May 2015 as ex-date, calculated as the date previous to the registration date, when the shares are traded without the rights deriving from the EGMS resolutions.”*)

This agenda item was approved by _____ votes.

This agenda item was rejected by _____ votes.

4. Item 4 on the agenda („To mandate Mr Eugen Scheusan – President of the Board of Directors, 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 EGMS, any and all the resolutions, documents, applications, forms and requests adopted/drawn up for the purpose or for the execution of the resolutions of this EGMS in relation with any individual or legal entity, whether private or public, and ii) to fulfil all legal formalities for the registration, enforceability, execution and publication of the resolutions adopted”).

This agenda item was approved by _____ votes.

This agenda item was rejected by _____ votes.

**PRESIDENT,
Eugen Scheusan**

Secretary: