**SPECIAL POWER OF ATTORNEY**

**for representation at**[[1]](#endnote-1) **the Ordinary General Meeting of Shareholders of Electromagnetica SA of 28/29 April 2020**

**The undersigned** \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, identified with \_\_\_\_\_\_\_\_\_(identity or equivalent document), series \_\_\_\_\_, number \_\_\_\_\_\_\_\_\_\_, issued by \_\_\_\_\_\_\_\_\_\_\_\_\_, on the date of \_\_\_\_\_\_\_\_\_\_\_\_, residing at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ and personal identification number \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,

or

**The undersigned** \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, with registered seat at\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, incorporated with the Trade Register attached to the Court (or similar entity, for non-resident legal entities) \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ with no. \_\_\_\_\_\_\_\_\_\_\_\_\_ , with unique registration code (or equivalent registration number for non-resident legal entities) \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, through their legal representative Mr. / Mrs.\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ , identified with \_\_\_\_\_\_\_\_\_( identity document), series \_\_\_\_\_, number \_\_\_\_\_\_\_\_\_\_, issued by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, on the date of \_\_\_\_\_\_\_\_\_, with residence place at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ and personal identification number \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ ,

**shareholder of Electromagnetica SA**, trade company with registered seat in Bucharest, Calea Rahovei nr. 266 -268, sector 5, incorporated with the Trade Register attached to the Bucharest Court under no. J40/19/1991, unique tax registration code RO414118, with subscribed and paid share capital of Lei 67,603,870.4,

**holder** on the reference date, **16 April 2020**, of a number of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ shares Electromagnetica SA, representing \_\_\_\_\_\_\_\_% of the total number of shares, that confers me \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ votes in AGOA of **28/29 April 2020**, representing \_\_\_\_\_\_\_% of the total number of votes,

**hereby authorize**

 Mr. / Mrs. [[2]](#endnote-2) \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, identified with \_\_\_\_\_\_\_\_\_\_(identity act), series \_\_\_\_\_, number \_\_\_\_\_\_\_\_\_\_, issued by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, on the date of \_\_\_\_\_\_\_\_\_, residing at\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ and personal identification number \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

or

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (name of the authorized person being a legal entity), with registered seat at \_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, with registered no. \_\_\_\_\_\_\_\_\_\_\_\_\_ incorporated with the Trade Register attached to the Court (or similar entity, for non-resident legal entities) \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ with no. \_\_\_\_\_\_\_\_\_\_\_\_\_ , with unique registration code (or equivalent registration number for non-resident legal entities) \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, through their legal representative Mr. / Mrs[[3]](#endnote-3).\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ , identified with \_\_\_\_\_\_\_\_\_( identity document), series \_\_\_\_\_, number \_\_\_\_\_\_\_\_\_\_, issued by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, on the date of \_\_\_\_\_\_\_\_\_, with residence place at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ and personal identification number \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**to represent me at the Ordinary General Meeting of Shareholders of Electromagnetica SA that will take place on 28/29 April 2020 at 01:00** p.m. at the company’s seat of Calea Rahovei nr 266 -268, sector 5, Bucharest, to exercise the voting right related to my held shares on the reference date, 16 April 2020, his/her votes being enforceable against me, as it follows :

1. For item 1 on the Agenda (*Approval of the annual individual financial statements for the financial year ended on 31 December 2019 according to the Accounting Regulations compliant with the International Financial Reporting Standards, accompanied by the report of the Board of Directors and the financial auditor's report, consisting of: the statement of the financial position; consolidated statement of comprehensive income; the statement of changes in equity; the cash flows statement; notes to the individual financial statements.)*

*For................Against................... Abstention....................*

1. For Item 2 on the Agenda, (*Approval of the annual consolidated financial statements for the financial year ended on 31 December 2019 according to the Accounting Regulations compliant with the International Financial Reporting Standards, accompanied by the report of the Board of Directors and the financial auditor's report, consisting of: the consolidated statement of the financial position; consolidated statement of comprehensive income; the consolidated statement of statement of changes in equity; the consolidated cash flows statement; notes to the individual consolidated financial statements.)*

*For................Against................... Abstention....................*

1. For item 3 on the Agenda (*Approval of the distribution of the net profit and fixing of the dividend in gross amount of 0.004 lei/ share, giving mandate to the Board of Directors to designate the paying agent)*

*For................Against................... Abstention...................*

1. For item 4 on the agenda *(Extension of the power of the auditor Deloitte Audit SRL for one year, respectively the audit of the financial year 2020, with the power of the Board of Directors to negotiate, conclude and sign the contract on behalf and on the account of the company*),

*For................Against................... Abstention....................*

1. For item 5 on the agenda (*Approval of the date of 1 September 2020 as the Dividend Payment Date. In the event of changes to the legal framework regarding the method of calculation of the payment date, the payment date is set on the last working day of the maximum period provided by the legal provisions thus amended, between the date of registration and the date of payment. In such a case, the Board of Directors will communicate and publish a current report, also available on the Company's website, regarding the amended date of payment.)*

*For................Against................... Abstention....................*

1. For item 6 on the agenda *(Discharge of the Directors for the financial year 2019.)*

*For................Against................... Abstention....................*

1. For item 7 on the agenda *(Approval of the Income and Expenditure Budget for the year 2020 and of the Activity Program for the financial year 2020, giving mandate to the Board of Directors to recorrelate the items of income and expenses, subject to the occurrence of unforeseeable random events.)*

*For................Against................... Abstention....................*

1. For item 8 on the agenda *(Approval of the remuneration due to the members of the Board of Directors for the financial year 2020)*

*For................Against................... Abstention....................*

1. For item 9 on the agenda *(Approval of the remuneration of members of the Audit Committee),*

*For................Against................... Abstention....................*

1. For item 10 on the agenda *(Approval of the date of 18.08.2020 as the date of registration for the identification of the shareholders affected by the AGOA resolutions, and of the date of 17.08.2020 as ex-date (the date when the shares are traded without the rights deriving from the AGOA resolutions)*

*For................Against................... Abstention....................*

1. For the 11th issue on the agenda of the meeting *(Authorizing Mr. Eugen Scheusan - Chairman of the Board of Directors, with the possibility of substitution, in order: i) to conclude and / or sign, on behalf of the Company and / or the shareholders of the Company, the resolutions of this AGOA, the addendum to these articles of incorporation, the updated articles of incorporation as well as any and all decisions, documents, applications, forms and requests adopted / drawn up for its purpose for the execution of the decisions of this AGOA in relation to any natural or legal person, either private or public, to perform all the legal formalities for registration, enforceability, execution and publication of the adopted decisions.)*

*For................Against................... Abstention....................*

In case the quorum provided by law is not met on 28 April 2020, I give the vote for the second meeting that is convened for 29 April 2020, in the same place, at the same time, with the same reference date and with the same agenda, to the same representative agent.

 The undersigned, I hereby give discretionary voting power to the above named representative on the issues that have not been identified and included in the agenda until the date of the present act.

 The present special power of attorney was drawn up in 3 copies, 1 copy for the shareholder, 1 copy for the representative and 1 copy for Electromagnetica S.A.

The power of attorney issued subsequently cancels and supersedes a power of attorney issued with a previous date.

 The deadline for registering special powers of attorney is 27 April 2019 at 01:00 p.m.

 I hereby attach the identification documents of the principal shareholder[[4]](#endnote-4) and of the representative agent[[5]](#endnote-5).

Date[[6]](#endnote-6)...................... .................................

(full name in capital letters)

...................................

(signature of shareholder)

COMPLIANCE WITH GDPR RIGHTS AND OBLIGATIONS

The personal data contained in this special power of attorney will be processed in compliance with the legal provisions on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, throughout the period provided by the law for the fulfillment of the obligations laid down by the capital market legislation (Law no. 24/2017, ASF Regulation no. 5/2018) and also in compliance with Law no. 31/1900.

Both the principal and the authorized representative have the right to access, intervene, rectify and transfer of the data you deliver to us, to limit our processing of such data and even to require the erasure of the data.

Therefore, for the principal the intervention on the data delivered to us can prejudice the fulfillment of the mandate given to your representative by voting in the AGOA of ELECTROMAGNETICA SA of 28/29.09.2019. In this case, the Company will be exonerated from liability. If you have any requests, please let us know in any way that ensures feasibility in relation to the identity and entitlement of the applicant. We will answer you immediately. If still unsatisfied, you may address to the National Supervisory Authority for Personal Data processing (ANSPDCP). Similarly, the requests of the authorized representative regarding the change of the personal data or the withdrawal of accept will prejudice the fulfillment of the power of attorney and must be notified to the principal as soon as such change or withdrawal occurs.

This section is a **note on the legal provisions regarding the processing of the personal data of the natural persons** specified in the special power of attorney for representation.

I, the undersigned agree to the processing of my/our personal data for the purpose of my/our voting by authorized representative at the AGOA of ELECTROMAGNETICA on 28/29.09.2019

Principal Authorized representative

Date :......................................... Date:……………………………….

Name and surname: .......................................... Name and surname:…………………….

Signature : ..................................................... Signature:………………………………..

1. A shareholder can be represented by special power of attorney in EGMS by only one attorney [↑](#endnote-ref-1)
2. Fill in the name of the appointed natural person attorney. [↑](#endnote-ref-2)
3. Fill in with the name of the person empowered to represent the corporate attorney at EGMS, which can differ from its legal representative [↑](#endnote-ref-3)
4. The identity documents submitted by shareholders must allow the identification of each shareholder in the Shareholders Register of Electromagnetica, which is held by Depozitarul Central SA; in the case of natural person shareholders, a copy of the identity document of the shareholder shall be attached (identity card for the Romanian citizens, passport for foreign citizens); in the case of corporate shareholders, copies of the identity documents of their legal representative shall be attached (identity card for the Romanian citizens, passport for foreign citizens), together with the confirmation of company details, either 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 from the state where the shareholder is legally registered, to confirm the existence of the legal entity and the name/capacity of legal representative, documents which should not be older than 3 months as related to the date of calling the EGMS; in the case of authorizing a credit institution which provides custody services, instead of the shareholder's identification documents only an affidavit of the custodian shall be attached, to confirm that: a) the credit institution provides custody services for the respective shareholder; b) the instructions from the special power of attorney are identical with the instructions in the SWIFT message received by the credit institution in order to vote on behalf of the respective shareholder.

 Except for the identity documents, all the documents drafted in a foreign language other than English must be submitted together with a translation into Romanian or English, done by an authorized translator. [↑](#endnote-ref-4)
5. In the case of a natural person authorized representative, a copy of the identity card shall be attached for Romanian citizens and a copy of the passport for foreign citizens; in the case of a corporate attorney, the delegation in original shall be attached, signed and stamped by the legal representative of that legal entity, as well as copies of the following documents: identity card of the delegate, confirmation of company details issued by the Trade Register or any other document, either in original or true certified copy, issued by a competent authority from the state where the attorney is legally registered, to confirm the existence of the legal entity and the name/capacity of legal representative, documents which should not be older than 3 months as related to the date of calling the EGMS.

Except for identity documents, all the documents drafted in other languages than English must be submitted together with a translation into Romanian or English, done by an authorized translator. [↑](#endnote-ref-5)
6. The powers of attorney issued and registered at a subsequent date within the due term shall supersede any previous powers of attorney. [↑](#endnote-ref-6)