

# ELECTROMAGNETICA

## PROCEDURE on the organisation and conduct of the Ordinary General Meeting of Shareholders ELECTROMAGNETICA S.A. of 24/25.04.2026

The Board of Directors of **ELECTROMAGNETICA S.A.**, meeting on 18.03.2026, convened the Ordinary General Meeting of Shareholders for **24/25.04.2026**, 11:00 hours, at the company's headquarters in Bucharest, Sector 5, Calea Rahovei, no. 266 - 268.

The convocation was made in accordance with the legal provisions in force, namely:

- Companies Law no. 31/1990 R, as subsequently amended and supplemented;
- Law no. 24/2017 on issuers of financial instruments and market operations;
- The regulations of the A.S.F., given in application of Law no. 24/2017;
- The Articles of Association of ELECTROMAGNETICA S.A.

The company's share capital consists of 676,038,704 registered shares, with a nominal value of RON 0.10, dematerialized and indivisible, of which **663,807,889** have voting rights, **each** of these shares giving the right to one vote at the general meeting of shareholders. We mention that a number of 12,230,815 shares are repurchased according to the Decisions of the General Shareholders' Meeting no. 1 of 19.12.2024 (published in the Official Gazette of Romania, Part IV no. 33/08.01.2025), representing a total of 1.81% of the share capital, whose voting rights are suspended according to art. 105 para. 2 of the Companies Law no. 31/1990 on the date of the convocation. The total number of shares and the number of non-suspended voting shares (exercisable voting rights) on the reference date, **14.04.2026**, will be displayed on the company's website – [www.electromagnetica.ro](http://www.electromagnetica.ro).

At the AGM of 24/25.04.2026 all ELECTROMAGNETICA S.A. shareholders who hold shares at the end of **14.04.2026**, considered **a reference date**, are entitled to participate and vote, this procedure not limiting their participation and exercise of rights.

Shareholders can participate in the General Shareholders' Meeting of 24/25.04.2026 personally (directly) or through representatives.

The verification of the identity of the shareholders or their representatives is done before entering the meeting room, respectively at the time of issuing the ballot.

### Voting rules

For the items on the agenda, **the vote will be expressed by choosing only one option from the variants "For", "Against", "Abstention"**.

**In accordance with the articles of incorporation of the company, 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.**

**The secret ballot is mandatory for the appointment of EVCONT AUDIT S.R.L. as External Financial Auditor of ELECTROMAGNETICA S.A., for a period of 2 (two) years, respectively mandate for auditing the financial statements for the period 2026 - 2027 and mandating the Board of Directors in order to conclude the financial audit services contract and establish the conditions for exercising the audit activity, in compliance with all legal provisions applicable to this activity. (for item 6 on the agenda of this General Shareholders' Meeting).**

The validation of the vote is made for each item on the agenda.

The votes cast will be annulled for procedural defects in the following situations:

- they are illegible;
- contain contradictory or confusing choices;

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- are conditionally expressed.

Votes annulled for procedural defects shall be taken into account for the determination of the quorum, but shall not be taken into account when the item on the agenda to which they relate is put to the vote.

The voting rights for the shares repurchased by the company is suspended.

In order to carry out the voting of A.G.O.A. ELECTROMAGNETICA S.A. on 24/25.04.2026 in good conditions, the materials related to the agenda, the draft decisions, as well as the materials necessary for the holding of the meeting under the law, can be consulted or purchased by the shareholders, for a fee, from the company's headquarters in Bucharest, Sector 5, Calea Rahovei, no. 266 – 268, or from the official website as follows:

Individual and consolidated annual financial statements for the year ended 31.12.2025, Reports of the Board of Directors for the individual and consolidated annual financial statements for 2025, Statement according to the Corporate Governance Code of the Bucharest Stock Exchange, Statements according to Law no. 24/2017 on individual and consolidated financial statements as of 31.12.2025, Opinions of the financial auditor on the financial statements individual and consolidated as of 31.12.2025, Annual Financial Report 2025, current form of the Articles of Incorporation, resignations of executive directors, Material on how to cover the loss recorded on December 31, 2025, Press release on how to cover the loss recorded on December 31, 2025, Income and Expenditure Budget for 2026 and the Activity Program for the financial year 2026, The remuneration report of the company's directors for 2025 and the related material, the material regarding the appointment of EVCONT AUDIT S.R.L. as External Financial Auditor of Electromagnetica S.A. for a period of 2 years, respectively mandate for auditing the financial statements for the period 2026 - 2027 and mandating the Board of Directors in order to conclude the financial audit services contract and establish the conditions for exercising the audit activity, in compliance with all legal provisions applicable to this activity, the informative material related to the point regarding the discharge of to the directors for the activity carried out in the financial year 2025, the material on the remuneration due to the members of the Board of Directors and the members of the Audit and Risk Committee attached to the Board of Directors, the draft decisions, the voting procedure, the ballot forms by correspondence and special power of attorney (related to the General Shareholders' Meeting) as of **19.03.2026**;

- The forms for voting by correspondence and special power of attorney, published on 19.03.2026 will be updated and filled in as there will be requests to fill in the agenda from shareholders and will be made available to shareholders from **13.04.2026**.

**Based on these documents and this procedure, the shareholders will exercise their vote between 15.04.2026, 09:00 hours – 22.04.2026, 11:00 hours.**

The shareholders of ELECTROMAGNETICA S.A., entitled to participate in the General Shareholders' Meeting of 24/25.04.2026 may exercise their vote, as follows:

- **personal**

- presenting themselves in the hall;
- on the basis of a postal ballot, sent in original or sent by electronic means with an extended electronic signature.

- **by proxy**

- special power of attorney sent on a written form or by electronic means with an extended electronic signature;
- general power of attorney.

The special power of attorney may be granted to any person for representation in a single general meeting and shall contain specific voting instructions from the shareholder, with a clear indication of the voting option for each item on the agenda of the General Meeting. In this situation, the provisions of art. 125 (5) of Law no. 31/1990 R, as subsequently amended and supplemented, are not applicable.

The general power of attorney may be granted under the conditions of art. 105 para. (13) of Law no. 24/2017, by the shareholder, as a client, to an intermediary (defined according to art. 2 para. (1) item 19 of Law no. 24/2017) or a lawyer. The general power of attorney is submitted, before its first use, to ELECTROMAGNETICA S.A. in copy, including the mention of conformity with the original under the signature of the representative.

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In the situation provided for in art. 105 para. (11) of Law no. 24/2017, the credit institution may participate and vote in the A.G.O.A. provided that it submits to the issuer a declaration on its own responsibility, signed by the legal representative of the credit institution, specifying:

- a) clearly, the name/name of the shareholder on whose behalf the credit institution participates and votes at the GSM;
- b) the credit institution providing custody services for that shareholder.

## **A) Voting in the General Shareholders' Meeting ELECTROMAGNETICA S.A. of 24/25.04.2026 by correspondence**

The shareholders of ELECTROMAGNETICA S.A. may exercise their vote in the General Shareholders' Meeting by correspondence, as follows:

- I. using the ballot form sent to ELECTROMAGNETICA S.A. in original (written format);
- II. using the ballot form sent to ELECTROMAGNETICA S.A. by electronic means with an extended electronic signature, based on a qualified certificate.

### **I. Voting by correspondence using the ballot form sent to ELECTROMAGNETICA S.A. in original (written format).**

The forms for voting by correspondence in written format are filled in by the shareholder (the natural person or the legal representative of the shareholder who is a legal person) and are submitted to the headquarters of ELECTROMAGNETICA S.A. **starting with 15.04.2026, 09:00 hours, until 22.04.2026 at the latest, 11:00 hours, the** date of the registry number, accompanied by the following documents:

#### **For individuals:**

- copy of BI/CI or passport, as the case may be, having a legible written CNP (personal identification number).

#### **For legal entities:**

- copy of the BI/CI or passport of the legal representative, having a legible CNP (personal identification number);

- proof of the quality of legal representative, respectively certificate of ascertainment issued by the Trade Register, presented in original or true copy of the original, or any other document, in original or true copy of the original, issued by a competent authority of the state where the shareholder is legally registered, attesting to the quality of legal representative. The documents certifying the quality of legal representative of the legal person shareholder shall be issued no later than 3 months before the date of publication of the convening notice of the general meeting. The documents certifying 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 in Romanian or English, without requesting their legalization or apostille.

In the event that the legal representative is on the list of shareholders as of the reference date received from the Central Depository, the certificate of ascertainment is no longer required.

If the legal representative is a legal person, documents will be attached showing the identity and legal capacity of the persons who sign and transmit the ballot.

The shareholder can complete and submit to ELECTROMAGNETICA S.A. Postal ballot form in written format in either Romanian or English.

In the case of mailing, the following address will be mentioned on the envelope:

**ELECTROMAGNETICA S.A. – FOR THE SHAREHOLDERS' MEETING OF APRIL 24/25, 2026, Bucharest, Sector 5, Calea Rahovei, no. 266 - 268.**

The postal ballot form in written format - in the form approved by the Board of Directors of the company (drafted in Romanian and English) is the annex to this procedure.

**II. Voting by correspondence using the ballot form sent to ELECTROMAGNETICA S.A. by electronic means with an extended electronic signature, based on a qualified certificate.**

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Shareholders, natural persons, respectively legal representatives of legal person shareholders, who are holders of the extended electronic signature, based on a qualified certificate according to Law no. 214/2024, can use this method of transmitting the vote **starting with 15.04.2026, 09:00 hours, until 22.04.2026 at the latest, 11:00 hours**. To do this, fill in the ballot forms, sign them electronically using the extended electronic signature and send them to the e-mail address [juridic@electromagnetica.ro](mailto:juridic@electromagnetica.ro).

The method of filling in the ballot paper, as well as the accompanying documents, follows the same procedure as the one previously presented for the expression of the vote by correspondence on a written form sent in original to ELECTROMAGNETICA S.A.

## **B) Voting in the General Shareholders' Meeting of Shareholders of Electromagnetica S.A. of 24/25.04.2026, by "special power of attorney"**

Representation in the Ordinary General Meeting of Shareholders can also be made by persons other than the shareholders, based on a special power of attorney, as follows:

I. using the special power of attorney sent to ELECTROMAGNETICA S.A. on a written form, in original;

II. using the special power of attorney sent to ELECTROMAGNETICA S.A. by electronic means with an extended electronic signature, based on a qualified certificate.

### **I. Exercising the vote using the special power of attorney sent to ELECTROMAGNETICA S.A. on a written form, in original**

The special power of attorney forms are filled in and signed by the shareholder (natural person or legal representative of the legal entity) in three original copies (copy 1 for the authorized person, copy 2 for ELECTROMAGNETICA S.A., copy 3 for the shareholder). Copy 2 (ORIGINAL) is submitted to the headquarters of **ELECTROMAGNETICA S.A. starting with 15.04.2026, 09:00 hours, until 22.04.2026 at the latest, 11:00 hours**, the date of the registry number, accompanied by the following documents:

#### **For individuals:**

- copy of the ID / ID or passport, as the case may be, with the CNP (personal identification number) legibly written, shareholder;

- copy of ID / ID or passport, as the case may be, with a legible written CNP (personal identification number).

#### **For legal entities:**

- copy of the BI/CI or legal representative passport, with a legible written CNP (personal identification number);

- copy of BI/CI or passport, as the case may be, with CNP (personal identification number) written legibly for the proxy;

- proof of the quality of legal representative, respectively certificate of ascertainment issued by the Trade Register, presented in original or true copy of the original, or any other document, in original or true copy of the original, issued by a competent authority of the state where the shareholder is legally registered, attesting to the quality of legal representative. The documents certifying the quality of legal representative of the legal person shareholder shall be issued no later than 3 months before the date of publication of the convening notice of the general meeting. The documents certifying 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 in Romanian or English, without requesting their legalization or apostille.

In the event that the legal representative is on the list of shareholders as of the reference date received from the Central Depository, the certificate of ascertainment is no longer required.

In addition to the Special Power of Attorney form in Romanian, ELECTROMAGNETICA S.A. will make available to the shareholders the respective special power of attorney form translated into English.

The special power of attorney can be completed and sent to ELECTROMAGNETICA S.A. by the shareholder, either in Romanian or in English.

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In the case of sending the special power of attorney by mail, the following address shall be mentioned on the envelope:

**ELECTROMAGNETICA S.A. – FOR THE SHAREHOLDERS' MEETING OF APRIL 24/25, 2026, Bucharest, Sector 5, Calea Rahovei, no. 266 - 268.**

The "Special Power of Attorney" form, in the form approved by the Board of Directors of the company (drafted in Romanian and English) is the annex to this procedure.

## **II. Voting using the special power of attorney sent to ELECTROMAGNETICA S.A. by electronic means with an extended electronic signature, based on a qualified certificate**

Shareholders, natural persons, respectively legal representatives of legal person shareholders, who are holders of the extended electronic signature, based on a qualified certificate according to Law no. 214/2024, can use this method of transmitting the vote **starting with 15.04.2026, 09:00 hours, until 22.04.2026 at the latest, 11:00 hours**. To do this, the special powers of attorney forms are filled in, signed electronically using the extended electronic signature and sent to the e-mail address [juridic@electromagnetica.ro](mailto:juridic@electromagnetica.ro).

The method of filling in the special powers of attorney, as well as the accompanying documents, follows the same procedure as the one previously presented for the expression of the vote by special power of attorney sent on a written form.

## **C) Exercising the vote in the A.G.O.A. ELECTROMAGNETICA S.A. of 24/25.04.2026, by general power of attorney**

The representation in the Ordinary General Meeting of Shareholders of ELECTROMAGNETICA S.A. of 24/25.04.2026 may also be made through persons other than the shareholders, based on a general power of attorney valid for a period not exceeding 3 years, if the parties have not expressly provided for a longer term, granted under the conditions of art. 105 para. (13) of Law no. 24/2017, from shareholder as customer, to an intermediary defined in accordance with the provisions of art. 2, para. (1), item 19 of Law no. 24/2017, or to a lawyer, without requesting additional documents relating to the respective shareholder, shall be signed by that shareholder and shall be accompanied by a declaration on own responsibility given by the legal representative of the intermediary or by the lawyer who has received the power of attorney through the general power of attorney, stating that:

- 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;

- the general power of attorney is signed by the shareholder, including by attaching an extended electronic signature, if applicable;

- The declaration provided for in para. (1) must be submitted to ELECTROMAGNETICA S.A. in original, signed and, as the case may be, stamped, without fulfilling any other formalities in relation to its form. The declaration is submitted to ELECTROMAGNETICA S.A. together with the general power of attorney.

The general power of attorney, before its first use, is submitted to the headquarters of ELECTROMAGNETICA S.A. until 22.04.2026 at 11:00 a.m., in copy, including the mention of compliance with the original under the signature of the representative.

Before receiving the ballot paper, the representative appointed by the shareholder by general power of attorney will fill in a declaration on his own responsibility, which will be updated on the occasion of each General Meeting held by ELECTROMAGNETICA S.A. during the period of validity of the general power of attorney, from which it results that he/she is not in a situation of conflict of interest according to the provisions of art. 105 para. (15) of Law no. 24/2017, as well as the fact that the general power of attorney is signed by the shareholder, including by attaching an extended electronic signature if applicable.

The general power of attorney must contain the following information:

- the identification data of the shareholder;

- the identification data of the representative (the one to whom the power of attorney is granted) and the express mention that he/she is, either an intermediary defined according to art. 2, para. (1), item 19 of Law no. 24/2017, either a lawyer;

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- the date of granting the power of attorney and the period of validity (the power of attorney bearing a later date has the effect of revoking the previously dated power of attorney);
- specifying that the shareholder empowers the representative to participate and vote on his behalf by the general power of attorney in the general meeting for the entire shareholder holding on the reference date, with the express specification of the company/companies for which the respective general power of attorney is used.

The general power of attorney will be accompanied by the following documents:

**For individual shareholders:**

- copy of the ID / ID or passport, as the case may be, with the CNP (personal identification number) legibly written, shareholder;

**For shareholders of legal entities:**

- copy of the BI/CI or passport of the legal representative, with a legible written CNP (personal identification number);
- proof of the quality of legal representative, respectively certificate of ascertainment issued by the Trade Register, presented in original or true copy of the original, or any other document, in original or true copy of the original, issued by a competent authority of the state where the shareholder is legally registered, attesting to the quality of legal representative. The documents certifying the quality of legal representative of the legal person shareholder shall be issued no later than 3 months before the date of publication of the convening notice of the general meeting. The documents certifying 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 in Romanian or English, without requesting their legalization or apostille.

**For empowered individuals:**

- copy of BI/CI or passport, as the case may be, with a legible written CNP (personal identification number);

**For legal entity proxies:**

- copy of BI/CI or passport, as the case may be, with CNP (personal identification number) written legibly for the proxy.
- proof of the quality of legal representative, respectively certificate of ascertainment issued by the Trade Register, presented in original or true copy of the original, or any other document, in original or true copy of the original, issued by a competent authority of the state where the shareholder is legally registered, attesting to the quality of legal representative. The documents certifying the quality of legal representative of the legal person shareholder shall be issued no later than 3 months before the date of publication of the convening notice of the general meeting. The documents certifying 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 in Romanian or English, without requesting their legalization or apostille.

**IMPORTANT !**

In the case of both special and general power-of-attorney, the proxy may not be substituted by another person, unless this right has been expressly conferred on him by the shareholder, in the power of attorney. Provided that the authorised person is a legal person, he or she may exercise the mandate received through any person who is part of its administrative or management body or among its employees. If the participating natural person is the legal representative, then he/she will prove his/her capacity through the same documents requested in the case of making requests to complete the agenda or ask questions. If the mandate is exercised through another person who is part of the administrative or management body or among the employees of the legal entity, a power of attorney will be added to the aforementioned documents, IN ORIGINAL, signed by the legal representative for the designation of the person to participate in the general meeting in which the quality/position held within the legal entity designated by the shareholder as his representative is mentioned.

**D) Voting in the General Shareholders' Meeting of Electromagnetica S.A. of 24/25.04.2026 in the meeting room by the shareholders present or represented**

Access to the room is allowed:

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- individual shareholders: based on a valid identity document (CI/BI or passport) with a legible CNP registered;
- legal person shareholders: based on the valid identity document of the legal representative (CI/BI or passport) with a legible CNP that will be identified in the list of shareholders from the reference date received from the Central Depository. 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, the proof of the quality of legal representative will be made on the basis of a certificate of ascertainment issued by the Trade Register, presented in original or true copy of the original, or any other document, in original or in true copy of the original, issued by a competent authority of the state where the shareholder is legally registered, which certifies the quality of legal representative. The documents certifying the quality of legal representative of the legal person shareholder will be issued no later than 3 months before the date of publication of the convening notice of the general meeting;
- representatives, for whom the shareholders have issued special or general powers of attorney, based on the valid identity document;
- credit institutions that provide custody services (through its legal representative or empowered) - based on an affidavit signed by the legal representative of the credit institution that the provisions of art. 105 para. (11) of Law no. 24/2017 (*being clearly indicated, at least, the identity of the shareholder on whose behalf the credit institution participates and votes and the fact that the credit institution provides custody services for that shareholder*) and to:
  - a) the valid identity document of the legal representative, if he/she participates in the OGMS;
  - b) the valid identity document of the authorized person, its original power of attorney and the copy of the valid identity document of the legal representative.

The declaration (signed and stamped, in original), power of attorney (signed and stamped, in original) and copy of the identification documents must be submitted to the company no later than 48 hours before the General Meeting of Shareholders.

After verifying the identity of the individual shareholders, the legal representatives of the legal entities and the proxies appointed by the shareholders, they are given 1 (one) ballot form, as follows:

- a ballot form on which items 1, 2, 3, 4, 5, 7, 8, 9 on the agenda will be voted;
- a secret ballot form on which item 6 on the agenda will be voted.

**The secret ballot is mandatory for the appointment of EVCONT AUDIT S.R.L. as External Financial Auditor of ELECTROMAGNETICA S.A., for a period of 2 (two) years, respectively mandate for auditing the financial statements for the period 2026 - 2027 and mandating the Board of Directors in order to conclude the financial audit services contract and establish the conditions for exercising the audit activity, in compliance with all legal provisions applicable to this activity. (for item 6 on the agenda of this General Shareholders' Meeting).**

The ballot forms will include:

- identification of the general meeting for which it was issued;
- the reference date of the meeting;
- the date of issuance of the ballot;
- the number of votes held;
- the items on the agenda;
- the possibility of voting in one of the options 'for' or 'against' or 'abstention';
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Upon handing over the ballot paper, the shareholder or the authorized person shall sign the ballot form on the countermark, which shall be kept by the technical secretary appointed by the Chairman of the Board of Directors on the day of the meeting.

For the proxies appointed by special powers of attorney, after identifying them and comparing the two forms of special powers of attorney (the one sent to ELECTROMAGNETICA S.A. and the one held by the proxy), they will be issued, based on signature, the ballot paper completed according to the option of the represented shareholder, according to the legal provisions. In the case of representation of several shareholders, the proxies will receive ballots for each shareholder represented.

The representatives appointed by general powers will receive an unfilled ballot paper.

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**Attention for the proxies! The submission of the received ballots to the ballot box is equivalent to the exercise of the right to vote by the represented shareholder.**

We mention that, for the validity of the deliberations of the Ordinary General Meeting of 24.04.2026, it is necessary, according to the law and the articles of incorporation, the presence/representation of shareholders representing **at least a quarter of the total number of voting rights**, and the decisions are taken with a majority of the votes cast.

If the conditions of validity at the first call are not met, the meeting will be held at the second call, respectively on **25.04.2026**, in the same location and at the same time as at the first call, with the same agenda, which may deliberate on the issues on the agenda, regardless of the share of capital represented by the shareholders present, the decisions being taken by a majority of the votes cast.

**In accordance with the articles of incorporation of the company, 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. Shareholders may revoke or modify the vote or mandates submitted, no later than 22.04.2026, 11:00 hours, taking into account the last vote submitted to ELECTROMAGNETICA S.A.**

In the event that the shareholder who cast his vote by correspondence participates in person or through a representative at the general meeting, the postal vote cast for that general meeting shall be annulled. In this case, the vote cast in person or by proxy shall be taken into account.

If the person representing the shareholder by personal participation in the general meeting is other than the one who cast the vote by correspondence, then for the validity of his vote, he presents at the meeting a written revocation of the vote by correspondence, signed by the shareholder or by the representative who cast the vote by correspondence. This is not necessary if the shareholder or his legal representative is present at the general meeting.

The revocation will have the same legal form as the document to be revoked.

The management of ELECTROMAGNETICA S.A. recommends to its shareholders, as far as possible:

- to access the supporting materials for the items on the agenda of the Ordinary General Meeting in electronic format, available on the company's website, rather than the copies available at the company's headquarters;
- vote by mail using the postal ballot available on the company's website;
- to use all the means of electronic communication indicated in the convening notice rather than the post or courier at the Company's headquarters, when sending the powers of attorney for representation at the General Meeting of Shareholders' Meeting or the ballot paper by correspondence.