

Power of attorneyⁱ for

Extraordinary General Shareholder Meeting of Electromagnetica S.A. from 25/26 of April 2024, 12:00 AM

Reference date 15.04.2024

NAME and SURNAME / COMPANY

LEGAL REPRESENTATIVE (Company).....

PERSONAL ID (Romanian individual shareholder or legal representative).....

Passport number (Foreign individual shareholder or legal representative).....

(Fiscal) Registration Code (Company).....

The number of personally owned shares.....

I hereby mandate on :

NAME and SURNAME / COMPANY

PERSONAL ID (Romanian individual shareholder).....

Passport number (Foreign individual shareholder).....

(Fiscal) Registration Code (Company).....

The number of personally owned shares.....

to represent me at the Extraordinary General Meeting of Electromagnetica S.A. Shareholders. which will take place on April 25/26, 2024 at 12:00 at the company's headquarters in Calea Rahovei no. 266 -268, sector 5, Bucharest, to exercise the right to vote related to my holdings on the reference date, 15.04.2024, the votes to it, being opposed to me, as follows:

Nr. Crt	ITEM OF AGENDA	Vote FOR	VOTE AGAINST	VOTE ABSTENTATI ON
1	Approval of the acquisition, disposal, exchange, or encumbrance of assets from the fixed assets category of the company, whose value, individually or cumulatively, is up to a maximum of 35% of the total fixed assets, excluding receivables, and authorizing the Board of Directors to analyze and decide on the acquisition, disposal, exchange, or encumbrance of assets from the fixed assets category of the company, the way to sell, to implement decisions to sell or not, depending on any available opportunities and the relevant market conditions, as well as to take all legal steps towards the conclusion of the legal act of acquisition/disposal/exchange/encumbrance within the approved limit mentioned above.			
2	Approval of the amendment to the company's articles of association as follows: Article 3 paragraph (2) is amended to read as follows: "3.2. The company may establish or terminate branches, offices, agencies, workplaces, and other secondary offices without legal personality within Romania or abroad, based on the decision of the Board of Directors, in compliance with regulations and legal provisions." Article 3 paragraph (3) is removed. Article 7 paragraph (2) is removed. Article 7 paragraph (3) is removed. Article 8 paragraph (2) is amended to read as follows:			

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	<p>"8.2. The registration of shares and shareholders is maintained in accordance with legal provisions by Depozitarul Central S.A."</p> <p>Article 10 paragraph (1) is amended to read as follows:</p> <p>"10.1. Shares are indivisible, and the company recognizes only one owner for each share."</p> <p>Article 10 paragraph (3) is amended to read as follows:</p> <p>"10.3. Shares are negotiable and freely transferable. The trading of shares takes place on a regulated market in Romania, namely the Bucharest Stock Exchange."</p> <p>Article 12 paragraph (3) point 9 is removed.</p> <p>Article 12 paragraph (4) is amended to read as follows:</p> <p>"12.4. The Extraordinary General Meeting shall be convened whenever it is necessary to make a decision regarding:</p> <p>12.4.1. changing the legal form of the company;</p> <p>12.4.2. relocating the company's headquarters;</p> <p>12.4.3. changing the company's business object;</p> <p>12.4.4. extending the duration of the company;</p> <p>12.4.5. increasing the share capital;</p> <p>12.4.6. reducing the share capital or replenishing it by issuing new shares;</p> <p>12.4.7. merging with other companies or dividing the company, including cross-border merger and division;</p> <p>12.4.8. early dissolution of the company;</p> <p>12.4.9. converting shares from one category to another;</p> <p>12.4.10. converting one category of bonds into another category or into shares;</p> <p>12.4.11. issuing bonds;</p> <p>12.4.12. any other amendment to the articles of association or any other decision requiring the approval of the extraordinary general meeting."</p> <p>Article 13 paragraph (6) is amended to read as follows:</p> <p>"13.6. The convocation shall include the place and date of the meeting, as well as the agenda, with explicit mention of all issues to be discussed at the meeting. In case the appointment of administrators is included in the agenda, the convocation shall state that the list containing information regarding the names, place of residence, and professional qualifications of the persons proposed for the position of administrator is available to the shareholders, and can be consulted and completed by them."</p> <p>Article 13 paragraph (7) is amended to read as follows:</p> <p>"13.7. When proposals for amending the articles of association are included in the agenda, the convocation must include the full text of the proposal, in compliance with capital market legislation."</p> <p>Article 13 paragraph (12) is amended to read as follows:</p> <p>"13.12. Each shareholder may address written questions to the board of directors regarding the company's activity, before the date of the general meeting, and shall receive answers during the meeting or through publication on the company's website, in the 'Frequently Asked Questions' section."</p> <p>Article 14 paragraph (5) is amended to read as follows:</p> <p>"14.5. The General Meeting of Shareholders shall be chaired by the chairman of the board of directors, and in his absence, by the one holding his position, based on the authorization given by the chairman."</p>			

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	<p>Article 14 paragraph (6) is amended to read as follows: "14.6. The General Meeting shall elect, from among the attending shareholders, up to 3 secretaries, who shall verify the attendance list of the shareholders, indicating the share capital represented by each, the minutes drawn up by the technical secretary for recording the number of shares present, and the fulfillment of all legal and statutory formalities for holding the general meeting."</p> <p>Article 15 paragraph (4) is amended to read as follows: "15.4. In order to be enforceable against third parties, the resolutions of the general meeting of shareholders shall be submitted within 15 days to the Trade Registry Office to be entered in the register and published in the Official Gazette of Romania (Part IV)."</p> <p>Article 15 paragraph (6) is amended to read as follows: "15.6. Shareholders who did not vote in favor of a resolution of the general meeting have the right to withdraw from the company and request the purchase of their shares by the company, only if the respective resolution of the general meeting pertains to: a) change of the main object of activity; b) cross-border transformation of the company; c) change of the company's form; d) merger or division of the company, including cross-border ones; The right of withdrawal may be exercised: a) within 30 days from the date of publication of the resolution of the general meeting in the Official Gazette of Romania, Part IV, in the cases provided for in points a) to c); b) from the date of adoption of the resolution of the general meeting, in the case provided for in point d)." Shareholders shall deposit at the company's headquarters, along with the written withdrawal statement, the shares they own, or, as the case may be, the shareholder certificate. The price paid by the company to the shareholder exercising their withdrawal right shall be determined by an independent evaluator registered with the Financial Supervisory Authority (ASF) in accordance with the prevailing evaluation standards, as per the law. The expert is appointed by the delegated judge, at the request of the board of directors.</p> <p>Article 16 paragraph (5) is amended to read as follows: "16.5. When a vacancy arises on the Board of Directors, the procedures provided by the prevailing legal provisions shall be followed. The duration for which the new director is elected to fill the vacant position shall be equal to the remaining period until the expiration of the predecessor's mandate."</p> <p>Article 16 paragraph (10) is amended to read as follows: "16.10. The Board of Directors shall meet at the headquarters of the company or at another location determined by convocation, with the meetings being convened and conducted in accordance with the applicable legal provisions and in accordance with the Internal Regulations of the Board of Directors. Participation in Board of Directors meetings may also take place through remote communication means: teleconference, video conference, internet conference, or intranet conference, etc.</p>			

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	<p>Members of the Board of Directors may be represented at Board meetings by other members based on a power of attorney. A member of the Board of Directors may represent only one other member at a meeting. The power of attorney shall be transmitted to the secretariat before the start of the meeting. In cases of urgency or impossibility of the directors' participation in the meeting, the Chairman of the Board may decide to conduct the meeting and transmit the vote electronically, in accordance with the procedure established by the Internal Regulations of the Board of Directors.</p> <p>The Board of Directors shall meet whenever necessary:</p> <p>a) upon convocation by the chairman, b) upon reasoned request of at least 2 members of the board of directors.</p> <p>The Board of Directors meeting is chaired by the chairman. The chairman shall appoint, by decision, a secretary from among the members of the Board or from outside of it."</p> <p>Art.16 paragraph (11) is amended to read as follows: "16.11. In the event that the convocation is made by the Chairman of the Board of Directors, he/she shall establish the agenda, inform the members of the board of directors about the items on the agenda, and preside over the meeting. In case the convocation is made in accordance with article 16.10. lit. b), the agenda is established by the members of the board of directors who requested the meeting."</p> <p>Art.16 paragraph (14) is amended to read as follows: "16.14. The debates of the Board of Directors take place in accordance with the agenda established based on the project communicated by the chairman. These debates are recorded in the minutes of the Board of Directors meeting by the secretary of the Board of Directors. The minutes are signed by the administrators present at the meeting."</p> <p>Art.16 paragraph (23) is removed. Art.16 paragraph (24) is renumbered and becomes art. 16 paragraph (23). Art.16 paragraph (25) is removed. Art.16 paragraph (26) is renumbered and becomes art. 16 paragraph (24). Art.16 paragraph (27) is renumbered and becomes art. 16 paragraph (25). Art.16 paragraph (28) is removed.</p> <p>Art.17 paragraph (1) (2) is amended to read as follows: "17.1.2. approves the organizational structure of the company."</p> <p>Art.17 paragraph (1) (18) is amended to read as follows: "17.1.18 decides, within the limits established by the general meeting, whether the general manager, directors, and employees of the company can benefit from incentives."</p> <p>Art.17 paragraph (1) is supplemented with points (20) and (21), which have the following content: "17.1.20 establishes/closes branches and other secondary offices, without legal personality, or changes their headquarters; 17.1.21 decides the establishment/closure of other companies or legal entities, including participation in the share capital of other companies, under the conditions provided by legal regulations."</p> <p>Art. 18 paragraph (13) is amended to read as follows:</p>			

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	<p>"18.13. The Board of Directors may delegate to the directors the duties provided for in article 17.1.4."</p> <p>Art. 18 paragraph (14) is amended to read as follows:</p> <p>"18.14. The personnel of the company is hired or dismissed by the general manager or by a person authorized by him/her."</p> <p>Art. 22 paragraph (1) is amended to read as follows:</p> <p>"22.1. The company keeps the registers provided by law."</p> <p>Art. 27 is amended to read as follows:</p> <p>"Art. 27 – Change of legal form</p> <p>27.1. The company may be transformed into another form of company by the decision of the general meeting of shareholders.</p> <p>27.2. The company shall fulfill the legal formalities of registration and publicity required by the legislation in force."</p> <p>Art. 28 paragraph (1) (6) is removed.</p> <p>Art. 28 paragraph (1) (7) is renumbered and becomes art. 28 paragraph (1) point (6).</p>			
3	Approval of the date of May 16, 2024, as the registration date for identifying shareholders upon whom the effects of the resolutions of the Extraordinary General Meeting of Shareholders will be reflected, in accordance with Article 87, paragraph 1 of Law no. 24/2017, and the date of May 15, 2024, as the ex-date according to Article 2, paragraph 2, letter l) of Regulation no. 5/2018..			
4	Empowering Mr. Cristian – Iulian Radu – Chief Financial Officer and/or Ms. 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 shareholders of the Company, the resolutions of this E.G.M.S, any and all resolutions, documents, applications, forms, and requests adopted/drafted for the purpose or for the execution of the resolutions of this E.G.M.S in relation to any natural or legal person, private or public, and to ii) sign the updated articles of association and iii) perform all legal formalities for the registration, opposability, execution, and publication of the adopted resolutions.			

THE BALLOT IS VALID ONLY FOR E.G.M.S. OF ELECTROMAGNETICA S.A. FROM THE DATE OF APRIL 25/26, 2024

If on April 25, 2024 the quorum stipulated by law is not met, I vote for the second meeting to be convened for April 26, 2024, in the same place, at the same time, with the same reference date and with the same agenda, same trustee.

Hereby, the undersigned gives discretionary voting power to the above-named representative on issues that have not been identified and included in the agenda up to the date of this.

This 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 later cancels and replaces a power of attorney issued on a previous date.

The deadline for registering special powers of attorney is 23.04.2022 at 12:00.

I am attaching herewith the identification documents of the principal shareholderⁱⁱ and the representativeⁱⁱⁱ.

Date.....

Signature of the individual shareholder or

legal representative of the company Place of stamp (company)

ⁱ Indicate your vote by marking a single X for each item on the agenda, in the box corresponding to your option. In the situation where several boxes are checked, the vote will be canceled and if no box is checked, the vote is considered unvoiced

ⁱⁱ The identity documents presented by the shareholders must allow their identification in the Electromagnetica shareholder register kept by Depozitarul Central SA; In the case of natural person shareholders, a copy of the shareholders' identity document is attached (identity card or bulletin for Romanian citizens, passport for foreign citizens); In the case of legal entity shareholders, copies of the legal representative's identity documents (identity bulletin or card for Romanian citizens, passport for foreign citizens) are attached, together with the ascertaining certificate, in the original or a copy conforming to the original, issued by the Trade Registry or any another document in copy conforming to the original, issued by a competent authority in the state in which the shareholder is legally registered, certifying the existence of the legal entity and the name/qualification of legal representative, with an age of no more than 3 months relative to the date of the convening request AGOA; In the case of the mandate of a credit institution that provides custody services, instead of the identification documents of the shareholder, only a declaration on his own responsibility given by the custodian is attached, from which it appears that: a) the credit institution provides custody services for the respective shareholder ; b) 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.

With the exception of identity documents, documents drawn up in a foreign language, other than English, will be accompanied by a translation, made by an authorized translator, in Romanian or English.

ⁱⁱⁱ In the case of the natural person trustee, a copy of the identity card for Romanian citizens or passport for foreign citizens is attached; In the case of the legal entity representative, the original delegation signed and stamped by the legal representative and the copies of the following documents are attached: the delegate's identity card, the ascertaining certificate issued by the Trade Register or any other document, in the original or in a copy conforming to the original, issued by a competent authority from the state in which the trustee is legally registered, which certifies the existence of the legal entity and the name/qualification of legal representative, with an age of no more than 3 months relative to the date of the request to convene the A.G.E.A. With the exception of identity documents, documents drawn up in a foreign language, other than English, will be accompanied by a translation, made by an authorized translator, in Romanian or English.

Powers of attorney issued at a later date and registered within the deadline, revoke the previous ones.