

– Draft –

**RESOLUTION OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF
30.04.2015/04.05.2015**

The Ordinary General Meeting of Shareholders of **ELECTROMAGNETICA S.A.**, having the registered office at 266-268 Calea Rahovei, District 5, Bucharest, registered with the Trade Register Office attached to the Bucharest Court under No. J40/19/1991, Sole Registration Code 414118, called on to the company's headquarters on 30.04.2015 and 04.05.2015 respectively, at 9:00 a.m., as to the reference date 20.04.2015, pursuant to the publication in the Official Gazette of Romania Part IV, No. ___ / ___ and in the journal "Romania Libera" of 27 March 2015, in the session as of 30 April 2015/04 May 2015, legally convened, in which a number of shareholders participated that represented ___ % of the Company's share capital, corresponding to _____ shares at a par value of Lei 0.10 /share, of which _____% (corresponding to _____ shares) represented votes by correspondence, by virtue of the rights granted under the law and the Company's Memorandum of Association, hereby

DECIDE:

1. Item 1 on the agenda (*„To approve the individual annual financial statements for the financial year ended on 31.12.2014 according to the Accounting Regulations compliant with the International Financial Reporting Standards, accompanied by the report of the Board of Directors and the financial audit report, formed of: statement of financial position; statement of comprehensive income; statement of changes in equity; statement of cash flows; notes to financial individual statements.”*)

This agenda item was approved by _____ votes.

This agenda item was rejected by _____ votes.

2. Item 2 on the agenda (*„To approve the consolidated annual financial statements for the financial year ended on 31.12.2014 according to the Accounting Regulations compliant with the International Financial Reporting Standards, accompanied by the report of the Board of Directors and the financial audit report, formed of: consolidated statement of financial position; consolidated statement of comprehensive income; consolidated statement of changes in equity; consolidated statement of cash flows; notes to consolidated financial statements.”*)

This agenda item was approved by _____ votes.

This agenda item was rejected by _____ votes.

3. Item 3 on the agenda (*„To approve the distribution of the net profit and the setting of the dividend for 2014, after the allocation of the legal reserve, the Board proposing the amount of 0.004 Lei/share. The Board of Directors is proposed to be mandated to appoint the paying agent.”*)

This agenda item was approved by _____ votes, respectively:

3.1. The net profit in the amount of Lei 7,578,661 was approved to be distributed;

3.2. A legal reserve in the amount of Lei 371,123 was approved to be allotted out of the net profit;

- 3.3. The amount of Lei 4,503,383 was approved to be allotted out of the net profit for own financing sources;
- 3.4. The amount of Lei 2,704,155 was approved to be allotted out of the net profit for dividends, respectively a gross dividend of Lei 0.004/share was approved;
- 3.5. Empowerment of the Board of Directors to appoint the paying agent for the dividends.

This agenda item was rejected by _____ votes, respectively:

- 3.1. The net profit in the amount of Lei 7,578,661 was rejected to be distributed;
- 3.2. A legal reserve in the amount of Lei 371,123 was rejected to be allotted out of the net profit;
- 3.3. The amount of Lei 4,503,383 was rejected to be allotted out of the net profit for own financing sources;
- 3.4. The amount of Lei 2,704,155 was rejected to be allotted out of the net profit for dividends, respectively a gross dividend of Lei 0.004/share was rejected;
- 3.5. Empowerment of the Board of Directors to appoint the paying agent for the dividends.

4. Item 4 on the agenda (*„Discharge of management duties of the directors for the financial year 2014”*)

This agenda item was approved by _____ votes.

This agenda item was rejected by _____ votes.

5. Item 5 on the agenda (*„To approve the income and expenditure budget (BVC) for 2015 and the Work Program for the financial year 2015, mandating the Board of Directors to readjust the items of the income and expenditure items upon occurrence of any unforeseeable arbitrary events”*.)

This agenda item was approved by _____ votes.

This agenda item was rejected by _____ votes.

6. Item 6 on the agenda (*„To approve the payment of the remuneration due to the members of the Board of Directors for the financial year 2015.”*)

This agenda item was approved by _____ votes.

This agenda item was rejected by _____ votes.

7. Item 7 on the agenda (*„To ratify the amendment of BVC for 2014, as approved by the Board of Directors in December 2014 based on the mandate of 29.04.2014 from OGMS.”*)

This agenda item was approved by _____ votes.

This agenda item was rejected by _____ votes.

8. Item 8 on the agenda (*„To appoint the financial auditor and its mandate period and to mandate the Board of Directors to conclude the audit contract.”*)

This agenda item was approved by _____ votes, respectively:

The appointment of the company Audit Expert SRL Ploiesti as financial auditor of Electromagnetica SA in order to audit the financial statements for the years 2015 and 2016 and a mandate entrusted to the Board of Directors in order to conclude the audit contract.

This agenda item was rejected by _____ votes.

9. Item 9 on the agenda (*„To approve the 27th day of May 2015 as registration date for the identification of the shareholders who are to receive dividends or other entitlements and who are subject to the effects of OGMS resolutions, and to approve the 26th day of May 2015 as ex-date, calculated as the date previous to the registration date, when the shares are traded without the rights deriving from the OGMS resolutions.”*)

This agenda item was approved by _____ votes.

This agenda item was rejected by _____ votes.

10. Item 10 on the agenda (*„To approve the 2nd day of June 2015 as Dividend Pay Date. Should any change occur in the legal framework with respect to the method of calculation of the pay date, the pay date shall be established on the last working day of the maximum period between the registration date and the pay date, as legally provided with amendments. In this case, the Board of Directors shall send and publish a current report regarding the modified pay date, which shall also be available on the Company's webpage.”*)

This agenda item was approved by _____ votes, respectively:

The date of 18.06.2015 was approved as Dividend Pay Date, calculated as the last working day of the maximum period provided in Article 129³ of CNVM (The Romanian National Securities Commission) Regulations No. 1/2006, amended by means of ASF (Financial Supervisory Authority) Regulations No. 3/2015 published in the Official Gazette Part I No. 206 of 27.03.2015.

This agenda item was rejected by _____ votes.

11. Item 11 on the agenda (*„To mandate Mr Eugen Scheusan – President of the Board of Directors, who can be substituted by another person, to: i) conclude and/or sign, on behalf of the Company and/or of the Company's shareholders the resolutions of this OGMS, any and all the resolutions, documents, applications, forms and requests adopted/drawn up for the purpose or for the execution of the resolutions of this OGMS in relation with any individual or legal entity, whether private or public, and ii) to fulfil all legal formalities for the registration, enforceability, execution and publication of the resolutions adopted.”*)

This agenda item was approved by _____ votes.

This agenda item was rejected by _____ votes.

**PRESIDENT,
Eugen Scheusan**

Secretariate: