

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

CURRENT REPORT

Report date: **30/05/2023**

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 Convocation of the Extraordinary General Meeting and the Ordinary General Meeting of ELECTROMAGNETICA SA Shareholders of July 03/04, 2023.

C.E.O.
Eugen SCHEUSAN

COMPLETED CALL FOR XMET and OMET of ELECTROMAGNETICA SA

from 03/04 July 2023

The Board of Directors **ELECTROMAGNETICA S.A.**, with headquarters in Bucharest, Calea Rahovei no 266-268, Sector 5, met in the meeting dated 30.05.2023, decided to supplement the convenor of the **Extraordinary General Meeting of Shareholders of the Company (XMET)** on **03 July 2023**, 10:00 a.m. (first call), respectively July 4, 2023 10:00 a.m. (second call), at the company's headquarters, for all shareholders registered in the Register of Shareholders of the Company held by Depozitarul Central S.A., at the end of **06 June 2023** established that the **reference date** and completion of the convenor of the **Ordinary General Meeting of Shareholders of the Company (OMET)** on **03 July 2023**, 12:00 (first convocation), respectively 04 July 2023 12:00 (second convocation), at the headquarters of the company, for all shareholders registered in the Register of Shareholders of the Company held by Depozitarul Central S.A., at the end of **06/09/2023**, established as the **reference** date for these meetings.

A. Pursuant to the rights conferred by law and the own Constitutive Act, considering the request of the shareholder **PAS Electromagnetica Association** registered in the Special Register of the Court regarding legal entities at no. 4/1996/P.J., with headquarters in Bucharest, Calea Rahovei no. 266-268, sector 5, through a legal representative, which owns 24.1220% of the share capital of **ELECTROMAGNETICA SA**, with headquarters in Bucharest, Calea Rahovei no. 266-268, sector 5, registered at the Office of the Commercial Registry at the Bucharest Court, C.U.I 414118, 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 on issuers of financial instruments and market operations, respectively art 165 and art 166 of Regulation no. 5/2018 on issuers of financial instruments and market operations in conjunction with art 85 of Law 24/2017 on issuers of financial instruments and market operations (version published in M.O. no. 772/10.08.2021), which requested, as a significant shareholder:

I. The election of the 5 members of the Board of Directors of ELECTROMAGNETICA SA, by the method of cumulative voting:

a) in case:

the extraordinary general meeting will take place on July 3, 2023 at 10:00 a.m. (first call), respectively July 4, 2023 at 10:00 a.m. (second call) at the company headquarters in Bucharest, sector 5, Calea Rahovei no. 266-268 , published in Monitorul Oficial al Romania part IV no. 2320 of May 23, 2023 and in the "Bursa" newspaper of May 23, 2023, with the reference date set at June 9, 2023, approves the amendment of the provisions of the Constitutive Act of ELECTROMAGNETICA S.A., as follows as provided in item 3 on the agenda

and

the ordinary general meeting of shareholders that will take place on July 3, 2023 at 12:00 (first call), respectively July 4, 2023 at 12:00 (second call) at the company's headquarters in Bucharest, sector 5, Calea Rahovei no. 266 -268, published in the Official Gazette of Romania, part IV of no. 2320 of May 23, 2023 and in the "Bursa" newspaper of May 23, 2023, with the reference date set at June 9, 2023, approves according to point 3.B the election of five administrators as

members of the board of directors of Electromagnetica S.A. for a mandate lasting 4 years from the date of their election, following the approval of the changes to the company's articles of incorporation by the decision of the extraordinary general meeting of shareholders on July 03/04, 2023

b) if:

the extraordinary general meeting will take place on July 3, 2023 at 10:00 a.m. (first call), respectively July 4, 2023 at 10:00 a.m. (second call) at the company headquarters in Bucharest, sector 5, Calea Rahovei no. 266-268 , approves the amendment of the provisions of the Constitutive Act of ELECTROMAGNETICA S.A., the amendment producing legal effects starting from October 18, 2023, as provided for in item 6 on the agenda (completed)

and

the ordinary general meeting of shareholders that will take place on July 3, 2023 at 12:00 (first call), respectively July 4, 2023 at 12:00 (second call) at the company's headquarters in Bucharest, sector 5, Calea Rahovei no. 266 -268, approves the election (through the cumulative vote method) of five administrators, as members of the board of directors of Electromagnetica S.A., for a mandate lasting 4 years, a mandate starting on October 18, 2023, following approval by the extraordinary general meeting of shareholders on July 3/4, 2023 of the changes to the constitutive act that produce legal effects starting on October 18, 2023, as provided for in point 3E on the agenda (completed).

II. Completion of the agenda of the Extraordinary General Meeting of Shareholders that will take place on July 3, 2023 at 10:00 a.m. (first call), respectively July 4, 2023 at 10:00 a.m. (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 2320 of 23 May 2023 and in the newspaper "Bursa" of 23 May 2023, with the reference date set at 09 June 2023, with the following point (future item 6 on the agenda):

6. Approval of the amendment of the provisions of the Constitutive Act of ELECTROMAGNETICA S.A., as provided for in point 3 of the agenda of the extraordinary general meeting of shareholders published in the Official Gazette of Romania, part IV, no. 2320 of May 23, 2023 and in the newspaper " Stock Exchange" of May 23, 2023, the amendment producing legal effects starting from October 18, 2023

III. Completion of the agenda of the Ordinary General Meeting of Shareholders that will take place on July 3, 2023 at 12:00 (first call), respectively July 4, 2023 at 12:00 (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 2320 of 23 May 2023 and in the newspaper "Bursa" of 23 May 2023, with the reference date set at 09 June 2023, with the following 9 points (future agenda items 3D, 3E, 3F, 4D, 4E, 4F, 5C and 5D):

1/3D Approval of the revocation of all the administrators in office of the company on October 18, 2023 and their deletion from the commercial register, following the approval by the extraordinary general meeting of shareholders on July 03/04, 2023 of the changes to the constitutive act that produce effects legal starting from October 18, 2023.

2/3E. Approval of the election by the cumulative vote method of five administrators, as members of the board of directors of Electromagnetica S.A., for a mandate lasting 4 years, a mandate that begins on October 18, 2023, following approval by the assembly the extraordinary general

meeting of shareholders from July 3/4, 2023 of the changes to the constitutive act that produce legal effects starting from October 18, 2023.

3/3F. Approval, following the legal termination on the date of the meeting of the mandate of the provisional administrator appointed by the Board of Directors on May 3, 2023, of the election of an administrator as a member of the board of directors of Electromagnetica S.A. for a mandate starting from the date of the meeting and until October 18, 2023, following the approval by the extraordinary general meeting of shareholders on July 03/04, 2023 of the changes to the constitutive act that produce legal effects starting from October 18, 2023.

4/4D. Approval of the remuneration of the 5 administrators elected by the cumulative vote method, with a mandate starting on October 18, 2023, of the management contract that will be concluded with them, as well as of the professional liability insurance limit, in accordance with the materials made available to the shareholders for the meeting ordinary general meeting, following the approval by the extraordinary general meeting of shareholders of 03/04 July 2023 of the changes to the constitutive act that produce legal effects starting from 18 October 2023.

5/4E. Approval of the remuneration of the members of the committees attached to the board of directors of the company following the election by the cumulative vote method of the 5 administrators, constituted according to art. 1402 of Law no. 31/1990, following the approval by the extraordinary general meeting of shareholders of 03/04 July 2023 of the amendments to the company's articles of incorporation that produce legal effects starting from 18 October 2023.

6/4F. Approval of the remuneration of the administrator elected as a member of the Board of Directors of Electromagnetica S.A. for a mandate starting from the date of the meeting and until October 18, 2023, following the approval by the extraordinary general meeting of shareholders of July 03/04, 2023 of the changes to the constitutive act that produce legal effects starting from October 18, 2023.

7/5C. Approval of the authorization of the legal representative of the company to sign on behalf of the company the management contracts with the 5 administrators elected by the method of cumulative voting in the form and content presented in the materials made available to the shareholders for the ordinary general meeting of shareholders, following the approval of the amendments to the company's articles of incorporation which produce legal effects starting from October 18, 2023 according to the approval of the extraordinary general meeting of shareholders of July 03/04, 2023.

8/5D. Approval of the authorization of the company's legal representative to sign on behalf of the company the management contract with the newly elected administrator in the form and content presented in the materials made available to the shareholders for the ordinary general meeting of shareholders, following the approval of the changes to the company's articles of incorporation that produce legal effects starting from on October 18, 2023 following the approval of the extraordinary general meeting of shareholders on July 3/4, 2023.

9/10. Approval of supplementing the Investment Program approved during the Ordinary General Meeting of Shareholders dated 27.04.2023 related to the investments necessary for the production activity of renewable electricity from hydro sources, with the amount of 851,130 euros (without VAT), as presented in the information materials made available to shareholders for the ordinary meeting of 27/28.04.2023.

B. Pursuant to the rights conferred by the law and its own Constitutive Act, considering the request of the shareholder **SIF Muntenia S.A.**, with headquarters in Bucharest, Serghei Vasilievici Rachmaninov street no. 46-48, sector 2, registered at the Commercial Registry Office Bucharest

Court under no. J40/27499/1992, C.U.I. 3168735, through the administrator or S.A.I. Muntenia Invest S.A. which owns 8.9159% of the share capital of **ELECTROMAGNETICA SA**, with headquarters in Bucharest, Calea Rahovei no. 266-268, sector 5, registered at the Office of the Trade Registry next to the Bucharest Court, C.U.I 414118, in accordance with the provisions of art 117 and 1 paragraphs 1 and 2 of Law no. 31/1990 on companies and art. 105 paragraph 3 of Law no. 24/2017 on issuers of financial instruments and market operations and art. 189 of Regulation no. 5/2018 on issuers of financial instruments and market operations, who requested

I. Completing the agenda of the Extraordinary General Meeting of Shareholders that will take place on July 3, 2023 at 10:00 a.m. (first call), respectively July 4, 2023 at 10:00 a.m. (second call) at the company's headquarters in Bucharest, sector 5, Calea Rahovei no. 266-268, published in the Official Gazette of Romania, part IV of no. 2320 of May 23, 2023 and in the "Bursa" newspaper of May 23, 2023, with the reference date set at June 9, 2023, with the following points:

1. Election of the secretary of the meeting of the Extraordinary General Meeting of the company's Shareholders, who will check the list of shareholders' presence, the votes cast on the items on the meeting's agenda, as well as the fulfillment of all the formalities required by law and the company's articles of incorporation for holding the meeting, respectively of Mr. Marcel Gheorghe, who will draw up the minutes of the meeting

2. The election of the person responsible for counting the votes cast by the shareholders on the items on the agenda of the Extraordinary General Meeting of the Company's Shareholders, namely Mr. Marcel Gheorghe.

II. Completion of the agenda of the Ordinary General Meeting of Shareholders that will take place on July 3, 2023 at 12:00 (first call), respectively July 4, 2023 at 12:00 (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. 2320 of May 23, 2023 and in the "Bursa" newspaper of May 23, 2023, with the reference date set at June 9, 2023, with the following points :

1. Election of the secretary of the meeting of the Ordinary General Meeting of the Company's Shareholders, who will check the list of shareholders' presence, the votes cast on the points on the meeting's agenda, as well as the fulfillment of all the formalities required by law and the company's articles of incorporation for holding the meeting, respectively of Mr. Marcel Gheorghe, who will draw up the minutes of the meeting

2. The election of the person responsible for counting the votes cast by the shareholders on the items on the agenda of the Ordinary General Assembly of the Company's Shareholders, namely Mr. Marcel Gheorghe.

Thus, for the extraordinary meeting called for July 3, 2023 at 10:00 a.m., for all shareholders registered on June 9, 2023, it will be as follows :

Agenda

The agenda of the Extraordinary General Meeting is as follows:

1. The election of the secretaries of the meeting of the extraordinary general meeting of the company's shareholders, who will verify the list of shareholders' presence, the votes cast on the items on the meeting's agenda, as well as the fulfillment of all the formalities required by law and the company's articles of incorporation for holding the general meeting of the shareholders, respectively Mrs. Antoaneta Monica Stănilă and Mr. Cristian Preda, one of whom will prepare the minutes of the meeting of the general meeting of shareholders, respectively Antoaneta Monica Stănilă

1A. Election of the secretary of the meeting of the Extraordinary General Meeting of the company's Shareholders, who will verify the list of shareholders' presence, the votes cast on the items on the meeting's agenda, as well as the fulfillment of all the formalities required by law and the company's articles of incorporation for holding the meeting, respectively to Mr. Marcel Gheorghe, who will draw up the minutes of the meeting

2. The election of the committee to count the votes cast by the shareholders on the items on the agenda of the extraordinary general meeting of the Company's shareholders, respectively Mrs. Angela Pasăre

2A. The election of the person responsible for counting the votes cast by the shareholders on the items on the agenda of the Extraordinary General Meeting of the Company's Shareholders, namely Mr. Marcel Gheorghe.

3. Approval of the amendment of the provisions of the Constitutive Act of ELECTROMAGNETICA S.A., as follows:

Art 14. paragraph (1) is amended and supplemented and will have the following content:

14.1. Representation of shareholders in the general meeting of shareholders can also be done by persons other than shareholders, based on a special or general power of attorney, in accordance with legal regulations. Special powers of attorney will be available at the company's headquarters and on the company's website.

Art 14 paragraph (8) is deleted

Art 15 is amended and supplemented with a new paragraph, paragraph (7), as follows:

15.7. The company must establish for each decision at least the number of shares for which valid votes were cast, the proportion of the share capital represented by the respective votes cast <<for>> and <<against>> each decision and, if applicable, the number of abstentions. The position of <<abstention>> adopted by a shareholder regarding the items on the agenda of a general meeting of the company's shareholders represents a vote expressed. The convener of the general meeting of shareholders will include mentions regarding the qualification of the abstention position as a vote expressed.

Art 16 paragraph (1) is amended and will have the following content:

16.1. The company is administered in a unitary system, by a Board of Directors composed of 5 administrators, elected by the general meeting of shareholders, for a

period of 4 years, with the possibility of being re-elected. The majority of the members of the Board of Directors consists of non-executive directors (who have not been appointed directors).

Art 16 paragraph (3) is deleted

Art 16 paragraph (8) is amended and will have the following content:

16.8. The Board of Directors is led by a president, elected by the members of the Board of Directors, who may also be the general manager. The president is appointed for a period that cannot exceed the term of office of the administrator. The President can be revoked at any time by the Board of Directors.

Art 16 paragraph (13) is amended and supplemented and will have the following content:

16.13. The decisions of the Board of Directors are valid if more than half of its members were present, and the decisions are taken with the vote of the majority of the members present who participate in person, by representation or by voting by mail. The President of the Board of Directors will not have the decisive vote in case of a tie.

Art 16 paragraph (15) is amended and will have the following content:

16.15. The Board of Directors' debates take place, according to the agenda established on the basis of the project communicated by the president, at least 2 days before. These are recorded in the minutes of the meeting, which are entered in a register by the president of the Board of Directors. The minutes are signed by the person who chaired the meeting, the secretary and at least one other managing member.

Art 16 paragraph (27) is amended and completed and will have the following content:

16.27. For the work performed, administrators receive a fixed monthly remuneration approved by the General Meeting, as well as other rights established by the general meeting of shareholders. In case of revocation without just cause from the capacity of administrator, the revoked administrator is entitled to the payment of damages-interest equal to two fixed monthly remunerations.

Art 17 paragraph (1), point (10) is amended and will have the following content:

17.1.10 approves the acts of acquisition, alienation, exchange or establishment as a guarantee of some assets from the company's immovable assets category, including securities or other financial instruments, the value of which exceeds, individually or cumulatively, when they are linked together, during a financial year, the amount of 2 million lei, but not more than 20% of the total fixed assets, less receivables.

Art 17 paragraph (1), point (14) is amended and will have the following content:

17.1.14. annually submits to the general meeting of shareholders, within 4 months from the end of the financial year, the report on the activity of the commercial company, the financial statements for the previous year, the distribution of the net profit, as well as the draft activity program and the draft revenue budget and expenses of the commercial company for the current year.

Art 18 paragraph (2) is amended and completed and will have the following content:

18.2. The Board of Directors delegates the management of the company to one or more directors, based on mandate contracts, setting their tasks and remunerations, appointing one of them as general director. If the directors are appointed from among

the company's employees, their individual employment contracts with the company are suspended for the duration of their mandate.

Art 18 paragraph (3) is deleted

Art 18 paragraph (4) is amended and supplemented and will have the following content:

18.4. The Board of Directors may at any time revoke the persons appointed to the position of director. If the revocation occurs without just cause, the revoked director is entitled to the payment of damages equal to the sum of at most two monthly remunerations.

Art 21 paragraph (1) is amended and will have the following content:

21.1. The administrators will be remunerated for the activity carried out, the monthly remuneration and other rights due to the administrators will be established by decisions of the Ordinary General Meeting of the Company's Shareholders. The directors' remuneration consists of a fixed monthly allowance and a variable component. The general limits of the variable remuneration are established by decisions of the ordinary general meeting of the company's shareholders. 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 can 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, conditional on 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 the 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 Revenue and Expenditure Budget is not endangered. 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 administrators and directors, the allocation criteria are established in accordance with the specific legislation, as well as with the provisions of the Constitutive Act and the management and mandate contracts, and for employees, the Board of The Administration establishes the eligibility criteria of the SOP beneficiaries, the number of instruments to be granted to each category of beneficiaries, in accordance with the provisions of the specific incident legislation, as well as the SOP implementation mechanisms.

4. Approval of the date of July 21, 2023 as the registration date for the identification of the shareholders on whom the effects of the decisions of the meeting are reflected according to art. 87 paragraph (1) of Law no. 24/2017 and the date of July 20, 2023 as ex-date the shares are traded without the rights deriving from the decisions of the assembly) according to art 2 paragraph (2) letter l) of the A.S.F. Regulation. No. 5/2018.

5. Approval of the power of attorney of the President/General Manager of Electromagnetica S.A. to sign the decisions of the Extraordinary General Meeting of Shareholders, the amended and updated form of the articles of association, including the renumbering of articles/paragraphs and any other related documents, to represent the company and to carry out all the acts and formalities of publicity, registration and implementation of the decisions adopted by the General Meeting of

Shareholders at the Trade Registry Office, the Financial Supervisory Authority, Depozitarul Central S.A. and to any other authorities.

6. Approval of the amendment of the provisions of the Constitutive Act of ELECTROMAGNETICA S.A., as provided for in point 3 of the agenda of the extraordinary general meeting of shareholders published in the Official Gazette of Romania, part IV, no. 2320 of May 23, 2023 and in the newspaper " Stock Exchange" of May 23, 2023, the amendment producing legal effects starting from October 18, 2023

Thus, for the ordinary meeting convened for July 3, 2023 at 12:00, for all shareholders registered on June 9, 2023, it will be as follows

Agenda

The agenda of the Ordinary General Assembly is as follows:

0A. The election of the secretary of the meeting of the Ordinary General Meeting of the company's Shareholders, who will verify the list of shareholders' presence, the votes cast on the items on the agenda of the meeting, as well as the fulfillment of all the formalities required by law and the company's articles of incorporation for holding the meeting, respectively to Mr. Marcel Gheorghe, who will draw up the minutes of the meeting

0B. The election of the person responsible for counting the votes cast by the shareholders on the items on the agenda of the Ordinary General Assembly of the Company's Shareholders, namely Mr. Marcel Gheorghe.

1. Presentation of the information regarding the termination of the mandates of administrator of Mr. Macova Octavian following his relinquishment of the mandate and of Mr. Stoica Mihail following the legal termination of his mandate.

2. Approval of the deletion from the records of the Trade Registry Office at the Bucharest Court of the administrators of the company Macovei Octavian and Stoica Mihail after relinquishing the administrator's mandate and, respectively, after the legal termination of the administrator's mandate.

3A. Approval of the revocation of all administrators in office of the company, respectively of the administrators Busu Cristian, Gagea Cristina – Gabriela, Scheusan Eugen, Stancu Ioan, Stancu Traian, Zoescu Mihai and their deletion from the records of the commercial register, following the approval of the amendments to the company's articles of association by the decision to the extraordinary general meeting of shareholders on 03/04 July 2023.

3B. Approval of the election of five administrators as members of the board of directors of Electromagnetica S.A. for a mandate lasting 4 years from the date of their election, following the approval of the amendments to the company's articles of incorporation by the decision of the extraordinary general meeting of shareholders of July 03/04, 2023.

3C. Approval of the election of an administrator as a member of the board of directors of Electromagnetica S.A. for a mandate that begins with the date of his election and ends on 18.10.2023, following the rejection of the changes to the company's articles of incorporation by the decision of the extraordinary general meeting of shareholders of 03/04 July 2023.

3D. Approval of the revocation of all the administrators in office of the company on October 18, 2023 and their deletion from the commercial register, following the approval by the extraordinary general meeting of shareholders on July 03/04, 2023 of the changes to the constitutive act that produce legal effects starting dated October 18, 2023.

3E. Approval of the election by the cumulative vote method of five administrators, as members of the board of directors of Electromagnetica S.A., for a mandate lasting 4 years, a mandate that begins on October 18, 2023, following approval by the extraordinary general meeting of the shareholders from July 3/4, 2023 of the changes to the constitutive act that produce legal effects starting from October 18, 2023.

3F. Approval, following the legal termination on the date of the meeting of the mandate of the provisional administrator appointed by the Board of Directors on May 3, 2023, of the election of an administrator as a member of the board of directors of Electromagnetica S.A. for a mandate starting from the date of the meeting and until October 18, 2023, following the approval by the extraordinary general meeting of shareholders on July 03/04, 2023 of the changes to the constitutive act that produce legal effects starting from October 18, 2023.

4A. Approval of the remuneration for the year 2023 of the newly elected administrators for exercising the mandate of administrator of Electromagnetica S.A., as well as the administration contract that will be concluded with them, in accordance with the materials made available to shareholders for the ordinary general meeting of shareholders, as a result of approving the changes to the company's articles of incorporation by the decision of the extraordinary general meeting of shareholders on July 3/4, 2023 and following the election of the new members of the Board of Directors according to point 3.B on the agenda of the ordinary general meeting of shareholders.

4B. Approval of the remuneration for the year 2023 of the members of the committees attached to the board of directors of the company, constituted according to art. 1402 of Law no. 31/1990, that as a result of the approval of the changes to the company's articles of incorporation by the decision of the extraordinary general meeting of shareholders of July 03/04, 2023 and following the election of the new members of the Board of Directors according to point 3.B on the agenda of the ordinary general meeting of the shareholders.

4C. Approval of the remuneration of the administrator elected as a member of the Board of Directors of Electromagnetica S.A. for a mandate that begins with the date of his election and ends on 18.10.2023, following the rejection of the amendments to the company's constitutive act by the decision of the extraordinary general meeting of shareholders of 03/04 July 2023.

4D. Approval of the remuneration of the 5 administrators elected by the cumulative vote method, with a mandate starting on October 18, 2023, of the management contract that will be concluded with them, as well as of the professional liability insurance limit, in accordance with the materials made available to the shareholders for the meeting ordinary general meeting, following the approval by the extraordinary general meeting of shareholders of 03/04 July 2023 of the changes to the constitutive act that produce legal effects starting from 18 October 2023.

4E. Approval of the remuneration of the members of the committees attached to the board of directors of the company following the election by the cumulative vote method of the 5 administrators, constituted according to art. 1402 of Law no. 31/1990, following the approval by

the extraordinary general meeting of shareholders of 03/04 July 2023 of the amendments to the company's articles of incorporation that produce legal effects starting from 18 October 2023.

4F. Approval of the remuneration of the administrator elected as a member of the Board of Directors of Electromagnetica S.A. for a mandate starting from the date of the meeting and until October 18, 2023, following the approval by the extraordinary general meeting of shareholders of July 03/04, 2023 of the changes to the constitutive act that produce legal effects starting from October 18, 2023.

5A. Approval of the authorization of the legal representative of the company to sign on behalf of the company the management contracts with the newly elected administrators in the form and content presented in the materials made available to the shareholders for the ordinary general meeting of shareholders, as a result of the approval of the changes to the company's articles of incorporation by the decision of the extraordinary general meeting of the shareholders from 03/04 July 2023.

5B. Approval of the authorization of the company's legal representative to sign on behalf of the company the management contract with the newly elected administrator in the form and content presented in the materials made available to the shareholders for the ordinary general meeting of shareholders, following the rejection of the changes to the company's articles of incorporation by the decision of the extraordinary general meeting of shareholders from 03/04 July 2023.

5C. Approval of the authorization of the legal representative of the company to sign on behalf of the company the management contracts with the 5 administrators elected by the method of cumulative voting in the form and content presented in the materials made available to the shareholders for the ordinary general meeting of shareholders, following the approval of the amendments to the company's articles of incorporation which produce legal effects starting from October 18, 2023 according to the approval of the extraordinary general meeting of shareholders of July 03/04, 2023.

5D. Approval of the authorization of the company's legal representative to sign on behalf of the company the management contract with the newly elected administrator in the form and content presented in the materials made available to the shareholders for the ordinary general meeting of shareholders, following the approval of the changes to the company's articles of incorporation that produce legal effects starting from on October 18, 2023 following the approval of the extraordinary general meeting of shareholders on July 3/4, 2023.

6. Approval of supplementing the Investment Program approved during the Ordinary General Meeting of Shareholders dated 27.04.2023 with the value of the investments related to Building 5 located in Calea Rahovei no. 266-268, sector 5, as presented in the information materials made available shareholders for the meeting.

7. The mandate of the Board of Directors to order, within the limit of 300,000 euros, the reallocation of the amounts intended for investments, among the approved investments.

8. Approval of the date of July 21, 2023 as the registration date for the identification of the shareholders on whom the effects of the decisions of the assembly are reflected according to art. 87 para. (1) from Law no. 24/2017 and of the date of July 20, 2023 that ex-date (the date on which the shares are traded without the rights deriving from the decisions of the meeting), according to art. 2 para. (2) lit. l) from the A.S.F. Regulation no. 5/2018.

9. Approval of the authorization of the legal representative of the company to sign the decisions of the ordinary general meeting of shareholders and any other necessary related documents, to represent the company and to carry out all the acts and formalities of publicity, registration and implementation of the decisions adopted by the meeting at Trade Registry Office, Financial Supervision Authority, Depozitarul Central S.A. and to any other authorities.

10. Approval of supplementing the Investment Program approved during the Ordinary General Meeting of Shareholders dated 27.04.2023 related to the investments necessary for the production activity of renewable electricity from hydro sources, with the amount of 851,130 euros (without VAT), as presented in the informative materials made available to shareholders for the ordinary meeting of 27/28.04.2023.

Starting from May 30, 2023, the convening letter completed with the request of the shareholder SIF Muntenia SA and with the request of the shareholder Asociatia PAS Electromagnetica, the documents and informative materials related to the completed agenda, draft resolutions, ballot forms by mail, special power of attorney forms for the representation of shareholders at the extraordinary general meeting of shareholders ("XMET"), respectively at the ordinary general meeting of shareholders ("OMET"), the total number of shares and voting rights, as well as information on the persons proposed for election as administrator (name, place of residence and professional qualification), are available to the shareholders and can be consulted or procured by the shareholders either at the company headquarters, respectively the Legal Department and Investor Relations, daily, from Monday to Friday, between 7:00 a.m. - 15:00, or they can be consulted on the company's website (www.electromagnetica.ro/) in the section Company/Investitori/Adunări Generale/2023, while the regulation regarding the conduct of general meetings and respect for shareholders' rights can be consulted in the section Company /Investors/Info/Corporate Governance. The list of persons proposed for election as administrator will indicate the item on the agenda of the ordinary general meeting of shareholders for which they are applying (item 3B and 3E or 3C and 3F) and will include name, surname, place of residence, professional qualification. The list is available to shareholders and can be consulted by shareholders either at the company's headquarters, respectively the Legal Department and Investor Relations, daily, from Monday to Friday, between 7:00 a.m. and 3:00 p.m., or on the company's website (www.electromagnetica.ro/) in the Company/Investors/General Meetings/2023 section.

One or more shareholders representing, individually or together, at least 5% of the share capital have/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 decision proposed for adoption by the general meeting, and ii) to present draft decisions for the items included or proposed to be included on the agenda of the general meeting.

Any shareholder can propose a candidate for the position of member of the Board of Directors, indicating the item on the agenda of the ordinary general meeting of shareholders for which they are applying (item 3B and 3E or 3C and 3F) until June 12, 2023

The proposals regarding the new items on the agenda and the proposed draft decisions, together with the documents certifying the fulfillment of the conditions, will be submitted within 15 days from the date of publication of the convocation, respectively June 7, 2023, as follows:

- either in the form of a holographic document submitted in a closed envelope to the Registry or sent by fast courier or by post with confirmation of receipt clearly marked, in capital letters, with the mention "FOR XMET/OMET FROM THE DATE OF 03/04 July 2023";
- either in the form of an electronically signed document with extended electronic signature, according to Law no. 455/2001, to the address juridic@electromagnetica.ro, mentioning in the subject "FOR XMET/OMET FROM THE DATE OF 03/04 July 2023"

The revised agenda will be published in accordance with legal provisions.

The company's shareholders, regardless of the share held, can ask questions regarding the items on the agenda of the general meeting to the Legal Department and Investor Relations, in a sealed envelope, until 16.06.2023 at 15:00. The envelopes containing the questions and the attached documents will have clearly written, in capital letters, the mention "FOR XMET/OMET FROM THE DATE OF 03/04 July 2023".

In order to identify and prove the quality of the shareholder, respectively the quality of the legal representative of the shareholder, the persons who ask questions or who make proposals to complete the agenda shall submit the following documents, in the original or in a copy conforming to the original: an account statement from resulting from the shareholder status and the shares held, issued by Depozitarul Central S.A. or, as the case may be, by the participants providing custody services the copy of the identity document or equivalent in the case of natural person shareholders and, in the case of legal entity shareholders, the copy of the identity document of the legal representative together with a finding certificate issued by the commercial register or any another document certifying the capacity of legal representative, issued by an authority in the state where the shareholder is registered, issued no later than 3 months before the date of publication of the convening notice. Documents certifying the capacity 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.

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

Legal person shareholders or entities without legal personality that provided information regarding their legal representative to Depozitarul Central S.A. prior to the reference date, so that he can be found in the shareholders' register on the reference date, no longer have to prove the quality of legal representative of the shareholder by sending documents.

Only shareholders registered on the reference date can participate in the general meeting and exercise their right to vote either in person or through representatives based on a special or general power of attorney, or before the meeting, by mail, based on the postal ballot.

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

1. 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)
2. Natural person shareholders - by representative, on the basis of a special or general power of attorney and the identity document of the representative;
3. 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 Depozitarul Central S.A., and if the shareholder did not inform Depozitarul Central S.A. in time. in relation to his legal representative, on the basis

of the ascertaining certificate issued by the Trade Register or any official document attesting 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 .

4. 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 certified copy of the ascertaining certificate issued by The Trade Register or any official document certifying the capacity of the legal representative of the power of attorney signatory, 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 to a credit institution that provides custody services, this will be accompanied by a self-responsible declaration given by the institution that received the power of representation by 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, where 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 postal voting form 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 postal voting form and the credit institution statement must be submitted to the Company in original, signed by the legal representative of the credit institution and, where appropriate, 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 **July 1, 2023, 10:00** a.m. for the XMET , in a sealed envelope with the mention written clearly and in capital letters "FOR XMET FROM THE DATE OF 03/04 July 2023", respectively until the date of **01 July 2023, 12:00** for OMET , in a closed envelope with the mention written clearly and in capital letters "FOR OMET FROM THE DATE OF 03/04 July 2023 under the penalty of losing the exercise of the right to vote by representative or by correspondence in the general assembly, according to the legal provisions. Respecting the same terms, special or general proxies and postal ballots can also be sent by email with an embedded extended electronic signature according to Law no. 455/2001, to the address **juridic@electromagnetica.ro**, mentioning in the subject "FOR XMET/OMET FROM THE DATE OF 03/04 July 2023".

In the case of general proxies, they are submitted in a copy with the statement of compliance with the original under the representative's signature, only once before the first use, being subsequently valid 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 make available to the shareholders updated special power of attorney and voting by mail forms.

I. In case of approval of the changes to the constitutive act by the XMET according to point 3 on the agenda of the XMET (with the rejection of point 6 on the agenda of the XMET), points 3C, 3D, 3E, 3F, 4C, 4D, 4E, 4F and 5B, 5C and 5D on the agenda of the OMET. they will no longer be debated, and as the case may be, the votes cast on them will no longer be taken into account;

II. In case of approval of the changes to the constitutive act by the XMET according to item 6 on the agenda of the XMET (with the rejection of item 3 on the agenda of the XMET), items 3A, 3B, 3C, 4A, 4B, 4C 5A and 5B on the agenda of the OMET will no longer be debated, and as the case may be, the votes cast on them will no longer be taken into account;

III. If the amendments to the constitutive act are not approved by the XMET. according to items 3 and 6 on the agenda of the XMET, items 3A, 3B, 3D, 3E, 3F, 4A, 4B, 4D, 4E, 4F, 5A, 5C and 5D on the agenda of the OMET they will no longer be debated, and as the case may be, the votes cast on them will no longer be taken into account.

IV. If items 3 and 6 on the agenda of the XMET are approved, items 3A, 3B, 3C, 4A, 4B, 4C, and 5A, and 5B on the agenda of the OMET they will no longer be debated and, as the case may be, the votes cast on them will no longer be taken into account.

If point 3B on the agenda of the OMET will be debated and put to a vote. according to the above, it will include the application of the cumulative voting method, which is mandatory according to the legal provisions.

If the quorum required by law is not met on July 3, 2023 at 10:00 a.m., a second extraordinary general meeting will be convened for July 4, 2023, at the same place, at the same time, with the same reference date and with the same agenda.

If the quorum required by law is not met on July 3, 2023 at 12:00 p.m., the second ordinary general meeting will be convened for July 4, 2023, at the same place, at the same time, with the same reference date and with the same agenda.

At the date of the convocation, the capital of Electromagnetica SA is 67,603,870.40 lei and consists of 676,038,704 registered, dematerialized 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 Department and Investor Relations, phone: +40.214042129, +40.0214042131, +40.0214042102 or email juridic@electromagnetica.ro."

CEO
Eugen SCHEUSAN