

To: **Bucharest Stock Exchange**
ASF, Financial Instruments and Investments Sector

CURRENT REPORT

Report date: **11/04/2023**

According to:

- Regulation ASF 5/2018 regarding issuers of financial instruments and market operations
- Law 297/2004 on the capital market;
- Law 24/2017 regarding issuers of financial instruments and market operations

Entity name: ELECTROMAGNETICA S.A.

Address: CALEA RAHOVEI NO. 266-268, DISTRICT 5, BUCHAREST

Telephone: 404.21.02; 404.21.08 FAX: 404.21.95; 404.21.94

Order number in the Trade Register: J 40/19/1991

Unique Registration Code: 414118

Subscribed and paid-up capital: 67,603,870.4 lei

The regulated market on which the issued securities are traded: Premium Category, BVB

Important events to report: **Completion of the Notice of the Ordinary General Meeting of ELECTROMAGNETICA SA Shareholders on April 27/28, 2023.**

**COMPLETED CALL FOR ORDINARY GENERAL MEETING OF THE COMPANY'S
SHAREHOLDERS ELECTROMAGNETICA SA
dated 27/28 APRIL 2023**

The Board of Directors of the Company **ELECTROMAGNETICA SA**, with headquarters in Bucharest, Calea Rahovei no 266-268, Sector 5, met in the meeting dated 11.04.2023, electronic vote, decided to complete the convening of the Ordinary General Meeting of the Company's Shareholders (OGMS) from on April 27, 2023, 10:00 a.m. (first call), respectively April 28, 2023, 10:00 a.m. (second call), at the company's headquarters, for all shareholders registered in the Company's Shareholder Register held by Depozitarul Central SA, at the end of the day of 13.04.2023, considered the reference date for these meetings.

Pursuant to the rights conferred by law and the own Constitutive Act, considering the request of the shareholder **Societatea de Investitii Financiare Oltenia SA**, which owns 28.161% of the share capital, formulated by Address no. 4302/10.04.2023 which was registered at ELECTROMAGNETICA SA under no. 2032 /10.04.2023, in accordance with the provisions of art 117 ind 1 of Law no 31/1990 on companies and art 105 paragraph 3 letter a) of Law no 24/2017 on issuers of financial instruments and market operations and art 189 of Regulation no 5/2018 regarding the issuers of financial instruments and market operations, the agenda of the Ordinary General Meeting of Shareholders that will take place on April 27, 2023 at 10:00 am (first call) and April 28, 2023 at 10 am is completed: 00 (second call) at the company headquarters in Bucharest, sector 5, Calea Rahovei no. 266-268, published in the Official Gazette of Romania, part IV of no. 1381 of March 23, 2023 and in the "Bursa" newspaper of March 23, 2023 , with the following two points:

No crt	INVESTMENTS	Estimated value (euro, without VAT)
1	CONSTRUCTION WORKS AND MODERNIZATION OF BUILDINGS	550.000
1.1.	<i>Construction works and modernization of headquarters buildings</i>	500.000
1.2	<i>Modernization works/building design P.Ispirescu/M.Filaret/G.Georgescu</i>	50.000
2	TECHNICAL INSTALLATIONS, MEANS OF TRANSPORTE	566.600
2.1	Technological equipment (machines, machines and work installations)	37.000
2.2	<i>Machinery and production devices</i>	230.000
2.2	<i>Measuring, control and regulation devices and installations</i>	139.600
2.4	<i>Means of transport (car and lift)</i>	160.000
3	FURNITURE, OFFICE EQUIPMENT, HUMAN VALUES PROTECTION SYSTEMS AND MATERIALS AND OTHER TANGIBLE ASSETS	10.000
4	POWER INCREASE WITH 0.75 MW, CONSTRUCTION OF MT LINE	160.000
5	MODERNIZATION OF PT3 AND PT5	100.000
6	UNDENOMINATED	10.000
7	ACTIVITATEA DE PRODUCTIE ENERGIE ELECTRICA REGENERABILA DIN SURSE HIDRO	1.300.000

TOTAL

2,696,600

Thus, for the ordinary meeting convened for April 27, 2023 at 10:00 a.m., for all shareholders registered on April 13, 2023, it will be as follows

Agenda:

1. Approval of the individual annual financial statements for the year ended 31.12.2022 according to the Accounting Regulations in accordance with the International Financial Reporting Standards, accompanied by the report of the Board of Directors and the report of the financial auditor, consisting of:

- financial situation;
- the overall result situation;
- the state of changes in equity
- the cash flow situation
- the notes to the individual financial statements;

2. Approval of the consolidated annual financial statements for the year ended 31.12.2022 according to the Accounting Regulations in accordance with the International Financial Reporting Standards accompanied by the report of the Board of Directors and the report of the financial auditor, consisting of:

- the consolidated situation of the financial position;
- the consolidated situation of the global result;
- the consolidated situation of changes in equity;
- the consolidated situation of treasury flows
- notes to the consolidated financial statements.

3. Approving the distribution of the net profit in the amount of 25,231,093 lei (from which the legal reserve was deducted) and fixing the dividend in the gross amount of 0.005 lei/share, mandating the Board of Directors to appoint the paying agent.

4. Approval of 01.09.2023 as the Dividend Payment Date, according to article 87 paragraph 2 of law no. 24/2017 in conjunction with article 2 paragraph 2 letter h) and article 178 of Regulation no. 5/2018. If there are changes to the legislative framework regarding the method of calculating the payment date, the payment date is set on the last working day of the maximum period provided by the legal provisions, thus modified, between the registration date and the payment date. In such a case, the Board of Directors will send and publish a current report, also available on the company's website, regarding the modified payment date.

5. Ratification of the registration in the financial statements of the related company for 2022 of the full coverage of the accounting losses recorded on December 31, 2021 in the amount of 16,113,467 lei by using the reserves as follows:

Account 1061,001	Inflation adjustments - legal reserves (IAS29)	8,649,877
Account 1068.9	Adjustments to other reserves from tax facilities (IAS 29)	194,879
Account 1068.3	Other reserves - own sources of financing	7,268,711
	Total	16,113,467

according to the mandate granted by the Ordinary General Meeting of Shareholders of 28.04.2022

6. Discharge of administrators for the financial year 2022, respectively:

- a) the period 01.01 - 28.04.2022;
- b) the period 28.04 - 15.08.2022;
- c) the period 15.08 - 31.12.2022;

- 7.** Approval of the Budget of revenues and expenses for the year 2023 and the Investment Program for the financial exercise of the year 2023, with the mandate of the Board of Administration to correlate the elements of revenues and expenses, in the event of the occurrence of unpredictable random events.
- 8.** Acknowledgment of the renunciation of the administrator mandate held by Mrs. Hodea Cristina Ioana Rodica starting from 15.08.2022 following the admission by the Public Pension House - Local Pension House Sector 1 of the request to grant the partially anticipated pension, ascertaining the legal termination of the mandate from the position of provisional administrator held by Mrs. Gagea Cristina Gabriela on the date of this meeting.
- 9.** Approval of the completion of the deletion formalities from the records of the Trade Registry Office next to the Bucharest Court, from the position of administrator (Ms. Hodea Cristina Ioana Rodica), respectively provisional administrator (Ms. Gagea Cristina Gabriela) as a result of relinquishing the mandate, respectively legal termination of the mandate.
- 10.** Acknowledgment of the renunciation by Mrs. Roman Ileana, as of October 5, 2022, of the mandate as an independent member of the Audit and Risk Committee following the admission by the Public Pension House – Prahova Territorial House of the request to grant a partially anticipated pension.
- 11.** Regarding the decisions adopted in points 8 and 9, the election of an administrator, for the remaining period of the mandate, i.e. until 18.10.2023, as well as the establishment of his allowance, the setting of the limits of the professional liability insurance, the approval of the conclusion of the administration contract as well as the designation to the conventional trustee for the company's signing of the management contract.
- 12.** Approval of the remuneration due to the members of the Board of Directors/executive directors for the financial year 2023 as well as the related bonuses for 2022.
- 13.** Approval of the remuneration of the members of the Committees attached to the Board of Directors established according to art 140 ind 2 of Law no. 31/1990 for the financial exercise of the year 2023.
- 14.** The presentation and subjection to the advisory vote of the "Remuneration Report" of the company's managers, in accordance with the provisions of art. 107 of Law no. 24/2017 on issuers of financial instruments and market operations, related to the year 2022.
- 15.** Approval of the conclusion of an additional act to the constitutive act considering the decision adopted in point 11, respectively the updating of the company's constitutive act.
- 16.** Appointment of the company DELOITTE AUDIT SRL as the company's financial auditor for the financial years 2023 and 2024, with the mandate of the Board of Directors to negotiate, conclude and sign the contract on behalf and for the company.
- 17.** Approval of the date of 17.08.2023 as the registration date for the identification of the shareholders on whom the effects of the A.G.O.A decisions are reflected according to article 87 paragraph 1 of law no. 24/2017 and the date of 16.08.2023 as ex-date (the date on which transacts without the rights deriving from AGOA decisions) according to art 2 paragraph 2 letter l) of Regulation no. 5/2018.

18. Mandate of Mr. Eugen Scheusan – President of the Board of Directors, with the possibility of substitution, for: i) signing the additional act and the updated constitutive act, for ii) concluding and/or signing, on behalf of the Company and/or the Company's shareholders the decisions of this AGOA, any and all decisions, documents, applications, forms and requests adopted/prepared for the purpose or for the execution of the decisions of this AGOA in relation to any natural or legal person, private or public, and for iii) to carry out all legal formalities for registration, opposition, execution and publication of the adopted decisions.

19. Approval of the Investment Program for the financial year of 2023, the total value of the investments being 2,696,600 euros (without VAT), respectively:

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TOTAL

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20. Approval of the Budget of revenues and expenses for the year 2023, with the mandate of the Board of Administration to collect the elements of revenues and expenses, under the conditions of the occurrence of unpredictable random events.

Following the completion of the agenda and the receipt from the shareholder of the draft resolutions, the meeting materials, the convenor, the documents and informative materials related to the agenda, the draft resolutions, the ballot forms by mail, the special power of attorney forms for the representation of the shareholders at the AGOA, the total number of shares and voting rights, as well as the information regarding the persons proposed for election as administrator (name, place of residence and professional qualification), is available to the shareholders starting from 12.04.2023 and can be consulted or procured by shareholders either at the company's headquarters, respectively the Legal Office, daily, from Monday to Friday, between 7:00 a.m. and 3:00 p.m., or they can be consulted on the company's website ([www.electromagnetica.ro /](http://www.electromagnetica.ro/)) in the Company/Investors/General Meetings/2023 section, while the regulation regarding the conduct of general meetings and respect for shareholders' rights can be consulted in the Company/Investors/Info/Corporate Governance section. The list of persons proposed for election as administrator including name, place of residence, professional qualification is available to the shareholders and can be consulted by the shareholders either at the company headquarters, respectively the Legal Office, daily, from Monday to Friday, between 7:00 a.m – 15:00, either on

the company website (www.electromagnetica.ro/) in the Company/Investors/General Meetings/2023 section.

Only shareholders registered on the reference date can participate in the general meeting and can 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 mail, based on the mail ballot. The access of shareholders and representatives to meetings and/or voting by mail is allowed by simple proof of identity, as follows:

- Individual shareholders - personal, based on the identity document (identity card or identity card for Romanian citizens, passport/identity document for EU citizens, passport for non-EU foreign citizens)
- Natural person shareholders - through a representative, based on a special or general power of attorney and the identity document of the representative;
- Legal person shareholders - through the legal representative, based on the identity document of the representative and the list of shareholders on the reference date received from the Central Depository, and if the shareholder has not informed the Central Depository in time about his legal representative, on the basis of the ascertaining certificate issued by the Trade Register or any official document certifying the quality of legal representative issued by a competent authority, in the original or in a copy conforming to the original, no later than 3 months before the date of publication of the summons.
- Legal person shareholders - by proxy, on the basis of 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 person to whom the power of representation has been delegated together with the compliant copy of the ascertaining certificate issued by the Registry Commerce or any official document that certifies the capacity of legal representative of the signatory of the power of attorney, issued by a competent authority, in the original or in a copy conforming to the original, no later than 3 months before the date of publication of the summons.

In the case of a special power of attorney for participation in the meeting, given by a shareholder of a credit institution that provides custody services, this will be accompanied by a declaration on its own responsibility given by the institution that received the power of attorney through the special power of attorney from which that: i) the credit institution provides custody services for the respective shareholder; ii) 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; 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, if applicable, stamped.

For shareholders who benefit from custodial services, the postal ballot signed by the shareholder can be sent without the need for other documents if it is accompanied by a declaration on his own responsibility given by the legal representative of the credit institution, from which it appears that:

- i) the credit institution provides custody services for the respective shareholder, and
- ii) the voting form by correspondence is signed by the shareholder and contains voting options identical to those mentioned by the shareholder through a SWIFT message received by the credit institution from the respective shareholder. The voting form by correspondence and the credit institution's declaration must be submitted to the Company in original, signed by the legal representative of the credit institution and, if applicable, stamped.

After completing in Romanian or English, the special or general power of attorney, respectively the postal ballot, signed and stamped as the case may be, must reach the company by 25.04.2023, at 10:00 a.m. for the AGOA, in a sealed envelope with the mention written clearly and in capital letters "FOR THE MEETING ON APRIL 27/28, 2023", under the penalty of losing the right to vote by representative or by correspondence in the general meeting, according to the legal provisions. Respecting the same terms, special or general proxies and postal ballots can also be sent by email with the extended electronic signature incorporated according to Law no. / APRIL 28, 2023".

In the case of general proxies, they are submitted in copy with the mention of compliance with the original under the representative's signature, only once before the first use, being valid thereafter for any of the general meetings held during the validity period. The general power of attorney can be granted for a period that cannot exceed 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 his 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, from which it can be seen 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 the case of completing the agenda or the list of candidates, the company will provide the shareholders with updated special power of attorney and voting by mail forms

If the quorum provided for by law is not met on April 27, 2023, the second ordinary general meeting will be convened for April 28, 2023, in the same place, at the same time, with the same reference date and with the same order by day.

At the date of the convening, the capital of Electromagnetica SA is 67,603,870.40 lei and consists of 676,038,704 dematerialized registered shares, with a nominal value of 0.10 lei, each held share giving the right to one vote in the general meeting.

Additional information can be obtained from the Legal Office, telephone - 0214042129, 0214042131, 0214042102 or email juridic@electromagnetica.ro."

**President of the Board of Administration
Eugen SCHEUSAN**