

CONVENER OF THE A.G.E.A. ELECTROMAGNETICA SA
FOR 19/20 DECEMBER 2024

The Board of Directors of **ELECTROMAGNETICA S.A.**, headquartered in Bucharest, Calea Rahovei no. 266-268, Sector 5, held on November 12, 2024, decided to convene the Extraordinary General Meeting of Shareholders of the Company (A.G.E.A.) on December 19, 2024, at 10:00 a.m. (first call), respectively on December 20, 2024, at 10:00 a.m. (second call), at the company's headquarters, for all shareholders registered in the Company's Shareholders' Register kept by Depozitarul Central S.A., at the end of **December 10, 2024**, considered **the reference date** for this meeting

Agenda of the Extraordinary General Assembly:

1. Approval of the conduct of a buyback program by the Company of its own shares, in accordance with the applicable legal provisions, under the following conditions:

(i) *the size of the program* — the buyback of a maximum of 60,000,000 treasury shares with a nominal value of RON 0.10/share;

ii) *the purchase price of the shares* — the minimum purchase price will be RON 0.1/share, and the maximum price will be RON 0.4/share;

iii) *duration of the program* — a period of maximum 18 months from the date of registration in the commercial register;

iv) *the payment of the repurchased shares* will be made from the distributable profit or from the available reserves of the company recorded in the last approved annual financial statement, except for legal reserves, according to the 2023 financial statements, in accordance with the provisions of art. 1031 letter d) of the Companies Law no. 31/1990;

v) *the purpose of the program* — the reduction of the share capital by cancelling the repurchased shares.

2. Approval of the mandate of the Board of Directors of the company to carry out, in compliance with the legal requirements, the buyback program of its own shares, including, but not limited to, establishing the method of acquiring its own shares.

3. Approval of the date of **15.01.2025 as the registration date (ex date: 14.01.2025)**, in accordance with the applicable legal provisions, in order to establish the shareholders on whom the effects of the adopted decisions are reflected.

4. Mandate of Mrs. Daniela Cucu, with the possibility of substitution, to: i) conclude and/or sign, on behalf of the Company and/or the Company's shareholders, the decisions of this General Meeting of Shareholders, any and all decisions, documents, applications, forms and applications adopted/drawn up for the purpose or for the execution of the decisions of this General Meeting of Shareholders in relation to any natural or legal person, private or public and for ii) to carry out all legal formalities for the registration, enforceability, execution and publication of the decisions adopted.

Starting with November 15, 2024, the convening notice, the documents and informative materials related to the agenda, the draft resolutions, the postal ballot forms, the special proxy forms for the representation of shareholders at the General Meeting of Shareholders, the total number of shares and voting rights, are available to the shareholders and can be consulted or procured by the shareholders either at the company's headquarters, respectively the Legal Department, daily, from Monday to Friday, between 7:00 a.m. and 3:00 p.m., or can be consulted on the company's website (www.electromagnetica.ro/) in the Company/Investors/General Meetings/2024 section, while the regulations on the conduct of general meetings and the observance of shareholders' rights can be consulted in the Company/Investors/Info/Corporate Governance section.

One or more shareholders representing, individually or jointly, at least 5% of the share capital shall 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 resolution proposed for adoption by the general meeting, and ii) to submit draft resolutions for the items included or proposed to be included on the agenda of the General Assembly.

The proposals regarding the new items on the agenda and the proposed draft decisions, together with the documents attesting to the fulfillment of the conditions, will be submitted within 15 days from the date of publication of the convocation, as follows:

- either in the form of a holographic document submitted in a sealed envelope to the Registry Office or sent by express courier or by mail with acknowledgment of receipt, with the mention "FOR THE GENERAL MEETING OF SHAREHOLDERS OF DECEMBER 19/20, 2024" written in clear letters;
- or in the form of an electronically signed document with an extended electronic signature, according to Law no. 455/2001, at the address juridic@electromagnetica.ro, mentioning in the subject "FOR THE GENERAL MEETING OF DECEMBER 19/20, 2024".

If necessary, the revised agenda will be published in accordance with the legal provisions.

The shareholders of the company, regardless of the stake held, can ask questions regarding the items on the agenda of the general meeting to the Legal Department, in a sealed envelope, until 17.12.2024, 10:00 a.m. The envelopes containing the questions and the attached documents will have clearly written, in capital letters, the mention "FOR THE A.G.E.A. OF DECEMBER 19/20, 2024". The Company can also respond by posting the answer on its website, in the Company/Investors/General Meetings/2024/FAQs section.

In order to identify and prove the quality of shareholder, respectively of the quality of legal representative of the shareholder, the persons who ask questions or make proposals to complete

the agenda or who send applications, will submit the following documents, in original or in a true copy of the original: a statement of account showing the quality of shareholder and the shares held, issued by the Central Depository or, as the case may be, by the participants providing custody services, a copy of the identity document or equivalent in the case of natural person shareholders and, in the case of legal person 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 to the quality of legal representative, issued by an authority of 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 attesting 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, into Romanian or English.

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

Shareholders who are legal persons or entities without legal personality who have provided prior to the reference date the information regarding their legal representative to Depozitarul Central S.A., so that they can be found in the register of shareholders on the reference date, no longer have to prove their status as legal representative of the shareholder by submitting documents.

Only shareholders registered on the reference date may participate in the general meeting and may 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 correspondence, on the basis of the postal ballot paper.

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

- Individual shareholders – personally, based on the identity document (identity card or identity card for Romanian citizens, passport/identity card for EU citizens, passport for non-EU foreign citizens);
- Individual shareholders - through a representative, based on a special or general power of attorney and the identity document of the representative;
- Legal entity shareholders – through the legal representative, based on the identity document of the legal representative, identified in the list of shareholders on the reference date received from Depozitarul Central S.A. In the event that the data regarding the quality of legal representative have not been updated at the Central Depository by the legal person shareholder, corresponding to the reference date, the proof of the quality of legal representative is made on the basis of the certificate of ascertainment issued by the Trade Register or any official document attesting the quality of legal representative issued by a competent authority, in original or in true copy of the original, no later than 3 months before the date of publication of the convening notice.
- Legal person shareholders – by proxy, based on 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 one to whom the power of representation has been delegated, together with the certified copy of the certificate issued by the

Trade Register or any official document attesting the quality of legal representative of the signatory of the power of attorney, issued by a competent authority, in original or in true copy of the original, no later than 3 months before the date of publication of the notice of summons.

In the case of a special power of attorney for participation in the meeting, given by a shareholder to a credit institution that provides custody services, it will be accompanied by a declaration on own responsibility given by the institution that received the power of attorney by special power of attorney, stating that: i) the credit institution provides custody services for that shareholder; (ii) the instructions in the special proxy are identical to the instructions in the SWIFT message received by the credit institution to vote on behalf of that 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, as the case may be, stamped.

For shareholders benefiting from custody services, the postal ballot paper signed by the shareholder may be submitted without the need for any other documents if it is accompanied by a declaration on own responsibility given by the legal representative of the credit institution, stating that: i) the credit institution provides custody services for that shareholder, and (ii) the postal voting form is signed by the shareholder and contains voting options identical to those mentioned by the shareholder in a SWIFT message received by the credit institution from that shareholder. The postal voting form and the statement of the credit institution must be submitted to the Company in original, signed by the legal representative of the credit institution and, where applicable, stamped.

After filling in Romanian or English, the special or general power of attorney, respectively the postal ballot paper, signed and, as the case may be, stamped, must reach the company by 17.12.2024, 10 a.m., in a sealed envelope with the mention written clearly and in capital letters "FOR THE A.G.E.A. OF DECEMBER 19/20, 2024", under penalty of losing the right to vote by proxy or by correspondence in the general meeting, according to the legal provisions. Respecting the same deadlines, the special or general powers of attorney and the postal ballots can also be sent by email with an extended electronic signature incorporated according to Law no. 455/2001, to the address juridic@electromagnetica.ro, mentioning in the subject "FOR THE GENERAL MEETING OF DECEMBER 19/20, 2024".

In the case of general powers of attorney, they shall be submitted in copy with the mention of conformity with the original under the signature of the representative, only once before the first use, being valid subsequently for any of the general meetings held within the validity period. The general power of attorney may be granted for a period not exceeding 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 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, stating 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 case of filling in the agenda, the company will provide shareholders with updated special power of attorney and postal voting forms.

If the quorum provided by law is not met on December 19, 2024, the extraordinary general meeting shall be convened on the second call for December 20, 2024, in the same place, at the same time, with the same reference date and with the same agenda.

On the date of the convocation, the capital of Electromagnetica S.A. is RON 67,603,870.40 and consists of 676,038,704 registered shares, dematerialized, with a nominal value of RON 0.10, each share held giving the right to one vote in the general meeting.

In accordance with the company's articles of incorporation, in relation to the provisions of art. 105 para. (233) of Law no. 24/2017 on issuers of financial instruments and market operations, the position of "abstention" expressed by a shareholder or by a representative present on the items on the agenda of the general meetings of shareholders represents a vote expressed on those items on the agenda.

Additional information can be obtained from the Legal Department, phone – 0214042129, 0214042131, 0214042102 or email juridic@electromagnetica.ro.

Chairman of the Board of Directors

Daniela Cucu