

**To: Bucharest Stock Exchange
Financial Supervisory Authority (ASF), Financial Instruments and Investments
Sector**

CURRENT REPORT

Report date: 23.04.2019

Entity name: **ELECTROMAGNETICA S.A.**

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

Telephone: 404.21.02; 404.21.08 FAX: 404.21.95; 404.21.94

Registration number with the Trade Register: J 40/19/1991

Sole registration number: 414118

Share capital subscribed and paid up: 67 603 870.4 lei

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

Events to be reported: *Resolution of the Ordinary General Meeting of Shareholders of
22.04.2019, 13:00 o'clock*

**Managing Director
Eugen Scheusan**

RESOLUTION OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF ELECTROMAGNETICA OF 22.04.2019.

The Ordinary General Meeting of Shareholders (AGOA) of **ELECTROMAGNETICA S.A.**, with registered office in Calea Rahovei no. 266-268, sector 5, Bucharest, registered with the Trade Register Office attached to Bucharest Tribunal under no. J40/19/1991, sole registration number (CUI) 414118, convened for 22.04.2019 at 13:00 o'clock, with the reference date 01.04.2019, at the registered office of the company, by the publication, in the Official Gazette of Romania part IV, no. 1308/22.03.2019 and the daily newspaper "Romania Libera" of 22.03.2019, in the meeting of 22 April 2019, duly convened, attended by shareholders representing 61.7144% of the share capital of the company, i.e. 417,213,142 shares, with a nominal value of RON 0.10/share, of which 205,729,215 shares representing vote by correspondence, reliant on the laws conferred by the law and the own Articles of Incorporation,

DECIDES

1. **Point 1 on the agenda** ("Approval of the annual individual financial statements for the financial year ended on 31 December 2018 according to the Accounting Regulations compliant with the International Financial Reporting Standards, accompanied by the report of the Board of Directors and the financial auditor's report, consisting of:

- statement of financial position;
- statement of comprehensive income;
- statement of changes in equity;
- cash flows statement;
- notes to the individual financial statements.").

This point on the agenda was approved with 417,213,142 votes in favour (100.00%)

2. **Point 2 on the agenda** ("Approval of the annual consolidated financial statements for the financial year ended on 31 December 2018 according to the Accounting Regulations compliant with the International Financial Reporting Standards, accompanied by the report of the Board of Directors and the financial auditor's report, consisting of:

- consolidated statement of financial position;
- consolidated statement of comprehensive income;
- consolidated statement of changes in equity;
- consolidated cash flows statement;
- notes to the consolidated financial statements.").

This point on the agenda was approved with 417,213,142 votes in favour (100.00%)

3. **Point 3 on the agenda** ("Approval of the distribution of the net profit and fixing of the dividend in gross amount of RON 0.004/share, giving mandate to the Board of Directors to designate the paying agent")

This point on the agenda was approved with 417,213,142 votes in favour (100.00%), i.e.

- 3.1. A net profit to be distributed, amounting to RON 4,823,198, was approved;
- 3.2. The allocation from the net profit of a legal reserve amounting to RON 401,175 was approved;
- 3.3. The allocation from the net profit of the amount of 1,717,868 for own sources of funding was approved;
- 3.4. The allocation from the net profit of the amount of 2,704,155 for dividends, i.e. A gross dividend of RON 0.004/share, was approved;
- 3.5. The mandating of the Board of Directors to determine the dividend paying agent was approved.

4. Point 4 on the agenda (*“Approval of the date of 3 June 2019 as the Dividend Payment Date. In the event of changes to the legal framework regarding the method of calculation of the payment date, the payment date is set on the last working day of the maximum period provided by the legal provisions thus amended, between the date of registration and the date of payment. In such a case, the Board of Directors will communicate and publish a current report, also available on the Company’s website, regarding the amended date of payment”*)

This point on the agenda was approved with 417,213,142 votes in favour (100.00%)

5. Point 5 on the agenda (*“Discharge of the Directors for the financial year 2018”*)

This point on the agenda was approved with 415,241,544 votes in favour (99.5275%) and 1,971,598 votes abstention (0.4725%)

6. Point 6 on the agenda (*“Approval of the Income and Expenditure Budget for the year 2019 and of the Activity Program for the financial year 2019, giving mandate to the Board of Directors to recorelate the items of income and expenses, subject to the occurrence of unforeseeable random events”*)

This point on the agenda was approved with 417,213,142 votes in favour (100.00%)

7. Point 7 on the agenda (*“Approval of the remuneration due to the members of the Board of Directors for the financial year 2019”*)

This point on the agenda was approved with 409,815,092 votes in favour (98.2268%) and 7,398,050 votes abstention (1.7732%)

8. Point 8 on the agenda (*“Approval of the incentives due to the members of the Board of Directors under the management contract for the year 2018”*)

This point on the agenda was approved with 409,815,092 votes in favour (98.2268%) and 7,398,050 votes abstention (1.7732%)

9. Point 9 on the agenda (*“Approval of the remuneration of members of the Audit Committee”*)

This point on the agenda was approved with 411,786,662 votes in favour (98.6993%) and 5,426,480 votes abstention (1.3007%)

10. Point 10 on the agenda (*“Approval of the date of 15.05.2019 as the date of registration for the identification of the shareholders affected by the AGOA resolutions, and of the date of 14.05.2019 as ex-date (the date when the shares are traded without the rights deriving from the AGOA resolutions)”*).

This point on the agenda was approved with 417,213,142 votes in favour (100.00%)

11. Point 11 on the agenda (*“Giving mandate to Mr. Eugen Scheusan – Chairman of the Board of Directors, with possibility of substitution, to: i) conclude and/or sign on behalf of the Company and/or the Company’s shareholders the resolutions of this AGOA, any and all decisions, documents, applications, forms and requests adopted/made for the purpose of or in order to implement the resolutions of this AGOA in relation to any natural or legal person, private or public, to ii) perform all legal formalities for the registration, enforceability, implementation and publication of the adopted resolutions”*)

This point on the agenda was approved with 417,213,142 votes in favour (100.00%)

CHAIRMAN
Eugen Scheusan

Secretaries

Daniela Cucu

Radu Dragne

Daniel Rugina