ELECTROMAGNETICA S.A. J40/19/1991, C.U.I. 414118 Bucharest, Sector 5, Calea Rahovei nr. 266-268

ANNUAL REMUNERATION REPORT for the financial year 2024



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CA ECHIPAMENTE EL ECTRICE SI EL ECTRONICE INJECTIE MASE PLASTICE PROJECTARE PRODUCTIE ENERGIE ELECTRICA DIN SURSE REGENERABILE SI FURNIZARE ENERGIE ELECTRICA SUBCONTRACTARE PRODUSE SI SUBANSAMBLE ELECTRONICE, MASE PLASTICE, METALICE





SOLUTII DE ILUMINAT CU LED ELECTROMAGNETICA S.A. It is a Romanian legal person, having the legal form of a joint stock company and is an open commercial company.

The main field of activity is NACE code 265 Manufacture of measuring, verification, control and navigation equipment; production of watches, and the main activity is NACE code 2651 - Manufacture of instruments and devices for measuring, verification, control, navigation.

The company's shares are registered and dematerialized, including all the elements provided by law.

The general meeting of shareholders is the supreme governing body of the company, which decides on its activity and on its economic and commercial policy.

The company is managed in a unitary system, by a board of directors composed of 5 temporary and revocable administrators, elected by the general meeting of shareholders, most of the members of the board of directors being non-executive directors (who have not been appointed directors), elected for a period of 4 years.

Considering that:

- The provisions of art. 107 para. (1) and (2) letter b) of Law no. 24/2017 on issuers of financial instruments and market operations, as subsequently amended and supplemented, according to which:
 - (1) The issuer shall draw up a clear and understandable remuneration report, which provides a comprehensive overview of the remuneration, including all benefits, in any form, granted or due during the last financial year, to the managers individually, including the newly recruited and former managers in accordance with the remuneration policy provided for in Article 106.
 - (2) The remuneration report shall contain, as the case may be, the following information regarding the remuneration of each manager:
 - "b) the annual change in the remuneration, performance of the issuer and the average remuneration on the basis of the full-time equivalent of the issuer's employees who are not managers during at least the last 5 financial years, presented together in a manner that allows comparison"
 - article transposing the provisions of item 4 (referring to art. 9b paragraph 1 letter b) of EU Directive 2017/828;
- The provisions of art. 94 letter b) which represent the transposition into national legislation of the provisions of item 2 letter b) I) of EU Directive 2017/828, according to which, the notion of manager means "any member of the board of directors, as well as any director, in the case of the unitary management system", according to Law no. 31/1990 on companies.
- The fact that in art. 107 para. (2) letter b) of Law no. 24/2017 on issuers of financial instruments and market c) operations, the phrase "the last 5 financial years" refers to the period of 5 years prior to the moment of preparation of the activity report;
- The fact that the Remuneration Policy was approved by the General Meeting of Shareholders on April 25, 2024, being prepared in accordance with:
 - Directive (EU) 2017/828 on encouraging long-term shareholder involvement;
 - The Companies Law no. 31/1990;
 - Law no. 24/2017 on issuers of financial instruments and market operations;
 - Law no. 158/2020 amending Law no. 24/2017;
 - Law no. 126/2018 on markets in financial instruments;
 - Regulation No 5/2018 on issuers of financial instruments and market operations;
 - B.V.B. Corporate Governance Code;
 - Management contracts of the directors approved by the Ordinary General Meeting of Shareholders on April 25, 2024 (decision no. 9);



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- SOLUTII DE ILUMINAT CU LED The remuneration policy, respectively the remuneration report, shall be drawn up in due compliance with the provisions of art. 106 and art. 107 of Law no. 24/2017 on issuers of financial instruments and market operations;
- f) Art. 267 ind. 1 of Regulation no. 5/2018 on issuers of financial instruments and market operations stipulates that "the first remuneration report drawn up in accordance with art. 107 of Law no. 24/2017 presents the information required by law for the last financial year ended after the remuneration policy was submitted for the first time in accordance with art. 106 of Law no. 24/2017, respectively it includes the information established by law related to the financial year";
- The remuneration system is composed of the fixed and variable components, as well as other forms nong) financial benefits, and the Principles of the Remuneration Policy are based on:
 - ensuring sustainability and profits, generating medium and long-term value;
 - promoting competitiveness and rewarding the achievement of objectives;
 - alignment of remuneration with the principles of good governance;
 - promoting transparency on remuneration and the criteria for setting it;
 - ensuring the balance between the fixed allowance and the variable component of the remuneration.
- ELECTROMAGNETICA S.A. presented in the 2022 General Shareholders' Meeting the Remuneration Report h) prepared in accordance with the legal provisions, with the support of the shareholders, respectively it was approved with 370,240,498 votes in favor, against 0 votes, abstention 60,186,472 votes out of the total votes cast:
- i) ELECTROMAGNETICA S.A. presented in the 2023 General Shareholders' Meeting the Remuneration Report prepared in accordance with the legal provisions, with the support of the shareholders, respectively it was approved with 455,378,497 votes in favor, against 0 votes, abstention 1,971,570 votes out of the total votes
- j) The Extraordinary General Meeting of Shareholders on July 3, 2023 approved the amendment of the articles of association;
- k) The Extraordinary General Meeting of Shareholders on July 3, 2023 approved the management contracts;
- ELECTROMAGNETICA S.A. presented in the General Shareholders' Meeting of April 25, 2024 the I) Remuneration Report prepared in accordance with the legal provisions, with the support of the shareholders, respectively it was approved with 447,681,301 votes in favor, against 0 votes and 1,971,570 abstention votes out of the total votes cast;
- The Ordinary General Meeting of Shareholders on April 25, 2024 approved the management agreements again

ELECTROMAGNETICA S.A. applies the following principles:

- 1. Exercise the right to recover variable remuneration for directors and members of the executive management, in certain situations, explicitly defined:
- when there is evidence of misconduct, professional misconduct or repeated errors/misconduct of the directors/members of the executive management, including where the Company has been subject to sanctions as a result of non-compliance with the legal provisions, and the conduct of the Manager has contributed to these sanctions (as determined by a competent authority or a court of law);
- if ELECTROMAGNETICA S.A. suffer significant reputational damage or a significant decrease in financial performance;
- the variable remuneration was granted on the basis of erroneous or false data, incorrect statements of accounts, material errors (from the documents containing financial statements on the basis of which the remuneration was determined or related to the methods of calculating the remuneration, etc.);



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- SOLUTII DE ILUMINAT CU LED ELECTROMAGNETICA S.A. suffer negative consequences, wholly or partly attributable to the Leader, in relation to the Company with clients, affiliates or other interested parties including shareholders, employees, creditors and regulators.
- 2. Intends to exercise its right to recover variable remuneration by means of the Malus, respectively will resort to the type of refund claw-back especially in situations where the Leader's contribution to the occurrence of the respective adverse event can be proven.
- 3. Implementation of a remuneration policy must be consistent across the Group. This is necessary not only in terms of promoting corporate governance principles, but also by allowing investors to rely on comparable remuneration data. It is relevant that ELECTROMAGNETICA S.A., as a company listed on the B.V.B., has the obligation that in the Annual Remuneration Report stipulate the remuneration received by a manager, including those from entities within the Group, respectively the subsidiaries PROCETEL S.A., ELECTROMAGNETICA PRESTSERV S.R.L. and ELECTROMAGNETICA FIRE S.R.L., as defined by Law no. 126/2018 - on markets in financial instruments to art.3 para.1 item 25;
- 4. The performance criteria used to determine the amount of the variable component are established by the Income and Expenditure Budget and consist of:
 - turnover;
 - gross profit.
 - 5. The fulfillment of the performance criteria is certified on the basis of the annual financial results.
- 6. Regarding the number of shares and stock options granted or offered, as well as the main conditions for the exercise of the related rights, including the exercise price and the date, together with any amendments thereto related to the financial year 2024, as provided for in art. 21.1 of the company's articles of incorporation, the remuneration of the directors consists of a fixed monthly allowance and a variable component. The general limits of the variable remuneration are established by resolutions of the ordinary general meeting of shareholders of the company. The variable remuneration can be granted both in cash and/or through the allocation of financial instruments and/or derivative financial instruments (shares, options granted under Stock Option Plan programs, etc.). The variable remuneration may be granted to the members of the Board of Directors, directors and employees of the company, according to the general limits approved by the General Meeting of Shareholders, subject to the achievement of the net profit indicator and the approval of the annual financial statements by the General Meeting of Shareholders. The fund for granting variable remuneration for the achievement of the net profit performance indicator will be determined and recorded in the form of a provision, so that the achievement of the net profit established by the Income and Expenditure Budget is not jeopardized. The payment of the variable remuneration will be made after the approval of the annual financial statements. Within the instruments granted under Stock Option Plan programs for directors and directors, the allocation criteria are established in accordance with the specific legislation, as well as with the provisions of the articles of incorporation.

We specify that, so far, such a request has not been included on the agenda of the ordinary and/or extraordinary general meeting of shareholders, respectively the administrators and/or executive directors have not benefited from this facility.

7. With regard to remuneration, including all benefits, in any form, granted or due during the previous financial year, to individual managers, including new recruits and former managers in accordance with the remuneration policy:



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SOLUTII DE ILUMINAT CU LED 7.1. Ordinary General Meeting of Shareholders on 25.04.2024 – regarding the benefits for 2023 and 2024 respectively

a) Members of the Board of Directors

According to the Articles of Association, in conjunction with the Remuneration Policy, the Company undertakes to pay the director a remuneration representing the net amount of lei/month established annually by the General Meeting of Shareholders.

The Ordinary General Meeting of Shareholders of April 25, 2024 established:

- the monthly remuneration of an administrator: 5,000 lei net;
- additional remuneration of a director, member of the Audit and Risk Committee: 1,250 lei net.

The Ordinary General Meeting of Shareholders of April 25, 2024 ordered, at the proposal of the Board of Directors, not to grant the facilities to the members of the Board of Directors.

b) Executive directors

As far as the executive directors are concerned, as the year 2023 was difficult from an economic point of view, the Ordinary General Meeting of Shareholders of April 25, 2024 ordered, at the proposal of the Board of Directors, not to grant the facilities to the executive directors.

7.2. Ordinary General Meeting of Shareholders of 28/29.04.2025 – regarding the benefits for 2024 and 2025, respectively:

a) Members of the Board of Directors

The Ordinary General Meeting of Shareholders on April 28/29, 2025 will establish the indemnity for the financial year 2025, the proposal being:

- the monthly (net) remuneration of a director:
 - maintaining the current allowance: 5,000 lei net.
- the additional (net) remuneration of a director, member of the Audit and Risk Committee.
- maintaining the current allowance: 25% net monthly of the net monthly remuneration of a director approved by the General Meeting of Shareholders of 25.04.2024, respectively 1,250 lei net.
- the monthly (net) remuneration of the chairman of the Board of Directors 10,000 lei net.

On the agenda of the Ordinary General Meeting of Shareholders of April 28/29, 2025: the proposal of the Board of Directors regarding the non-granting of facilities to the members of the Board of Directors for the year 2024, a facility established according to Article 21.1 of the Articles of Association in force at this time.

b) Executive directors

As for the executive directors, on the agenda of the Ordinary General Meeting of Shareholders of April 28/29, 2025 is the proposal of the Board of Directors regarding the non-granting of facilities to the executive directors for the year 2024, considering the result recorded in 2024.

This Remuneration Report, for the financial year 2024, will be put to the vote at the General Meeting of Shareholders on April 28/29, 2025 and is structured as follows:

- a) Information on remuneration at the level of Electromagnetica S.A. (2020-2024) Annex 1;
- b) Information on remuneration at the level of Electromagentica S.A. subsidiaries (2020-2024) Annex 2.

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Function	Name and Surname	Term of office	Fixed (gross) income (% of the annual salary fund)	*Income (gross) fixed (lei)	Variable (gross) income (% of the annual salaries)	*Income (gross) variable (lei)
Administrator/Audit Committee Member	Calitoiu Elena	01.01.2020-31.12.2020	0,154	46.955	0,00	-
Administrator/Chairman, Audit Committee	Hodea Cristina Ioana Rodica	01.01.2020-31.12.2020	0,154	46.955	0,00	-
Administrator/executive director	Macovei Octavian	01.01.2020-31.12.2020	1,987	605.838	0,00	-
Administrator	Sichigea Elena	01.01.2020-31.12.2020	0,123	37.503	0,00	-
Administrator	Stancu Ioan	01.01.2020-31.12.2020	0,123	37.503	0,00	-
Administrator	Stancu Traian	01.01.2020-31.12.2020	0,123	37.503	0,00	-
Taken CA/dir gen	Scheuşan Eugen	01.01.2020-31.12.2020	2,438	743.348	0,00	-
Chief Executive Officer	Florea Cristina	01.01.2020-31.12.2020	2,075	632.669	0,00	-
Chief Executive Officer	Stoica Mihail	01.01.2020-31.12.2020	2,035	620.473	0,00	-
Member of the Audit Committee	Roman Ileana	01.01.2020-31.12.2020	0,030	9.147	0,00	-
Administrator/Audit Committee Member	Calitoiu Elena	01.01.2021-11.09.2021	0,100	32.660	0,00	-
Administrator/Chairman, Audit Committee	Hodea Cristina Ioana Rodica	01.01.2021-31.12.2021	0,143	46.704	0,00	-
Administrator/executive director	Macovei Octavian	01.01.2021-31.12.2021	1,818	593.763	0,00	-
Administrator	Sichigea Elena	01.01.2021-11.09.2021	0,080	26.128	0,00	-
Administrator	Stancu Ioan	01.01.2021-31.12.2021	0,115	37.559	0,00	-
Administrator	Stancu Traian	01.01.2021-31.12.2021	0,115	37.559	0,00	-
Taken CA/dir gen	Scheuşan Eugen	01.01.2021-31.12.2021	2,253	735.836	0,00	-
Chief Executive Officer	Florea Cristina	01.01.2021-31.12.2021	1,885	615.646	0,00	-
Chief Executive Officer	Stoica Mihail	01.01.2021-31.12.2021	1,871	611.073	0,00	-
Member of the Audit Committee	Roman Ileana	01.01.2021-31.12.2021	0,028	9.145	0,00	-
Interim administrator	Busu Cristian	25.09.2021-31.12.2021	0,030	9.798	0,00	-
Provisional Administrator/Member	Zoescu Mihai	25.09.2021-31.12.2021	0,037	12.084	0,00	-
Administrator/Chairman, Audit Committee	Hodea Cristina Ioana Rodica	01.01.2021-31.12.2021	0,080	26.128	0,00	-
Take CA /dir gen	Scheuşan Eugen	01.01.2022-31.12.2022	2,106	759.232	0,00	-
Administrator/executive director	Macovei Octavian	01.01.2022-31.12.2022	1,751	631.251	0,00	-
Administrator	Stancu Ioan	01.01.2022-31.12.2022	0,096	34.609	0,00	-
Function	Name and Surname	Term of office	Fixed (gross) income	*Income (gross) fixed (lei)	Variable (gross) income	*Income (gross) variable (lei)

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Function	Name and Surname	Term of office	Fixed (gross) income (% of the annual salary fund)	*Income (gross) fixed (lei)	Variable (gross) income (% of the annual salaries)	*Income (gross) variable (lei)
Chief Executive Officer Chief Executive	Florea Cristina Stanila Antoaneta Monica				Variable income of other nature 0.295	115.937
Officer Executive Director/Provisional Administrator	Stoica Mihail Macovei Octavian Bobar Andrei				Variable income of other nature 0.295 Variable income	115.937 115.937
Executive Director/Board Member Chief Executive Officer					of other nature 0.295 Other Variable Income 1,535 Variable income	603.266
Cincol					of other nature 0.305	119.867
Administrator	Scheuşan Eugen	01.01.2024-06.01.2024	0,007	1.748	0,00	-
Provisional Administrator/ Administrator	Zoescu Mihai	06.01.2024-25.04.2024 25.04.2024-31.12.2024	0,408	103.136	0,00	-
Administrator/Audit Committee Member	Cioacă Sorin - Iulian	01.01.2024-31.12.2024	0,518	131.084	0,00	-
Administrator/Audit Committee Member	Trifu Mihai	01.01.2024-31.12.2024	0,518	131.084	0,00	-
Administrator/Chair of the Audit Committee	Gagea Cristina Gabriela	01.01.2024-31.12.2024	0,520	131.435	0,00	-
Executive Director/Board Member	Cucu Daniela- Adi	01-01.2024-31.12.2024	3,632	918.860	0,00	-
Chief Executive Officer	Radu Cristian - Iulian	01.01.2024-30.08.2024	1,705	431.390	Variable income of other nature 0.746	188.774
Chief Executive Officer	Ion Robert - Stefan	02.09.2024-31.12.2024	0,791	200.121	0,00	-

^{*} The fixed and variable gross income (in lei) was determined for the previous periods by applying the percentages on the salary fund corresponding to each period. Discrepancies may occur due to the rounding process.

	2020	2021	2022	2023	2024
Average number of employees	388	385	368	350	211
Average salary per company - with administrators - no administrators and executive directors	6,391 lei	6,831 lei	7,898 lei	8,985 lei	9,991 lei
	5,846 lei	6,297 lei	7,196 lei	7,715 lei	9,466 lei
Annual increase in the salary fund - with administrators - no administrators and executive directors	0,00%	6,05%	15,62%	10,30%	-36,90%
	0,00%	6,87%	14,28%	9,01%	-33,66%

^{*} The information can be found in the individual/consolidated Financial Statements approved by the General

Meeting of Shareholders' Meeting each year, available on the Electromagnetica website:

https://www.electromagnetica.ro/info-financiar/

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Annex 2 Information on remuneration at the level of Electromagentica S.A. subsidiaries (2020-2024)

a) ELECTROMAGNETICA FIRE S.R.L.

Function	Name and Surname	Term of office	Fixed (gross) income (% of the annual salary fund)	Variable (gross) income (% of the annual salaries)
Administrator	Rogoz Maria	01.01.2020-31.12.2020	11,98	0,93
Administrator	Rogoz Maria	01.01.2021-31.12.2021	11,95	0,92
Administrator	Rogoz Maria	01.01.2022-31.12.2022	10,92	0,91
Administrator	Rogoz Maria	01.01.2023-15.12.2023	9,47	0,51
Administrator	Radu Cristian - Iulian	15.12.2023-31.12.2023	0,02	0,00
Administrator	Radu Cristian - Iulian	01.01.2024-14.08.2024	1,38	0,00

	2020	2021	2022	2023	2024
Average number of employees	25	19	19	26	10
Average salary per company - with administrator - no administrator and executive directors	4,615 lei	6,355 lei	6,956 lei	5,251 lei	3,953 le
	4,062 lei	5,596 lei	6,133 lei	4,914 lei	4,332 le
Annual increase in the salary fund - with administrator - no administrator and executive directors	9,37%	37,69%	9,46%	3,29%	-71,04%
	8,26%	37,75%	9,60%	11,28%	-68,27%

b) ELECTROMAGNETICA PRESTSERV S.R.L.

Function	Name and Surname	Term of office	Fixed (gross) income (% of the annual salary fund)	Variable income (% of the annual salaries)
Administrator	Ciobanu Gheorghe	01.01.2020-31.12.2020	24,23	a) 8.54% (gross) of the annual salary fund b) Additional 3,345 lei (net) cval meal vouchers and 4,869 lei (net) cval fuel
Administrator	Ciobanu Gheorghe	01.01.2021-01.07.2021	10,13	a) 6.85% (gross) of the annual salary fund b) Additional 3,375 lei (net) cval meal vouchers and 4,499 lei (net) cval fuel
Administrator	Stanila Antoaneta Monica	01.07.2021-31.12.2021	8,57	0,00
Administrator	Stanila Antoaneta Monica	01.01.2022-31.12.2022	14,65	0,00
Administrator	Stanila Antoaneta Monica	01.01.2023-15.12.2023	10,03	0,00
Administrator	Radu Cristian - Iulian	15.12.2023-31.12.2023	0,04	0,00
Administrator	Radu Cristian - Iulian	01.01.2024-28.11.2024	0,99	0,00

	2020	2021	2022	2023	2024
Average number of employees	19	19	19	22	10
Average salary per company - with administrator - no administrator and executive directors	3,869 lei	4,094 lei	4,795 lei	4,266 lei	3,166 lei
	2,968 lei	3,047 lei	4,093 lei	4,051 lei	3,483 lei
Annual increase in the salary fund - with administrator - no administrator and executive directors	0,00%	5,80%	17,12%	2,32%	-67,73%
	0,00%	2,68%	34,31%	14,62%	-64,47%



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CHIPAMENTE ELECTRICE SI ELECTRONICE
INJECTIE MASE PLASTICE
PROIECTARE
PRODUCTIE ENERGIE ELECTRICA DIN SURSE
REGENERABILE SI FURNIZARE ENERGIE ELECTRICA
SUBCONTRACTARE PRODUSE SI SUBANSAMBLE
ELECTRONICE, MASE PLASTICE, METALICE
SOLUTII DE ILUMINAT CU LED





Function	Name and Surname	Term of office	Fixed (gross) income (% of the annual salary fund)	Variable (gross) income (% of the annual salaries)
Administrator	Stanila Antoaneta Monica	01.01.2020-31.12.2020	41,36	5,98
Administrator	Stanila Antoaneta Monica	01.01.2021-31.12.2021	42,62	8,52
Administrator	Stanila Antoaneta Monica	01.01.2022-31.12.2022	35,30	6,72
Administrator	Stanila Antoaneta Monica	01.01.2023-29.12.2023	30,58	12,60
Administrator	Radu Cristian - Iulian	29.12.2023-31.12.2023	0,01	0,00
Administrator	Radu Cristian - Iulian	01.01.2024-31.12.2024	9,88	0,00

	2020	2021	2022	2023	2024
Average number of employees	5	5	6	8	4
Average salary per company - with administrator - no administrator and executive directors	6,872 lei	8,283 lei	8,759 lei	5,135 lei	2,214 lei
	4,439 lei	5,457 lei	6,256 lei	4,033 lei	2,660 lei
Annual increase in the salary fund - with administrator - no administrator and executive directors	10,71%	20,54%	5,74%	-24,62%	-80,84%
	5,92%	22.93%	14,62%	-14,05%	-75,12,%