

Related information material

ITEM 1 OF THE AGENDA OF THE A.G.E.A. ELECTROMAGNETICA S.A. OF 19.12/20.12.2024

- The resolution submitted for approval to the General Shareholders' Meeting at item 1 on the agenda:

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

- 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;
- 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;
- duration of the program* — a period of maximum 18 months from the date of registration in the commercial register;
- 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;
- the purpose of the program* — the reduction of the share capital by cancelling the repurchased shares.

1. Legal framework

Considering that the shares of Electromagnetica S.A. are traded on the regulated market, the provisions of the Companies Law no. 31/1990, of the capital market legislation, of Regulation (EU) no. 596/2014 on market abuse and Delegated Regulation (EU) no. 1052/2016 supplementing Regulation (EU) no. Regulation (EC) No 596/2014 of the European Parliament and of the Council on regulatory technical standards for the conditions applicable to buy-back programmes and stabilisation measures.

According to the provisions of art. 1031 of the Companies Law no. 31/1990, republished, with subsequent amendments and completions, the redemption of shares may take place under the following conditions:

'(a) authorisation for the acquisition of its own shares shall be granted by the extraordinary general meeting of shareholders, which shall lay down the conditions for such acquisition, in particular the maximum number of shares to be acquired, the duration for which the authorisation is granted, which may not exceed 18 months from the date of registration in the commercial register, and, in the case of acquisition for consideration, their minimum and maximum value;

b) the nominal value of the treasury shares acquired by the company, including those already in its portfolio, may not exceed 10% of the subscribed share capital;

c) the transaction may have as object only fully paid-up shares;

d) the payment of the shares thus acquired shall be made only from the distributable profit or from the available reserves of the company, recorded in the last approved annual financial statement, except for the legal reserves".

According to art. 104, paragraph (1) letter a) of the Companies Law no. 31/1990, republished, with subsequent amendments and completions, the restrictions provided for in art. 1031 shall not apply to shares acquired in order to reduce the share capital.

In accordance with the provisions of art. 105 of the Companies Law no. 31/1990, the shares acquired by the Company do not give the right to dividends during the period of their holding by the Company. According to the same article, the voting right conferred by the shares acquired by the Company will be suspended for the period of their holding by Electromagnetica S.A.

Transactions under the Redemption Program will be made in compliance with the legal provisions.

2. Features

The buyback of the treasury shares will be carried out in order to reduce the share capital of Electromagnetica S.A.

The minimum price to be paid per share is 0.1 lei, and the maximum price to be paid per share is 0.4 lei. The purchase of the shares will be carried out through acquisitions carried out in compliance with the legal provisions on the regulated market administered by B.V.B. for the acquisition of a maximum of 60,000,000 shares. The payment of the shares acquired under the Program will be made from the sources provided by law, namely from the distributable profit or from the available reserves of the company, recorded in the last approved financial statement (the one for 2023), except for the legal reserves.

The duration of the Program will be a maximum of 18 months from the date of registration in the Trade Register of the decision of the General Meeting of Shareholders.

The maximum number of shares to be redeemed is no more than 60,000,000 shares.

The acquisition of shares under the Program will be carried out through all market operations permitted by law, which may also include takeover bids initiated by the Company, in compliance with the legal provisions.

According to the provisions of art. 1031 of the Companies Law no. 31/1990, the statutory body competent to adopt a decision on the redemption of shares is the Extraordinary General Meeting of Shareholders.

In order to implement the Share Buyback Program, the Board of Directors is subject to the approval of the Extraordinary General Meeting of Shareholders to adopt all necessary measures and to fulfill all the formalities required for the fulfillment of the decision of the Extraordinary General Meeting of Shareholders.

This material was approved by the Board of Directors at its meeting on November 14, 2024.