

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

CURRENT REPORT

Report date: **04/07/2023**

According to:

- Regulation ASF no. 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

Events to report:

Resolution of the Extraordinary General Meeting of Shareholders of July 3, 2023.

President of Board of Directors & C.E.O.
Eugen SCHEUSAN

**DECISION OF THE EXTRAORDINARY GENERAL MEETING OF ELECTROMAGNETICA SHAREHOLDERS
OF JULY 3, 2023**

The Extraordinary General Meeting of ELECTROMAGNETICA S.A. Shareholders, with headquarters in Calea Rahovei no. 266-268, sector 5, Bucharest, registered at the Trade Registry Office next to the Bucharest Court under no. J40/19/1991 and CUI 414118, convened for July 03, 2023 at 10:00 a.m. (first convocation), respectively July 04, 2023 at 10:00 a.m. (second convocation), with reference date June 09, 2023, at the company's headquarters, through publication in the Official Gazette of Romania part IV, no. 2320/23.05.2023, no. 2446/31.05.2023 and no. 2514/08.06.2023, the "Bursa" daily newspaper of May 23, 2023, May 31, 2023 and June 8, 2023, on the company's website at www.electromagnetica.ro and on the B.V.B website. and communication to A.S.F. on May 19, 2023, on May 30, 2023, June 7, 2023 and June 8, 2023, legally incorporated, with a capital of 67,603,870 lei, a number of 676,038,704 shares, with 676,038 voting rights. 704 shares, in which shareholders representing 68.9828% of the company's share capital participated in person, by representative or voted by correspondence, respectively 466,350,321 shares, with a nominal value of 0.10 lei/share, of which 184,519. 384 shares representing voting by mail, total votes validly cast 465,583,305, i.e. 68.8693% of the share capital, based on the rights conferred by the law and the own Constitutive Act,

DECIDES :

Point 1. ("Election of the secretaries of the meeting of the extraordinary general meeting of the company's shareholders, who will check the list of the presence of the shareholders, 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 constitutive act for holding the general meeting of shareholders, respectively Ms. 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")

This item on the agenda was rejected with 251,136,579 votes (53.85%), "for" 214,446,726 votes (45.98%). Canceled votes – 767,016

Point 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 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 of Mr. Marcel Gheorghe, who will prepare the minutes of the meeting")

This agenda item was approved with 251,180,849 votes (53.86%), "against" 214,402,456 votes (45.97%). Canceled votes – 767,016

Point 2. ("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")

This item on the agenda was rejected with 250,656,577 votes (53.75%), "for" 214,662,310 votes (46.03%). Canceled votes – 811,434

Point 2A. ("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, respectively Mr. Marcel Gheorghe").

This item on the agenda was approved with 250,944,243 votes (53.81%), "against" 214,419,062 votes (45.98%). Canceled votes – 767,016

Point 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 as an administrator, the revoked administrator is entitled to the payment of damages – interests 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 administrators' 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.

Art 21 paragraph (2) is deleted

This item on the agenda was rejected with 403,556,187 votes (86.53%), "for" votes 61,703,118 votes (13.23%), "abstention" was expressed for 104,000 shares ". Canceled votes – 767,016

Point 4. ("Approving 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 (date on which the shares are traded without the rights deriving from the decisions of the meeting) according to article 2 paragraph (2) letter l) of the A.S.F. Regulation. no. 5/2018.")

This agenda item was approved with 436,458,713 votes (93.59%), against 28,868,854 votes (6.19%). Canceled votes – 767,016

Point 5. ("Approval of the power of attorney of the President/General Manager of Electromagnetica S.A. to sign the resolutions of the Extraordinary General Meeting of Shareholders, the amended and updated form of the articles of incorporation, including the renumbering of articles/paragraphs and any other related documents, in order 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 any other authorities.")

This agenda item was approved with 465,327,567 votes (99.78%), against 0 votes (0.00%). Canceled votes – 767,016

Point 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 "Bursa" newspaper of May 23, 2023, the amendment producing legal effects starting from October 18, 2023")

This agenda item was rejected with 279,543,601 votes (59.94%), "for" 185,803,098 votes (59.94%). Canceled votes – 767,016

Point 7. ("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 "Bursa" newspaper of May 23, 2023, the amendment of art. 16 paragraph 1 of the Company's Constitutive Act producing legal effects starting from October 18, 2023")

This item on the agenda was approved with 253,429,029 votes (54.34%), against 211,917,670 votes (45.44%). Canceled votes – 767,016

Authorized person

Eugen Scheusan

President of the Board of Administration