**Postal voting ballot**

**for the Electromagnetica SA Ordinary General Meeting of Shareholders (AGOA) convened for 28/29 APRIL 2021**

 **The undersigned**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, holder of the identification document \_\_\_\_\_\_\_\_\_(identity card or equivalent document), series \_\_\_\_\_, number \_\_\_\_\_\_\_\_\_\_, issued by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, on \_\_\_\_\_\_\_\_\_\_\_\_, domiciled in \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ and having the personal identification number (CNP) \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,

or

**The undersigned**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, having its registered office in \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, registered with the Trade Register attached to the \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_County Court (or a similar entity in case of non-resident legal persons) under no. \_\_\_\_\_\_\_\_\_\_\_\_\_ , having the sole registration number (or an equivalent registration number in case of non-resident legal persons) \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, duly represented by Mr./Ms. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ , holder of the identification document \_\_\_\_\_\_\_\_\_(identity card), series \_\_\_\_\_, number \_\_\_\_\_\_\_\_\_\_, issued by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, on \_\_\_\_\_\_\_\_\_, domiciled in \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ and having the personal identification number (CNP)\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ ,

**in my capacity as shareholder of Electromagnetica SA**, a company having its registered office in Bucharest, Calea Rahovei nr. 266 -268, sector 5, registered with the Trade Register Office attached to the Bucharest Tribunal under no. J40/19/1991, Tax ID 414118, subscribed and paid-up share capital of 67,603,870.4 lei,

**holding** at the reference date, **15.04.2021**, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ shares of Electromagnetica SA, representing \_\_\_\_\_\_\_\_% of the total number of shares, therefore holding \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ votes in the AGOA of **28/29.04.2021**, representing\_\_\_\_\_\_\_% of the total number of votes,

I hereby exercise my vote by post, in accordance with Article 208 of the Regulation no. 5/2018 of the Financial Supervisory Authority (AFS), being aware of the agenda of the Electromagnetica AGOA of **28.04.2021**, **10:00** o’clock, and of the documentation related thereto and made available by the Company, as follows[[1]](#endnote-1):

| **Item no.** | **Resolution** | **Vote*****For*** | **Vote *Against*** | **Vote *Abstention*** |
| --- | --- | --- | --- | --- |
| **1** | *Approval of the separate annual financial statements for the year ended 31.12.2020 according to the Accounting Regulations in line with the International Financial Reporting Standards, accompanied by the report of the Board of Directors and the report of the financial auditor, consisting of: statement of financial position, statement of comprehensive income, statement of changes in equity, statement of cash flows, notes to the separate financial statements.* |  |  |  |
| **2** | *Approval of the consolidated annual financial statements for the year ended 31.12.2020 according to the Accounting Regulations in line 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, consolidated statement of comprehensive income, consolidated statement of changes in equity, consolidated statement of cash flows, notes to the consolidated financial statements.* |  |  |  |
| **3** | *Approval of the net profit distribution* |  |  |  |
| **4** | *Appointment of the financial auditor and determination of the minimum term of the financial audit contract, authorising the Board of Directors to negotiate, execute and sign the contract in the name and for the Company* |  |  |  |
| **5** | *Discharge of directors for the financial year of the year 2020* |  |  |  |
| **6** | *Approval of the Revenue And Expenditure Budget for 2021 and of the Activity Programme for the financial year 2021, authorising the Board of Directors to realign the revenue and expenditure items in case of occurrence of random and unforeseeable events.* |  |  |  |
| **7** | *Approval of the “Remuneration Policy applicable to Directors and Managing Directors”.* |  |  |  |
| **8** | *Approval of the remuneration due to the members of the Board of Directors for the financial year 2021* |  |  |  |
| **9** | *Approval of the remuneration due to the members of the Audit Committee for the financial year 2021* |  |  |  |
| **10** | *Approval of the date of 20.05.2021 as registration date for the identification of shareholders affected by the AGOA resolutions, and of the date of 19.05.2021 as ex-date (date by which shares are traded without the rights deriving from the AGOA resolutions)* |  |  |  |
| **11** | *Granting power of attorney to Mr. Eugen Scheusan – Chairman of the Board of Directors, with the right to delegate the performance of this mandate: i) to execute and/or sign, on behalf of the Company and/or the Company shareholders, the resolutions of this AGOA and any and all resolutions, documents, applications, forms and requests adopted/drawn up for the purposes of or for the enforcement of the resolutions of this AGOA in relation to any natural or legal person, whether private or public, in order to ii) carry out all the legal formalities for the registration, enforceability, enforcement and publication of the adopted resolutions.* |  |  |  |

The deadline for the registration of postal voting ballots is **26.04.2021** at **10:00 o’clock.** If, on **28.04.2021**, the quorum set forth under the law is not met, my vote shall be valid for the second meeting, convened on **29.04.2020**, in the same place, at the same time, with the same reference date and with the same agenda.

 I attach to this form the documents proving the identity of the[[2]](#endnote-2) undersigned.

Date[[3]](#endnote-3): \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 *(Surname and first name of the natural person shareholder/Name of the shareholder and name of the legal representative of the legal person shareholder)*

**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_** Signature and stamp

1. Indicate your vote by checking by a single X every point of the agenda in the box corresponding to your option. If several boxes are checked the vote shall be cancelled, and if no box is checked the vote shall be deemed not expressed. [↑](#endnote-ref-1)
2. The identity documents submitted by shareholders must enable their identification in the register of Electromagnetica shareholders held by Depozitarul Central SA. In the case of shareholders who are natural persons, a copy of the shareholder’s identity document (identity card in case of Romanian nationals, passport in case of foreign nationals) shall be attached. In the case of shareholders who are legal persons, copies of the legal representative's identity documents (identity card in case of Romanian nationals, passport in case of foreign nationals) shall be attached, together with the confirmation of company details, 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 of the State in which the shareholder is legally registered, attesting the existence of the legal person and the name/capacity of the legal representative, at most 3 months old in relation to the date of the request to convene the AGOA. If the voting ballot is transmitted via a credit institution providing custody services, the shareholder’s identification documents shall be replaced by a declaration on honour by the custodian stating that: a) the credit institution provides custody services to that shareholder; b) the voting ballot is signed by the shareholder and contains voting options identical to those mentioned by the shareholder by a SWIFT message received by the credit institution from that shareholder. Except for the identification documents, the documents drawn up in a foreign language other than English shall be accompanied by a translation into Romanian or English made by a certified translator. [↑](#endnote-ref-2)
3. Postal voting ballots issued at a later date and registered before the deadline shall supersede the prior voting ballots. If shareholders who expressed their vote by post come to the meeting, the options sent by post shall be cancelled and the vote expressed directly during the meeting shall be taken into account.

Personal data contained in this special power of attorney are processed in compliance with the legal provisions relating to the protection of individuals with regard to the processing of personal data and the free movement of such data, for the period prescribed under the law, in order to meet the obligations imposed under the capital market legislation (Law 24/2017, ASF Regulation 5/2018) and Law 31/1990.

You have the right of access, intervention, rectification and portability with regard to the data you provide to us, the right to limit the processing performed by us and even to request the deletion of the data.

We mention that the intervention on the data you provide to us may hinder the exercise of your right to vote by post in the AGOA of ELECTROMAGNETICA SA of 28/29.04.2021. In this case, the Company is relieved from liability. Please inform us of any requests you may have, in any manner that allows us to identify the requester and to establish his/her entitlement. We shall respond without delay. If you have any complaints, you may submit them to the National Supervisory Authority for Personal Data Processing (ANSPDCP).

This section constitutes an **information about the legal provisions relating to the processing of the personal data of natural persons**, which are contained in the special power of attorney for representation purposes.

The undersigned, I hereby agree to the processing of personal data for the purpose of voting through a representative in the AGOA of ELECTROMAGNETICA SA of 28/29.04.2021

Date: .........................................

Surname and first name: ..........................................

Signature: ..................................................... [↑](#endnote-ref-3)