

**To: BUCHAREST STOCK EXCHANGE  
FINANCIAL SUPERVISORY AUTHORITY  
Financial Instruments and Investments Sector**

## CURRENT REPORT

**Report Date: March 19, 2026**

According to:

- A.S.F. Regulation no. 5/2018 on issuers of financial instruments and market operations;
- Law no. 24/2017 on issuers of financial instruments and market operations.

Name of the entity: ELECTROMAGNETICA S.A.

Address: Bucharest, sector 5, Calea Rahovei nr. 266-268

Phone/fax: 021 404.21.01; 021 404.21.02/ 021 404.21.95

Trade Register serial number: J1991000019408

Unique Registration Code : 414118

Subscribed and paid-up share capital: RON 67,603,870.4

Regulated market on which the issued securities are traded: Cat Premium, BVB (market symbol ELMA)

**Important events to report:** *Convening of the Ordinary and Extraordinary General Meeting of Shareholders of Electromagnetica S.A. on April 24/25, 2026*

The Board of Directors of Electromagnetica S.A., with registered office in Bucharest, 266-268 Calea Rahovei, District 5, convened on March 18, 2026, resolved to convene the Ordinary General Meeting of Shareholders (O.G.M.S.) on April 24, 2026, at 11:00 a.m. (first call), and on April 25, 2026 at 11:00 a.m. (second call), and the Extraordinary General Meeting of Shareholders (E.G.M.S.) on April 24, 2026, at 12:00 p.m. (first call), and on April 25, 2026 at 12:00 p.m. (second call), to be held at the Company's headquarters, for all shareholders registered in the Shareholders' Register kept by Depozitarul Central S.A., at the end of April 14, 2026, which constitutes the reference date for these meetings.

### **I. AGENDA OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS:**

#### **Agenda of the Ordinary General Meeting of Shareholders:**

**1. Approval of the individual and consolidated annual financial statements for the financial year ended December 31, 2025, prepared in accordance with the International Financial Reporting Standards (IFRS), together with the report of the Board of Directors and the independent financial auditor's report, including**

the Annual Financial Report, in accordance with Art. 65<sup>1</sup> of Law No. 24/2017 on issuers of financial instruments and market operations.

2. Approval of the method for covering the net loss for the 2025 financial year.

3. Approval of the discharge of liability of the members of the Board of Directors for the financial year 2025, as follows:

Director	Mandate period
Cioacă Sorin - Iulian	1 January – 31 December 2025
Trifu Mihai	1 January – 31 December 2025
Zoescu Mihai	1 January – 31 December 2025
Gagea Cristina – Gabriela	1 January – 31 December 2025
Cucu Daniela - Adi	1 January – 31 December 2025

4. Approval of the Revenue and Expenditure Budget for 2026 and the Activity Program for the financial year 2026.

5. Approval of the Remuneration Report of the Company's executives for 2025, in accordance with Article 107 of Law No. 24/2017 on issuers of financial instruments and market operations.

6. Approval of the appointment of EVCONT AUDIT S.R.L. as External Financial Auditor of Electromagnetica S.A. for a period of 2 years, respectively for the audit of the financial statements for 2026–2027, and the authorization of the Board of Directors to conclude the financial audit services agreement and determine the terms and conditions for the performance of the audit activity in compliance with the applicable legal provisions.

7. Approval of the remuneration due to the members of the Board of Directors and to the members of the Audit and Risk Committee attached to the Board of Directors, established pursuant to Article 140<sup>2</sup> of Law No. 31/1990 on companies, for the financial year 2026.

8. Approval of May 20, 2026 as the registration date for identifying the shareholders affected by the resolutions of the OGMS, pursuant to Article 87 (1) of Law No. 24/2017 on issuers of financial instruments and market operations, and May 19, 2026 as the ex-date, pursuant to Article 2 (2) letter 1) of F.S.A. Regulation No. 5/2018.

9. Empowerment of Ms. Daniela-Adi Cucu, with the right of substitution, to: (i) conclude and/or sign on behalf of the Company and/or the Company's shareholders the resolutions of this O.G.M.S., any and all resolutions, documents, applications, forms and requests adopted/prepared for the purpose or for the implementation of the O.G.M.S. resolutions in relation to any natural or legal person, private or public; and (ii) perform all legal formalities for registration, opposability, execution and publication of the adopted resolutions.

## II. AGENDA OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS:

### Agenda of the Extraordinary General Meeting of Shareholders:

1. Approval of the reduction of the subscribed share capital of Electromagnetica S.A. from RON 67,603,870.4 to RON 66,380,788.9, by cancelling 12,230,815 treasury shares acquired by the Company during the public offer for the purchase of its own shares carried out between January 21, 2026 and February 3, 2026, within the share buy-back program approved by the E.G.M.S. no. 1 of December 19, 2024.

Following the reduction, the subscribed and paid-up share capital of Electromagnetica S.A. will amount to RON 66,380,788.9, of which RON 65,059,549.76 in cash contribution RON 1,321,239.14 in contribution in kind divided into 663,807,889 registered shares, each with a nominal value of 0.10 RON/share.

The reduction of the subscribed share capital is carried out pursuant to Article 207 (1) letter c) of Law No. 31/1990 on companies and will become effective after fulfilling the legal conditions, namely: publication of the E.G.M.S. resolution approving the share capital reduction in the Official Gazette of Romania, Part IV; registration of the E.G.M.S. resolution approving the share capital reduction with the Trade Register.

2. Approval, during the 2026 financial year, of the Board of Directors concluding transactions involving the acquisition, disposal, exchange or establishment of security interests over fixed assets, whose value exceeds, individually or cumulatively, 20% of the total fixed assets, excluding receivables, but without exceeding 50% of the total fixed assets (excluding receivables), and authorization of the Board of Directors to implement the E.G.M.S. resolution in this respect.

3. Approval of the elimination and/or deletion from the secondary activities of the company registered in the company's object of activity and in the Trade Register according to the codification of Rev. Caen (3) of the following activities:

NACE code 2453 - Casting of light non-ferrous metals;

NACE Code 2511 - Manufacture of metallic constructions and component parts of metallic structures;

NACE code 2512 - Manufacture of metal doors and windows;

NACE code 2522 - Production of metal tanks, tanks and containers;

NACE code 2552 - Heat treatments of metals;

NACE code 2563 - Manufacture of tools;

NACE Code 2594 - Manufacture of screws, bolts and other threaded articles; manufacture of rivets and washers;

NACE code 2651 - Manufacture of instruments and devices for measurement, verification, control, navigation;

NACE code 2670 - Manufacture of optical instruments, magnetic and optical supports; manufacture of photographic equipment;

NACE code 2825 - Manufacture of ventilation and refrigeration equipment, except household equipment;

NACE code 2932 - Manufacture of other parts and accessories for motor vehicles and for motor vehicle engines

NACE code 3250 - Manufacture of dental medical devices, appliances and instruments

NACE code 4782 – Retail trade of parts and accessories for motor vehicles;

NACE code 5819 – Other editing activities;

NACE code 5829 - Editing activities of other software products;

NACE code 6190 – Other telecommunications activities;

NACE code 6210 – Custom software development activities (customer-oriented software);

NACE code 7210 – Research and development in natural sciences and engineering;

NACE code 7320 – Market study and public opinion polling activities;

NACE code 8220 – Activities of call centers.

#### 4. Approval of the amendment of the company's articles of incorporation as follows:

.....

...

Art. 6, para. 6.2 of the company's articles of incorporation, following the decision adopted in item 3 on the agenda regarding the elimination of some secondary activities, is amended and will have the following content:

#### Art. 6 Field and object of activity of the company.

.....

##### 6.2 Object of activity of the company (NACE Rev.3).

NACE code 1624 - Manufacture of wooden packaging;

NACE code 1628 - Manufacture of other wood products; manufacture of articles of cork, straw and other woven vegetable materials;

NACE code 2226 - Manufacture of other plastic products;

NACE code 2553 - General mechanical operations;

NACE code 2599 - Manufacture of other articles of metal n.e.c.

NACE code 2630 - Manufacture of communication equipment;

NACE code 2711 - Manufacture of electric motors, generators and transformers;

NACE code 2712 - Manufacture of electricity distribution and control devices;

NACE code 2740 - Manufacture of electrical lighting equipment;

NACE code 2790 - Manufacture of other electrical equipment;

NACE code 2824 - Manufacture of machinery - electrically operated portable tools;

NACE code 2841 - Manufacture of machinery and machinery-tools for metalworking;

NACE code 2842 - Manufacture of other machine tools n.e.c.;

NACE code 2896 - Manufacture of machinery for processing plastics and rubber;

NACE code 2931 - Manufacture of electrical and electronic equipment for motor vehicles and for motor vehicle engines;

NACE code 3313 - Repair and maintenance of electronic and optical equipment;

NACE code 3320 - Installation of industrial machinery and equipment;

*NACE code 3514 - Electricity distribution;*  
*NACE code 3515 - Electricity trading;*  
*NACE code 3540 - Activities of agents and brokers in the field of electricity and natural gas;*  
*NACE code 3600 - Water capture, treatment and distribution;*  
*NACE code 3700 - Wastewater collection and treatment;*  
*NACE code 3821 - Recovery of recyclable materials;*  
*NACE code 4222 - Construction works of utility projects for electricity and telecommunications;*  
*NACE code 4299 - Construction works of other engineering projects n.e.c.;*  
*NACE code 4311 - Demolition works of constructions;*  
*NACE code 4321 - Electrical installation works;*  
*NACE code 4322 - Plumbing, heating and air conditioning works;.*  
*NACE code 4323 - Insulation works;*  
*NACE code 4324 - Other construction installation works;*  
*NACE code 4331 - Plastering works;*  
*NACE code 4332 - Carpentry and carpentry works;*  
*NACE code 4333 - Flooring and wall cladding works;*  
*NACE code 4334 - Painting, painting and window installation works;*  
*NACE code 4335 - Other finishing works;.*  
*NACE code 4341 - Roofing, roofing and terrace works for constructions;*  
*NACE code 4342 - Other special construction works for buildings;*  
*NACE code 4350 – Special construction works for civil engineering projects;*  
*NACE code 4391 - Masonry activities;*  
*NACE code 4399 - Other special construction works n.e.c.;*  
*NACE code 4618 - Intermediation in the trade specialized in the sale of specific products n.e.c.;*  
*NACE code 4619 - Intermediation in the trade of various products;*  
*NACE code 4649 - Wholesale of other household goods;*  
*NACE code 4671 - Wholesale of motor vehicles;*  
*NACE code 4672 - Wholesale of parts and accessories for motor vehicles;*  
*NACE code 4683 - Wholesale of wood and construction materials and sanitary equipment;*  
*NACE code 4684 – Wholesale of blacksmithing equipment and supplies for sanitary and heating installations;*  
*NACE code 4685 – Wholesale of chemical products;*  
*NACE code 4686 – Wholesale of other intermediate products;*  
*NACE code 4687 – Wholesale of waste and scrap;*  
*NACE code 4690 – Non-specialized wholesale;*  
*NACE code 4712 – Non-specialized retail trade, with predominant sale of non-food products;*  
*NACE code 4740 – Retail trade of computer and telecommunications equipment;*  
*NACE code 4752 - Retail trade of blacksmiths, construction materials, glass and painting articles;*  
*NACE code 4755 – Retail trade of furniture, lighting and other household items n.e.c.;*  
*NACE code 6039 – Other content distribution activities;*  
*NACE Code 6110 - Telecommunications activities through cable, wireless and satellite networks;*

*NACE Code 6220 – Information technology and management consultancy activities (management and exploitation of computing resources);*  
*NACE Code 6310 – Data processing, administration of web pages and related activities;*  
*NACE code 6422 – Financial holding activities;*  
*NACE code 6499 – Other financial intermediation n.e.c., excluding insurance and pension fund activities;*  
*NACE Code 6612 - Financial transaction intermediation activities;*  
*NACE code 6811 – Purchase and sale of own real estate;*  
*NACE code 6812 – Real estate development (promotion);*  
*NACE Code 7020 – Business and Management Consulting Activity;*  
*NACE code 7112 – Related engineering and technical consultancy activities;*  
*NACE code 7120 – Technical testing and analysis activities;*  
*NACE Code 7711 – Rental and leasing activities with cars and light road vehicles;*  
*NACE code 7739 – Rental and leasing activities with other machinery, equipment and tangible goods n.e.c.;*  
*NACE code 8240 – Intermediation activities for services - support for enterprises n.e.c.;*  
*NACE code 8425 – Fire fighting and prevention activities;*  
*NACE code 9311 – Activities of sports facilities.*

Article 7, para. 1 entitled The share capital is amended and will have the following content:

*Art.7 – Share Capital*

*7.1. The share capital of S.C. Electromagnetica S.A. is RON 66,380,788.9, fully subscribed and paid-up, of which RON 65,059,549.76 in cash and RON 1,321,239.14 contribution in kind, divided into 663,807,889 registered shares in the amount of RON 0.10/share.*

.....  
Art. 10, - The assignment of the shares in Chapter III shall be modified/renumbered and shall have the following content:

*Art. 10 – Transfer of shares*

*10.1. The shares are indivisible, the company recognizes only one owner for each share.*

*10.2. The shares are freely negotiable and transferable. The shares are traded on a regulated market in Romania, namely the Bucharest Stock Exchange.*

Art. 11 - Proof of share ownership - Chapter III, is modified/renamed and will have the following content:

*Art. 11 – Attestation of the right of ownership over the shares*

*The ownership right over the shares is attested by an account statement issued by Depozitarul Central S.A. or by authorized intermediaries, according to the legal regulations in force.*

Art. 12 – Powers - Chapter IV – General Meeting of Shareholders, is completed/amended and will have the following content:

## *Art. 12 - Powers*

*12.1. The General Meeting of Shareholders is the management body of the company in its entirety, which decides on its activity and on its economic and commercial policy.*

*12.2. The convening and holding of the general meetings of shareholders shall be made in accordance with the regulations and legal provisions.*

*12.3. The Ordinary General Meeting shall meet within the term set by the capital market and shall have the following obligations:*

*12.3.1. discuss, approve or amend the annual financial statements, based on the reports submitted by the Board of Directors and the financial auditor and fix the dividend;*

*12.3.2. to elect and dismiss the members of the Board of Directors, to fix the remuneration due for the current exercise of the directors, as well as of other rights;*

*12.3.3. appoint or dismiss the financial auditor and set the minimum duration of the financial audit contract;*

*12.3.4. to decide on the management of the Board of Directors;*

*12.3.5. establish the revenue budget for the following financial year;*

*12.3.6. decide to pledge, lease or dismantle one or more units of the company.*

*12.4. The Extraordinary General Assembly shall meet whenever it is necessary to take a decision for:*

*12.4.1. changing the legal form of the company;*

*12.4.2. relocation of the company's headquarters;*

*12.4.3. change of the company's object of activity;*

*12.4.4. extension of the duration of the company;*

*12.4.5. increase of the share capital;*

*12.4.6. reduction of the share capital or its replenishment through the issuance of new shares;*

*12.4.7. merger with other companies or division of the company, including cross-border merger and cross-border division;*

*12.4.8. cross-border transformation of society;*

*12.4.9. early dissolution of the company;*

*12.4.10. conversion of shares from one category to another;*

*12.4.11. conversion of a class of bonds into another class or shares;*

*12.4.12. the issuance of bonds;*

*12.4.13. any other amendment to the articles of association or any other decision for which it is required approval of the Extraordinary General Assembly.*

**Art. 13 – Convening of the General Meeting of Shareholders - Chapter IV – General Meeting of Shareholders, shall be completed/amended and shall have the following content:**

## *Art. 13 – Convening of the General Meeting of Shareholders*

*13.1. The General Meeting of Shareholders shall be convened by the Board of Directors, whenever necessary, the Chairman of the Board of Directors being mandated to carry out the formalities regarding the convocation.*

13.2. *Ordinary general meetings shall be held at least once a year, within the term established by the capital market legislation.*

13.3. *The General Meetings shall be convened by the Board of Directors at the request of the shareholders representing individually or jointly, at least 5% of the share capital, as well as in other situations provided by law, within no more than 30 days and shall meet within no more than 60 days from the date of receipt of the request.*

13.4. *The General Meeting shall be convened by the Directors as many times as necessary, in accordance with the provisions of the Articles of Incorporation, at least 30 days before the date set.*

13.5. *The convocation will be made in compliance with the procedure provided by law, respectively the term of the meeting cannot be less than 30 days from the publication of the convocation in the Official Gazette of Romania, part IV a. The notice shall also be published in one of the newspapers of wide circulation in the locality where the company's headquarters are located or in the nearest locality, in print or online format, as well as on the company's website and the capital market.*

13.6. *The convocation shall include the place and date of the meeting, as well as the agenda, with explicit mention of all the issues that will be the subject of the debates of the meeting. If the appointment of the directors appears on the agenda, the notice shall mention that the list containing information on the name, place of residence and professional qualification of the persons proposed for the position of director shall be available to the shareholders, and may be consulted and completed by them.*

13.7. *When proposals for amending the articles of association are on the agenda, the notice must include the full text of the proposal, in compliance with the legislation on the capital market.*

13.8. *One or more shareholders representing, individually or jointly, at least 5% of the share capital, have the right to request the introduction of new items on the agenda. Applications shall be submitted to the Board of Directors, within 15 days from the publication of the notice, in order to publish and inform the other shareholders.*

13.9. *The completion of the agenda of a general meeting of shareholders may also be carried out by the Board of Directors, in due compliance with the legal requirements and deadlines, if the need to complete it resulted from acts or facts that occurred after the publication of the convening notice.*

*The decision of the Board of Directors on the completion of the agenda may be taken within 15 days from the publication of the notice and shall be published immediately, but not later than 24 hours from the adoption of this decision.*

13.10. *The agenda, supplemented with the items proposed by the shareholders or by the Board of Directors, after the convening, must be published in compliance with the requirements provided by law for convening the general meeting, at least 10 days before the general meeting, on the date mentioned in the initial convening notice.*

13.11 *The annual financial statements, the annual report of the Board of Directors, as well as the proposal regarding the distribution of dividends shall be made available to the shareholders of the company, from the date of the convening of the general meeting. Upon request, shareholders will be issued copies of these documents. The company will make available to shareholders, on its website and at its headquarters, the documents and information regarding the issues on the agenda, in accordance with the regulations and legal provisions.*

13.12. Each shareholder may ask the Board of Directors written questions regarding the company's activity before the date of the general meeting, and will be answered at the meeting or by publishing it on the company's website, in the "Frequently Asked Questions" section.

13.13. In the notice for the first general assembly, the day and time for the second assembly will be fixed, when the first could not be held.

13.14. The Board of Directors will set a reference date for the shareholders entitled to vote at the general meeting, a date that will remain valid even if the general meeting is convened again due to the lack of a quorum, in compliance with capital market legislation.

13.15. The conditions for the validity of the deliberations and decisions taken are those provided by law.

Art. 14 – Organization of the General Meeting of Shareholders - Chapter IV – General Meeting of Shareholders, is completed/modified and will have the following content:

*Art. 14 – Organization of the general meeting of shareholders*

14.1. The access of shareholders entitled to participate, on the reference date, in the general meeting of shareholders is allowed by the simple proof of their identity, made, in the case of natural person shareholders, with their identity document or, in the case of legal persons, of the legal representative, and in the case of legal entities and shareholders who are natural persons represented, with the power of attorney given to the person representing them, in compliance with the applicable legal provisions in the matter.

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

14.3. Shareholders who do not have the capacity to exercise, as well as legal persons may be represented by their legal representatives who, in turn, may give power of attorney to other persons for the respective general meeting.

14.4. The proxies shall be submitted in original 48 hours before the meeting, under penalty of losing the exercise of the right to vote in that meeting. The powers of attorney will be retained by the company, mentioning it in the minutes.

14.5. The General Meeting of Shareholders is chaired by the Chairman of the Board of Directors, and, in his absence, by the person who takes his place, based on the power of attorney given by the Chairman.

14.6. The general meeting will choose from among the shareholders present, one to 3 secretaries, who will check the list of shareholders present, indicating the share capital that each one presents, the minutes drawn up by the technical secretary to ascertain the number of shares present and the fulfillment of all the formalities required by law and by the articles of incorporation for holding the general meeting.

14.7. The minutes of the meeting shall be written in a register of general meetings. The minutes will be signed by the person who chaired the meeting and by the secretary who prepared it. The minutes shall be attached to the documents relating to the convocation and the lists of attendance of the shareholders.

Art. 15, points 15.5 – 15.7 The exercise of the right to vote in the General Meeting of Shareholders - Chapter IV – General Meeting of Shareholders, is completed/modified, with the renumbering of paragraphs, as follows:

*Art. 15 - Exercise of the right to vote in the general meeting of shareholders*

.....  
...

15.5. *By exception to art. 15.4. of the articles of incorporation, in accordance with art. 90 index 1 paragraph 1 of Law 24/2017, the resolutions of the general meeting regarding the modification of the characteristics of the issues/number of securities admitted to trading on a regulated market shall be submitted to the Trade Register Office by the issuer, within 3 working days from the date of adoption of the decision, for publication in the Official Gazette of Romania, Part IV.*

15.6. *The members of the Board of Directors may not appeal the decision of the General Meeting regarding their dismissal from office.*

15.7. *The right of withdrawal of a shareholder from the company may be exercised under the conditions established by the Companies Law no. 31/1990 R and Law no. 24/2017.*

15.8. *The company must establish for each decision at least the number of shares for which valid votes have been 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 with regard to the items on the agenda of a general meeting of the company's shareholders represents a vote cast. The convening notice of the general meeting of shareholders will include mentions regarding the qualification of the abstention position as a vote cast.*

Art. 16 – Organization - Chapter V - Board of Directors, shall be amended and renumbered, and shall have the following content:

*Art. 16 – Organization*

16.1. *The company is managed in a unitary system, by a Board of Directors composed of 5 directors, 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 are non-executive directors (who have not been appointed directors).*

16.2. *The directors are appointed by the ordinary general meeting of shareholders, and may be re-elected. During the fulfillment of the mandates, the individual employment contracts of the administrators who have been appointed from among the company's employees will be suspended.*

16.3. *The Company will conclude an insurance policy for occupational and health risks, in connection with the exercise of the mandate of the directors and directors, at least within the minimum limits provided by the applicable legal framework.*

16.4. *Candidates for the positions of directors are nominated by the current members of the Board of Directors or by the shareholders.*

16.5. When a vacancy is created on the Board of Directors, the procedure shall be carried out in accordance with the legal provisions in force, the duration for which the new administrator is elected to fill the vacant seat shall be equal to the period remaining until the expiry of the mandate of his predecessor.

16.6. Persons who, according to the law, cannot perform this position, are incompatible with the quality of member of the Board of Directors.

16.7. The Board of Directors shall be headed by a Chairman, elected by the members of the Board of Directors, who may also be the Chief Executive Officer. The President shall be appointed for a period which may not exceed the term of office of his or her administrator. The President may be revoked at any time by the Management Board.

16.8. At the first meeting, the Management Board shall elect a Chairperson from among its members.

16.9. If the Chairman is temporarily unable to exercise his duties, during the respective state of impossibility, the Board of Directors shall appoint another director to perform the function of Chairman.

16.10. The Board of Directors shall meet at the company's headquarters or in another place established by convocation, the meetings being convened and held in compliance with the applicable legal provisions, as well as in accordance with the Internal Regulations of the Board of Directors. Participation in the meetings of the Board of Directors can also take place through remote means of communication: teleconference, videoconference, internet conference or intranet, etc.

The members of the Board of Directors may be represented at the meetings of the Board by other members on the basis of a power of attorney. A member of the Management Board may represent only one other member at a meeting. The power of attorney will be sent to the secretariat before the start of the meeting. In urgent conditions or in the impossibility of the participation of the directors in the meeting, the Chairman of the Board may decide to hold the meeting and to transmit the vote by electronic means, according to the procedure established by the Internal Regulations of the Board of Directors.

The Board of Directors shall meet whenever necessary:

- a) when summoned by the President,
- b) at the reasoned request of at least 2 of the members of the Board of Directors;

The meeting of the Board of Directors is chaired by the President.

The President shall appoint by decision a secretary either from among the members of the Board of Directors or from outside it.

16.11. If the convocation has been made by the Chairman of the Board of Directors, he shall establish the agenda, inform the members of the Board of Directors about the items on the agenda and chair the meeting. If the convocation was made according to art. 16.10. letter b), the agenda is established by the members of the Board of Directors who requested the meeting.

16.12. The decisions of the Board of Directors are valid if more than half of the number of its members were present, and the decisions are taken by the vote of the majority of the members present who participate in person, by representation or by exercising the vote by correspondence. The Chairman of the Board of Directors will not have the decisive vote in the event of a tie.

16.13. In exceptional cases, justified by the urgency of the situation and by the interest of the company, the decisions of the Board of Directors may be taken by the unanimous vote expressed in writing of the members, without the need for a meeting of the Board of Directors.

16.14. *The debates of the Board of Directors shall take place according to the agenda established on the basis of the convening notice communicated by the President. These shall be recorded in the minutes of the meeting by the secretary of the Board of Directors. The minutes shall be signed by the administrators present at the meeting.*

16.15. *Directors and internal auditors may be summoned to any meeting of the Board of Directors, meetings in which they must participate. They do not have the right to vote, except for directors who are also administrators.*

16.16. *The Board of Directors is in charge of performing all the necessary and useful acts for the achievement of the company's object of activity, except for those legally reserved for the general meeting of shareholders.*

16.17. *The Board of Directors delegates the management of the company to a number of directors established by the decision of the Board of Directors.*

16.18. *The Board of Directors may revoke the directors at any time.*

16.19. *The Board of Directors shall register with the Trade Register the names of the persons empowered to represent the company, mentioning whether they act together or separately. They submit specimens of signature to the Trade Register.*

16.20. *The Management Board may delegate to one or more of its members certain powers of attorney on limited issues and may have recourse to experts to study certain issues.*

16.21. *The general manager represents the company in relation to third parties. The Director General may delegate the power of representation only to the staff with a managerial position, respectively directors.*

16.22. *For the activity performed, the directors receive a fixed monthly remuneration approved by the General Shareholders' Meeting, as well as other rights established by the general meeting of shareholders. In the event of unjust dismissal from the position of administrator, the dismissed administrator is entitled to the payment of damages equal to two fixed monthly remunerations.*

16.23. *The directors are jointly and severally liable to the company for:*

16.23.1. *the reality of the payments made by the partners;*

16.23.2. *the actual existence of the dividends paid;*

16.23.3. *the existence of the registers required by law and their correct keeping;*

16.23.4. *the exact fulfillment of the decisions of the general meetings;*

16.23.5. *the strict fulfillment of the duties that the law, the articles of incorporation impose.*

Art. 17 – The duties of the Board of Directors - Chapter V - Board of Directors, shall be amended and renumbered, and shall have the following content:

*Art. 17 – Duties of the Board of Directors*

*17.1. The Board of Directors has the following main obligations:*

*17.1.1. appoints and dismisses the directors to whom management duties have been delegated at the proposal of the general manager; establishing their rights, obligations and remuneration;*

*17.1.2. approves the organisational structure of the company;*

17.1.3. *approves the contracting of medium and long-term bank loans and other guarantees for them, pledges and mortgages for bank letters of guarantee, other similar operations within the limit established by the capital market legislation;*

17.1.4. *is responsible for the execution of the income and expenditure budget by proposing its updating to the general meeting of shareholders;*

17.1.5. *approves the bearing of irrecoverable debts, justified increases, unforeseeable circumstances, force majeure, etc.;*

17.1.6. *approve sponsorship contracts;*

17.1.7. *approves restructuring, reorganization, modernization, development programs, etc.;*

17.1.8. *approves the scrapping of fixed assets of finished products, raw materials and materials available for justified reasons, as well as other goods, except those falling within the competence of the general meeting;*

17.1.9. *approve the depreciation method;*

17.1.10 *approves the acts of acquisition, alienation, exchange or provision as collateral of assets in the category of fixed assets of the company, including securities or other financial instruments, the value of which exceeds, individually or cumulatively, when they are linked to each other, during a financial year, the amount of RON 2 million, but not more than 20% of the total fixed assets, except for fixed receivables.*

17.1.11 *approves the mandate to negotiate the collective labor agreement;*

17.1.12 *analyzes and approves the lease contracts except those within the competence of the General Shareholders' Meeting;*

17.1.13. *submit annually to the General Meeting of Shareholders, within 5 months from the end of the financial year, the report on the company's activity, the financial statements for the previous year, the distribution of the net profit, as well as the draft activity program and the draft income and expenditure budget of the company for the current year;*

17.1.14 *approves the guarantees and the manner of constitution for the persons who have the quality of managers;*

17.1.15 *convene the general meeting of shareholders whenever necessary;*

17.1.16 *resolve any other issues established by the general meeting of shareholders provided for by the legislation in force;*

17.1.17 *decides, within the limits established by the general meeting, whether the general manager, the directors and employees of the company can benefit from incentives;*

17.1.18 *the establishment/dissolution of branches and other secondary offices, without legal personality, or the change of their headquarters;*

17.1.19 *decides to establish/dissolve other companies or legal entities, including participation in the share capital of other companies, under the conditions provided by the legal regulations;*

17.2. *The duties of the Board of Directors that cannot be delegated to the directors are:*

- a) *establishing the main directions of activity and development of the company;*
- b) *establishing the accounting and financial control system and approving the financial planning;*
- c) *the appointment and dismissal of directors and the determination of their remuneration;*
- d) *supervising the work of directors;*

- e) *preparation of the annual report, organization of the general meeting of shareholders and implementation of its resolutions;*
- f) *The submission of the application for the opening of the company's insolvency procedure, according to Law no. 85/2014 on the insolvency procedure;*
- g) *any other duties received from the General Meeting of Shareholders.*

Art. 18, points 18.8 – 18.13 – Chapter VII – The Company's Activity, is modified/renumbered and will have the following content:

*18.8. The directors are responsible for taking all measures related to the management of the company, within the limits of the company's object of activity and in compliance with the exclusive powers reserved by law or by the articles of incorporation to the Board of Directors and the general meeting of shareholders.*

*18.9. The activity of the directors will be determined by the Board of Directors based on a decision.*

*18.10. The Directors shall inform the Board of Directors on a regular and comprehensive basis of the operations undertaken and those envisaged, as well as of all irregularities found in the performance of their obligations.*

*18.11. The remuneration of the members of the Board of Directors is established by decision of the general meeting of shareholders. The remuneration of directors is determined by the Board of Directors.*

*18.12. The Board of Directors may delegate to the directors the powers provided for in art. 17.1.4.*

*18.13. The company's staff is hired or dismissed by the general manager or his representative.*

Art. 20, point 20.2, Accounting records and balance sheet - Chapter VII – Company's activity, is amended and will have the following content:

.....  
*20.2. The financial statements prepared in accordance with the law shall be approved by the general meeting of shareholders and shall be published in accordance with the legislation in force.*

Art. 23, point 23.5, Internal audit and financial audit – Chapter VII – Company's activity, is amended and will have the following content:

.....  
*23.5. The financial auditor's report shall be submitted to the company's headquarters and shall be published on the company's website for consultation by shareholders.*

The term "commercial" from the phrase referring to the company will be eliminated from the Articles of Incorporation of Electromagnetica S.A., and the corresponding provisions will be amended accordingly.

5. Approval of May 20, 2026 as the registration date for identifying the shareholders affected by the A.G.E.A. resolutions, pursuant to Article 87 (1) of Law No. 24/2017 on issuers of financial instruments and market operations, and May 19, 2026 as the ex-date, pursuant to Article 2 (2) letter 1) of F.S.A. Regulation No. 5/2018.

6. Empowerment of Ms. Daniela Cucu – Chairperson of the Board of Directors, with the right of substitution, to: i) conclude and/or sign on behalf of the Company and/or its shareholders the resolutions of this O.G.M.S. and any documents necessary for their implementation in relation to any natural or legal person, public or private; ii) sign the updated Articles of Association; iii) perform all legal formalities required for registration, enforceability, execution and publication of the adopted resolutions.

Pursuant to the provisions of Law no. 24/2017 and F.S.A. Regulation no. 5/2018, shareholders individually or jointly representing at least 5% of the share capital are entitled:

- to introduce items on the agenda of the general meetings, provided that each item is accompanied by a justification or a draft resolution proposed for adoption by the general meetings;
- to submit draft resolutions for the items included or proposed to be included on the agenda of the general meetings.

The deadline by which these rights may be exercised is **06.04.2026, 17:00**.

Each shareholder has the right to address questions regarding the items on the agenda of the general meetings no later than **15.04.2026, 17:00**, according to the registration number date. The Company may respond also by posting the answer on its website, in the section O.G.M.S./E.G.M.S. of **24/25.04.2026** / Company / Investors / General Meetings / 2026, while the regulation regarding the conduct of general meetings and the observance of shareholders' rights can be consulted in the section Company / Investors / Info / Corporate Governance.

Requests shall be submitted in writing, in original, at the Company's headquarters at ELECTROMAGNETICA S.A., Bucharest, Sector 5, 266-268 Calea Rahovei, under the signature of the shareholder or its legal representative. Shareholders or their legal representatives may also send requests with an extended electronic signature, in accordance with Law no. 214/2024 on the use of electronic signatures, time stamps and trust services, by e-mail to [juridic@electromagnetica.ro](mailto:juridic@electromagnetica.ro).

Shareholders, irrespective of the chosen method of transmission, must clearly mention, in capital letters: **“FOR THE O.G.M.S./E.G.M.S. OF ELECTROMAGNETICA S.A. DATED 24.04.2026 / 25.04.2026.”**

For identification purposes, shareholders who submit proposals to supplement the agenda shall attach to the request documents certifying their identity (identity document for natural persons, and for legal persons the identity document of the legal representative together with proof of the capacity of legal representative, respectively a certificate issued by the Trade Register, presented in original or as a certified copy, or any other document issued by a competent authority in the state where the shareholder is legally registered, attesting the capacity of legal representative). They shall also attach a statement of account showing the shareholder status and the number of shares held on the date of the request, issued by the Central Depository or by participants providing custody services in accordance with art. 194 of F.S.A. Regulation no. 5/2018. Documents attesting the capacity of legal representative of a legal entity shareholder must be issued no more than 3 months prior to the publication date of the notice convening the general meetings. Documents drawn up in a foreign language other than English must be accompanied by a translation into Romanian or English performed by an authorized translator.

The same documents shall also be submitted by shareholders who address questions to the Board of Directors.

Documents attached to requests sent by mail or courier shall be certified for conformity with the original by the signatories of the requests, and for those sent electronically, the holders of the extended electronic signature (shareholder or legal representative) shall submit a statement on their own responsibility that the transmitted documents are true copies of the original.

Participation in the General Meetings may take place in person or by representation. Representation may also be granted to persons other than shareholders, based on a special or general power of attorney, pursuant to Law no. 24/2017 on issuers of financial instruments and market operations and F.S.A. Regulation no. 5/2018.

A special power of attorney may be granted to any person to represent the shareholder in a single general meeting and contains specific voting instructions from the shareholder, clearly indicating the voting option for each item on the agenda of the General Meeting. In this case, the provisions of art. 125 (5) of Law no. 31/1990, as subsequently amended and supplemented, are not applicable.

A general power of attorney may be granted by the shareholder, as client, to an intermediary (as defined by art. 2 (1) point 19 of Law no. 24/2017) or to a lawyer, under the conditions provided by Law no. 24/2017, for a period not exceeding 3 years, unless the parties expressly provide for a longer period. The general power of attorney, prior to its first use, shall be submitted to ELECTROMAGNETICA S.A. as a copy bearing the mention “true copy of the original” signed by the representative.

The representative appointed through a general power of attorney shall, upon entering the meeting room and before receiving the voting ballot, submit a statement on his/her own responsibility, updated for each general meeting held by ELECTROMAGNETICA S.A. during the validity of the general power of attorney, stating that he/she is not in a conflict of interest according to legal provisions. Furthermore, the proxy, intermediary or lawyer shall prove the fulfillment of the condition of being a client of the shareholder who issued the general power of attorney, by means of a contract (copy excerpt certified for conformity with the original by the representative) valid at the date of issuance of the general power of attorney and covering at least the validity period of the power of attorney.

The proxy may not substitute another person unless such right was expressly granted by the shareholder in the power of attorney. If the proxy is a legal entity, it may exercise the mandate through any person who is a member of its management body or among its employees. If the attending natural person is the legal representative, he/she shall prove this capacity through the same documents requested for submitting requests regarding agenda supplementation or questions.

If the mandate is exercised through another person belonging to the management body or among the employees of the legal entity, an additional ORIGINAL authorization signed by the legal representative must be submitted, designating the person who will participate in the general meeting and specifying the capacity/position held within the legal entity designated by the shareholder as its representative.

Shareholders may revoke or amend votes or mandates issued, no later than 22.04.2026 at 11:00 (registration time at the Company’s registry) for the O.G.M.S., and on 12:00 for the E.G.M.S., the last vote or last

special/general power of attorney registered with ELECTROMAGNETICA S.A. being taken into account. If the shareholder attends the meeting in person, previously submitted votes or mandates become null.

If the person attending the meeting is different from the one who expressed the vote by correspondence, he/she must present a written revocation of the correspondence vote, signed by the shareholder or by the representative who expressed the vote by correspondence. This is not necessary if the shareholder or its legal representative is present at the meeting.

Where a shareholder is represented by a credit institution providing custody services, the provisions of Law no. 24/2017 shall apply, the custodian being obliged to comply with the requirements set out in the Voting Procedure approved by the Board of Directors.

The voting procedure, depending on the voting option chosen by shareholders, will be made available together with the special power of attorney form and the correspondence voting ballot on the official website of ELECTROMAGNETICA S.A., starting with **19.03.2026**, in Romanian and English.

Special powers of attorney, IN ORIGINAL, and general powers of attorney under the conditions described above shall be submitted (through the registry office or by correspondence) to ELECTROMAGNETICA S.A. **starting with 15.04.2026, 09:00, no later than 22.04.2026, 11:00 for the O.G.M.S. and 12:00 for the E.G.M.S.**, according to the registration number date, or electronically with an extended electronic signature sent to [juridic@electromagnetica.ro](mailto:juridic@electromagnetica.ro).

Correspondence votes shall be submitted in original or electronically to ELECTROMAGNETICA S.A. within the same period (**15.04.2026, 09:00 – 22.04.2026, 11:00 for the O.G.M.S. and 12:00 for the E.G.M.S.**). Votes received after this deadline will not be taken into consideration.

In case of exceeding the deadline specified above, the votes will not be taken into account. Shareholders have the obligation to comply with the procedure established by the Board of Directors for voting, depending on the method chosen, under the penalty of canceling the vote.

Voting rights for shares repurchased by the Company are suspended.

Materials related to the agenda, draft resolutions and all documents necessary for the conduct of the general meetings according to the law may be consulted or obtained by shareholders, for a fee, at the Company's headquarters or on the official website starting with 19.03.2026, including:

- The annual individual and consolidated financial statements for the year ended 31.12.2025, the reports of the Board of Directors on the individual and consolidated financial statements, the financial auditor's opinions on the individual and consolidated financial statements on 31.12.2025, the annual financial report 2025, the Declarations according to Law no. 24/2017 on the individual and consolidated financial statements as of 31.12.2025, Informative material on the discharge of administrators for the activity carried out in the financial year 2025. Informative material on the method of covering the loss recorded on 31 December 2025, the Budget of income and expenses for the year 2026 and the Activity Program for the financial year 2026 and related information material, The remuneration report of the company's managers for the year 2025 and the related informative material, Material regarding the appointment of EVCONT AUDIT S.R.L. as External Financial Auditor of Electromagnetica S.A. for a period of 2 years, namely mandate for auditing the financial statements related to the period 2026 - 2027 and the mandate of the Board of Directors with a view to concluding the financial audit services contract and

establishing the conditions for exercising the audit activity, in compliance with all legal provisions applicable to this activity, Material regarding 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 forms of ballot by mail and special power of attorney (related to O.G.M.S.) and informative materials, draft decisions, voting procedure, ballot forms by mail and special power of attorney (related to E.G.M.S.). - from **19.03.2026**.

- the forms for voting by mail and special power of attorney, published on 19.03.2026, will be updated and completed in the conditions where there will be requests to complete the agenda from the shareholders and will be made available to the shareholders from **13.04.2026**.

Access to the meeting room is permitted to:

- shareholders, only on the basis of the identity document for natural persons, and for legal entities on the basis of the identity document of the legal representative, identified in the list of shareholders on the reference date received from the Central Depository. In the situation where the data regarding the legal representative capacity have not been updated at the Central Depository by the legal person shareholder, corresponding to the reference date, the proof of the legal representative quality is made on the basis of a finding certificate issued by the Trade Register presented in the original or a copy conforming to the original or any other document, in the original or in a copy conforming to the original issued by the competent authority of the state in which the shareholder is legally registered, which certifies the legal representative capacity of the legal person shareholder. The document attesting the legal representative capacity of the legal person shareholder is valid if it was issued no more than 3 months before the date of publication of the Notice of General Meetings;
- the representatives, for whom the shareholders have issued special or general powers of attorney that will be presented, in accordance with the conditions of this convocation and the Procedure approved by the Board of Directors of ELECTROMAGNETICA S.A., based on the identity document;
- credit institutions that provide custody services (through their legal or authorized representative) on the basis of the identity document, under the terms of this invitation and the Procedure approved by the Board of Directors of ELECTROMAGNETICA S.A.

In accordance with the company's constitutive act, related to the provisions of art. 105 para. (233) from Law no. 24/2017 regarding issuers of financial instruments and market operations, the position of "abstention" expressed by a shareholder or by a representative present regarding the items on the agenda of the general meetings of shareholders represents a vote expressed regarding the respective items on the agenda.

If on **24.04.2026** the quorum required by law is not met for the O.G.M.S. and/or E.G.M.S., the meetings will be held at the second convening on **25.04.2026**, at the same place and time, with the same agenda. The quorum for the E.G.M.S. will be at least one fifth of the total voting rights, while the O.G.M.S. may deliberate regardless of quorum. Resolutions will be adopted in the O.G.M.S. by the majority of votes cast, and in the E.G.M.S. by the majority of votes held by the shareholders present or represented.

The management of ELECTROMAGNETICA S.A. recommends that shareholders, where possible:

- to access the supporting materials for the items on the agenda of the Ordinary/Extraordinary General Meetings of Shareholders in electronic format, available on the Company's website, rather than the copies available at the Company's headquarters;

- vote by mail using the mail ballot available on the Company's website;  
o use all means of electronic communication indicated in the convening letter rather than post or courier to the Company headquarters, when sending (i) proposals regarding the addition of new items to the agenda of the O.G.M.S./E.G.M.S., (ii) draft decisions, (iii) questions written in advance for the O.G.M.S./E.G.M.S., (iv) powers of attorney for representation in within the O.G.M.S./E.G.M.S. or (v) postal ballot.  
Additional information can be obtained at the headquarters of ELECTROMAGNETICA S.A. from Bucharest, Sector 5, Calea Rahovei, no. 266 - 268, phone 0214042102 as well as on the official website of ELECTROMAGNETICA S.A. [www.electromagnetica.ro](http://www.electromagnetica.ro), Investor Information Section - General Meetings.

*There are no more events to report.*

**General Manager**

**George Stefan**