

To: **Bucharest Stock Exchange**  
**ASF, Financial Instruments and Investments Sector**

## CURRENT REPORT

Report date: **21/03/2023**

According to:

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

Entity name: ELECTROMAGNETICA S.A.

Address: CALEA RAHOVEI NO. 266-268, DISTRICT 5, BUCHAREST

Telephone: 404.21.02; 404.21.08 FAX: 404.21.95; 404.21.94

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

Unique Registration Code: 414118

Subscribed and paid-up capital: 67,603,870.4 lei

The regulated market on which the issued securities are traded: Premium Category, BVB

**Important events to report:**

**Convocation of the Ordinary General Meeting of ELECTROMAGNETICA SA Shareholders for April  
27/28, 2023.**

## **ORDINARY GENERAL MEETING SHAREHOLDERS CONVENING FOR 27/28 APRIL 2023**

The Board of Directors of **ELECTROMAGNETICA SA**, with registered office in Bucharest, Calea Rahovei 266-268, Sector 5, met on 21.03. 2023, at 09:00 a.m., decided to call the Ordinary General Meeting of Shareholders of the Company (AGOA) on 27 April 2023, at 10:00 a.m. (first convocation), respectively 28 April 2023, at 10:00 a.m. (second convocation), at the Company's registered office, for all shareholders registered in the Register of Shareholders of the Company kept by the Central Depository SA, at the end of 13.04.2023, considered The Reference Date for these meetings.

### **The agenda of the Ordinary General Meeting is as follows:**

**1.** Approval of the individual annual financial statements for the year ended 31.12.2022 according to the Accounting Regulations in compliance 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;
- situation of changes in equity;
- cash flow situation;
- the notes to the individual financial statements. ”).

**2.** Approval of the consolidated annual financial statements for the year ended 31.12.2022 in accordance with the Accounting Regulations in compliance with International Financial Reporting Standards accompanied by the report of the Board of Directors and the report of the financial auditor, consisting of:

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

**3.** Approval of the distribution of the net profit in the amount of RON 25,231,093 (from which the legal reserve has been deducted) and the fixing of the dividend in the gross amount of RON 0.005/share, mandating the Board of Directors to appoint the paying agent.

**4.** Approval of the date of 01.09.2023 as the Dividend Payment Date, in accordance with art. 87 paragraph 2 of Law no. 24/2017 in conjunction with art. 2 paragraph 2 letter h) and art. 178 of Regulation no. 5/2018. In the event of changes in the legislative framework regarding the method of calculating The Payment Date, The Payment Date shall be set on the last working day of the maximum period provided for by the legal provisions, as amended, between The Record Date and The Payment Date. In such a case, the Board of Directors shall submit and publish a current report, also available on the Company's website, on the amended payment date.

**5.** Ratification of the recording in the financial statements of the Company for the year 2022 of the full coverage of the accounting losses recorded as of 31 December 2021 in the amount of 16.113.467 lei by the use of reserves as follows:

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

as mandated by the Ordinary General Meeting of Shareholders of 28.04.2022

**6. Discharge of the directors for the financial year 2022, as follows :**

- a) the period 01.01 - 28.04.2022;
- b) the period 28.04. - 15.08.2022;
- c) the period 15.08 - 31.12.2022;

**7. Approval of the Income and Expenditure Budget for the year 2023 and of the Investment Programme for the financial year 2023, with the mandate of the Board of Directors for the re-adjustment of income and expenditure items, subject to the occurrence of unforeseeable random events.**

**8. Acknowledgement of the resignation of the mandate of Administrator held by Mrs. Hodea Cristina Ioana Rodica as of 15.08.2022 following the admission by the Public Pension House - Local Pension House Sector 1 of the request for granting the partial early retirement pension, acknowledgement of the legal termination of the mandate of the provisional administrator held by Mrs. Gagea Cristina Gabriela as of the date of the present meeting.**

**9. Approval of the completion of the formalities for the removal from the records of the Commercial Registry Office of the Bucharest Court, from the position of Administrator (Mrs. Hodea Cristina Ioana Rodica), respectively provisional administrator (Mrs. Gagea Cristina Gabriela) as a result of the resignation of the mandate, respectively of the rightful termination of the mandate.**

**10. Acknowledgement of the resignation of Mrs Roman Ileana, as from 5 October 2022, from the mandate of independent member of the Audit and Risk Committee following the admission by the Public Pension House - Prahova Territorial House of the request for partial early retirement**

**11. Regarding the decisions adopted in points 8 and 9, the election of an administrator, for the remaining period of the mandate, i.e. until 18.10.2023, as well as the establishment of his allowance, the setting of the limits of the professional liability insurance, the approval of the conclusion of the administration contract as well as the designation to the conventional trustee for the company's signing of the management contract.**

**12. Approval of the remuneration due to the members of the Board of Directors/executive directors for the financial year 2023 as well as the related bonuses for 2022.**

**13. 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 exercise of the year 2023.**

**14. The presentation and subjection to the advisory vote of the "Remuneration Report" of the company's managers, in accordance with the provisions of art. 107 of Law no. 24/2017 on issuers of financial instruments and market operations, related to the year 2022**

**15.** Approval of the conclusion of an additional act to the constitutive act considering the decision adopted in point 11, respectively the updating of the company's constitutive act.

**16.** Appointment of the company **DELOITTE AUDIT SRL** as the company's financial auditor for the financial years 2023 and 2024, with the mandate of the Board of Directors to negotiate, conclude and sign the contract on behalf and for the company

**17.** Approval of the date of 17.08.2023 as the **Registration Date** for the identification of the shareholders on whom the effects of the A.G.O.A decisions are reflected according to art. 87 paragraph 1 of law no. 24/2017 and the date of 16.08.2023 as **Ex-date** (the date on which the shares are traded without the rights deriving from the A.G.O.A decisions) according to art 2 paragraph 2 letter l) of regulation no. 5/2018.

**18.** Mandate of Mr. Eugen Scheusan – President of the Board of Directors, with the possibility of substitution, for: i) signing the additional act and the updated constitutive act, for ii) concluding and/or signing, on behalf of the Company and/or the Company's shareholders the decisions of this AGOA, any and all decisions, documents, applications, forms and requests adopted/prepared for the purpose or for the execution of the decisions of this AGOA in relation to any natural or legal person, private or public, and for iii) to carry out all legal formalities for registration, opposition, execution and publication of the adopted decisions.

Starting from March 27, 2023, the convener, the documents and informative materials related to the agenda, the draft resolutions, the mail ballot forms, the special power of attorney forms for the representation of shareholders at the AGOA, the total number of shares and voting rights, as well as the information regarding the persons proposed for the election as administrator (name, place of residence and professional qualification), are available to the shareholders and can be consulted or procured by the shareholders either at the company headquarters, respectively the Legal Office, daily, from Monday until Friday, between 7:00 a.m. and 3:00 p.m., or they can be consulted on the company's website ([www.electromagnetica.ro/](http://www.electromagnetica.ro/)) in the section **Company/Investitori/Adunari Generale/2023**, while the regulation regarding the conduct of general meetings and compliance with shareholders' rights can be consulted in the **Company/Investors/Info/Corporate Governance section**.

The list of persons proposed for election as administrator including name, place of residence, professional qualification is available to the shareholders and can be consulted by the shareholders either at the company headquarters, respectively the Legal Office, daily, from Monday to Friday, between 7:00 a.m.: 00 – 15:00, either on the company website ([www.electromagnetica.ro/](http://www.electromagnetica.ro/)) in the **Company/Investors/General Meetings/2023** section.

One or more shareholders representing, individually or together, at least 5% of the share capital have/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 meeting, and ii) to present draft decisions for the items included or proposed to be included on the agenda of the general meeting.

Any shareholder can propose a candidate for the position of member of the Board of Directors. The deadline for submitting applications is April 10, 2023

The proposals regarding the new items on the agenda and the proposed decision projects, together with the documents certifying the fulfillment of the conditions, as well as the proposals of candidates for election to the Board of Directors, accompanied by the candidate's CV, will be submitted within 15 days from on the date of publication of the notice, as follows:

- either in the form of a signed document submitted in a closed envelope to the Registry or sent by fast courier or by post with confirmation of receipt clearly written, in capital letters, with the mention "FOR AGOA FROM APRIL 27/28, 2023";

- either 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](mailto:juridic@electromagnetica.ro), mentioning in the subject "FOR THE AGOA OF APRIL 27/28, 2023"

If necessary, the revised agenda will be published by April 12, 2023, in accordance with the legal provisions

The shareholders of the company, regardless of the share held, can ask questions regarding the items on the agenda of the general meeting at the Legal Office, in a sealed envelope, until 10.04.2023 at 15:00. The envelopes containing the questions and the attached documents will have clearly written, in capital letters, the mention "FOR AGOA OF APRIL 27/28, 2023".

In order to identify and prove the quality of the shareholder, respectively the quality of the legal representative of the shareholder, the persons who ask questions or who make proposals to complete the agenda shall submit the following documents, in original or in a copy conforming to the original: an account statement from which results from the shareholder status and the shares held, issued by the Central Depository or, as the case may be, by the participants who provide custody services, a copy of the identity document or equivalent in the case of natural person shareholders and, in the case of legal entity 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 the quality of legal representative, issued by an authority from the state in which the shareholder is registered, issued no later than 3 months before the date of publication of the convening notice. The documents certifying 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 English.

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

Shareholders, legal persons or entities without legal personality that provided the information regarding their legal representative to the Central Depository before the reference date, so that he was found in the shareholders' register on the reference date, no longer have to prove the quality of the shareholder's legal representative by sending documents.

Only shareholders registered on the reference date can participate in the general meeting and can 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 mail, based on the mail ballot.

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

- Individual shareholders - personal, based on the identity document (identity card or identity card for Romanian citizens, passport/identity document for EU citizens, passport for non-EU foreign citizens)
- Natural person shareholders - through a representative, based on a special or general power of attorney and the identity document of the representative;
- Legal person 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, and if the shareholder has not informed the Central Depository in time about his legal representative, on the basis of the ascertaining certificate issued by the Trade Register or any official document certifying the quality of legal representative issued by a competent authority, in the original or in a copy conforming to the original, no later than 3 months before the date of publication of the summons.
- Legal person shareholders - by proxy, on the basis of 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 compliant copy of the ascertaining certificate issued by the Registry Commerce or any official document that certifies the capacity of legal

representative of the signatory of the power of attorney, issued by a competent authority, in the original or in a copy conforming to the original, no later than 3 months before the date of publication of the summons.

In the case of a special power of attorney for participation in the meeting, given by a shareholder of a credit institution that provides custody services, this will be accompanied by a declaration on its own responsibility given by the institution that received the power of attorney through the special power of attorney from which 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, if applicable, stamped.

For shareholders who benefit from custodial services, the postal ballot signed by the shareholder can be sent without the need for other documents if it is accompanied by a declaration on his own responsibility given by the legal representative of the credit institution, from which it appears that: i) the credit institution provides custody services for the respective shareholder, and ii) the voting form by correspondence 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 credit institution's declaration must be submitted to the Company in original, signed by the legal representative of the credit institution and, if applicable, stamped.

After completing in Romanian or English, the special or general power of attorney, respectively the postal ballot, signed and stamped as the case may be, must reach the company by 25.04.2023, at 10:00 a.m. for the AGOA, in a sealed envelope with the mention written clearly and in capital letters "FOR THE MEETING ON APRIL 27/28, 2023", under the penalty of losing the right to vote by representative or by correspondence in the general meeting, according to the legal provisions. Respecting the same terms, special or general proxies and postal ballots can also be sent by email with the extended electronic signature incorporated according to Law no. / APRIL 28, 2023".

In the case of general proxies, they are submitted in copy with the mention of compliance with the original under the representative's signature, only once before the first use, being valid thereafter for any of the general meetings held during 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 his 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, from which it can be seen 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 the case of completing the agenda or the list of candidates, the company will provide the shareholders with updated special power of attorney and voting by mail forms

If the quorum provided for by law is not met on April 27, 2023, the second ordinary general meeting will be convened for April 28, 2023, in the same place, at the same time, with the same reference date and with the same order by day.

At the date of the convening, the capital of Electromagnetica SA is 67,603,870.40 lei and consists of 676,038,704 dematerialized registered shares, with a nominal value of 0.10 lei, each held share giving the right to one vote in the general meeting.

**Additional information can be obtained from the Legal Office, telephone - 0214042129, 0214042131, 0214042102 or email [juridic@electromagnetica.ro](mailto:juridic@electromagnetica.ro)."**

**President of the Board of Administration  
Eugen SCHEUSAN**