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- ECHIPAMENTE ELECTRICE SI ELECTRONICE
- INJECTIE MASE PLASTICE
- PROIECTARE
- PRODUCTIE ENERGIE ELECTRICA DIN SURSE
REGENERABILE SI FURNIZARE ENERGIE ELECTRICA
- SUBCONTRACTARE PRODUSE SI SUBANSAMBLE
- ELECTRONICE, MASE PLASTICE, METALICE
- SOLUTII DE ILUMINAT CU LED



Intertek

S.C. ELECTROMAGNETICA S.A.
RELEASED WITH NO. 1589
2019 Month 08 Day 13

**To: BUCHAREST STOCK EXCHANGE
FINANCIAL SUPERVISION AUTHORITY
Department of Financial Instruments and Investments**

CURRENT REPORT

Report date: 13.08.2019

In accordance with:

- Regulation 5/2018 on the securities issuers and transactions
- Law 297/2004 on the capital market

Entity: **ELECTROMAGNETICA S.A.**

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

Phone/fax: 021 404.21.02/021 404.21.95; 021 404.21.94

Trade Registry Number: J40/19/1991

V.A.T. Number: 414118

Subscribed and paid share capital: 67 603 870.4 lei

The regulated market on which the issued securities are traded: Cat I, BVB (ELMA market symbol)

Important events to be reported:

Notice to attend the Ordinary and Extraordinary General Meeting of Shareholders of ELECTROMAGNETICA SA for September 19th, 2019

NOTICE TO ATTEND THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF ELECTROMAGNETICA SA FOR 19-20 SEPTEMBER 2019

The Board of Directors of **ELECTROMAGNETICA SA**, with its headquarters in Bucharest, Calea Rahovei nr. 266-268, Sector 5, during the meeting from 12.08.2019, 12:00, convenes the ordinary general meeting of shareholders (OGMS) on September 19th, 2019, at 10:00 am, and the Extraordinary General Meeting of Shareholders (EGMS) on September 19th, 2019, at 11:00 am, at the company's headquarters, for all the shareholders registered in the Register of Shareholders of the Company held by Depozitarul Central SA, at the end of 03.09.2019, considered as the reference date for these meetings.

The agenda of the Ordinary General Assembly is as follows:

1. Election of the members of the Board of Directors for a period of 4 years, starting on October 18th, 2019, by cumulative vote

2. Establishing the compensation of the members of the Board of Directors, setting the limits of the professional liability insurance of the members of the Board of Directors, approving the conclusion of the management contracts as well as the appointment of the conventional agent for the signing of the management contract by the company.
3. Approval of the date of 08.10.2019 as the registration date for identifying the shareholders affected by the effects of the decisions of the OGMS.
4. Approval of the date of 07.10.2019 as ex-date.
5. Empowering Mr. Eugen Scheusan - Chairman of the Board of Directors, with the possibility of substitution, as follows: i) to conclude and/or sign, on behalf of the Company and/or the shareholders of the Company, the decisions of this OGMS, any and all decisions, documents, applications, forms and requests adopted/drawn up for the purpose or for the execution of the decisions of this OGMS in relation to any natural or legal person, private or public, as well as of the subsequent related acts and ii) to carry out all the legal formalities for the registration, opposition, execution and publication of the adopted decisions, as well as of the subsequent acts related to the same.

The agenda of the Extraordinary General Assembly is as follows:

1. Approval of the conclusion of an additional act to the articles of association of the company, taking into account the election of the members of the Board of Directors for a term of 4 years, starting with October 18, 2019, by cumulative vote
2. Ratification of the legal act of dividing Lot 21 located in Calea Rahovei nr. 266-268, sector 5 Bucharest (CF 216354) in 2 lots, as well as of the legal act of joining Lot 26 located in Calea Rahovei nr. 266-268, sector 5 Bucharest (CF 216359) and lot 21/2 resulting from the division of lot 21
3. Approval of the date of 08.10.2019 as the registration date for the identification of the shareholders subject to the effects of the EGMS.
4. Approval of the date of 07.10.2019 as ex-date.
5. Empowering Mr. Eugen Scheusan - Chairman of the Board of Directors, with the possibility of substitution, as follows: i) to conclude and/or sign, on behalf of the Company and/or the shareholders of the Company, the decisions of this EGMS, any and all decisions, documents, applications, forms and requests adopted/drawn up for the purpose or for the execution of the decisions of this EGMS in relation to any natural or legal person, private or public, as well as of the subsequent acts related to it; ii) to conclude and/or sign, on behalf of the Company and/or the Company's shareholders, the addendum to the articles of incorporation as well as the updated articles of incorporation, and iii) to carry out all legal formalities for registration, opposition, execution and publication of the adopted decisions, as well as of the subsequent acts related to the same.

Starting with August 14, 2019, the convener, the documents and the informative materials regarding the agenda, the draft decisions, the ballot forms by correspondence, the special power of attorney forms for the shareholders' representation at the OGMS, the total number of shares and voting rights, as well as the information regarding the persons proposed to be elected as administrator (name, place of residence and professional qualification) are available to the shareholders and can be seen or obtained by the shareholders either from the headquarters of the company, respectively the Legal Office, daily, Monday to Friday, between the 7:00 - 15:00, either they can be seen on the company website (www.electromagnetica.ro/) in the Investors/General Meetings section, while the regulations regarding the meetings and the rights of shareholders can be seen in the section Investors/Corporate Governance, and can be completed by them

One or more shareholders representing, individually or together, at least 5% of the share capital has/have the right: i) to introduce items on the agenda of the general meeting, provided that each item is accompanied by a justification or by a decision draft

proposed for adoption by the general assembly, and ii) to submit decision drafts for the items included or proposed to be included on the agenda of the general meeting.

The proposals regarding the new items on the agenda and the proposed decision drafts, together with the documents attesting the fulfillment of the conditions, as well as the proposals of the candidates for election to the Board of Directors, accompanied by the candidate's CV will, be submitted within 15 days from the date of the notice of meeting, that is until August 29th, 2019 at 3:00 pm, as follows:

- in the form of a holographic document submitted in a sealed envelope to the Registrar or sent by express courier or by regular mail with acknowledgment of receipt having clearly inscribed, in capital letters, the text "FOR THE OGMS/EGMS ON SEPTEMBER 19TH /20TH, 2019";

- in the form of an electronically signed document with an extended electronic signature, according to Law no. 455/2001, at juridic@electromagnetica.ro, with the subject "FOR THE OGMS/EGMS ON SEPTEMBER 19TH /20TH, 2019"

The shareholders of the company, regardless of the shareholding, can ask questions about the items on the agenda of the general meeting at the Legal Office, in a closed envelope, until September 17th, 2019 at 3:00 pm. The envelopes containing the questions and the attached documents will have clearly marked, in capital letters, the text "FOR THE OGMS/EGMS ON SEPTEMBER 19TH /20TH, 2019".

In order to identify and prove the quality of shareholder, respectively of the quality of legal representative of the shareholder, the persons who ask questions, or who make proposals for completing the agenda, or proposals of candidates will submit the following documents, original or in true copy: a statement of account certifying the quality of shareholder and the shares held by him/her, issued by the Central Depository or, as the case may be, by the participants providing custody services defined by Art. 168 par. (1) lit. b) of the Law no 297/2004 on the capital market; a copy of the identity document or equivalent in the case if the shareholders are natural persons and, if the shareholders are legal persons, the copy of the identity document of the legal representative together with a certifying certificate issued by the trade register or any other document attesting the quality of legal representative, issued by an authority from the state in which the shareholder is registered, issued no later than 3 months before the date of publication of the notice of meeting. Documents attesting the quality 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 shareholders that are legal persons or entities without legal personality who, before the reference date, provided to the Central Depository information regarding his or her legal representative, so that it can be found in the register of shareholders on the reference date, is not required anymore to prove with documents the quality of legal representative of the shareholder.

Only the shareholders registered on the reference date may attend the general meeting and may exercise their right to vote either personally, either through representatives on the basis of a special or general power of attorney, or before the meeting, by correspondence, on the basis of the ballot by correspondence.

The access of the shareholders and representatives to the meeting and/or the vote by correspondence is possible by a simple proof of identity, as follows:

- Natural person shareholders - personally, based on the identity document (identity document or identity card for Romanian citizens, passport/identity card for EU citizens, passport for non-EU foreign citizens)

- Natural person shareholders - through a representative, based on a special or general power of attorney and the identity document of the representative;

- 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 the Central Depository, and in case the shareholder did not inform the Central Depository in time about his/her legal representative, based on the company details' certificate issued by the Trade Register or any official document attesting to the status of legal representative issued by a competent authority, in original or in true copy, no later than 3 months before the date of publication of the notice of meeting.

- Legal person shareholders - through the authorized person, based on 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 one to whom the power of representation has been delegated, together with the certified copy of the confirmatory certificate issued by the Register Trade or any official document attesting the status of legal representative of the power of attorney's signatory, issued by a competent authority, in original or in copy according to the original, no later than 3 months before the date of publication of the convener.

In the case of a special power of attorney for participation in the meeting, given by a shareholder of a credit institution providing custody services, this will be accompanied by a declaration on his own responsibility given by the institution that has received the power of representation through the special power of attorney stating as follows: 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 within 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 filed with the issuer in original, signed and, as the case may be, stamped.

For shareholders benefiting from custody services, the ballot by correspondence form signed by the shareholder can be sent without the need for other documents if it is accompanied by an affidavit of the legal representative of the credit institution, stating that: i) the credit institution provides custody services for the respective shareholder, and ii) the ballot by correspondence is signed by the shareholder and it contains voting options identical to those mentioned by the shareholder through a SWIFT message received by the credit institution from the respective shareholder. The ballot by correspondence and the statement of the credit institution must be submitted to the Company in original, signed by the legal representative of the credit institution and, if applicable, stamped.

After preparing, in Romanian or in English, the special or general power of attorney, or the ballot by correspondence, respectively, signed and, if applicable, stamped, the company must receive it by 17.09.2019, 10:00, in a sealed envelope with the written text in clear and with capital letters "FOR THE OGMS ON SEPTEMBER 19TH /20TH, 2019", respectively until 17.09.2019, at 11:00 am, in a sealed envelope with the written text, clearly and with capital letters "FOR THE EGMS ON SEPTEMBER 19TH /20TH, 2019", under the sanction of the loss of the right to vote by representative or by correspondence in the general meeting, according to the legal provisions. Considering the same deadlines, the special or general powers of attorney and the ballot by correspondence forms can also be sent by e-mail with the extended electronic signature incorporated according to Law no. 455/2001, to juridic@electromagnetica.ro, with the subject "FOR THE OGMS/EGMS ON SEPTEMBER 19TH /20TH, 2019".

In the case of general powers of attorney, they shall be submitted as true copies, signed by the representative, only once before the first use, being subsequently valid for any of the general meetings held within the validity term. The general power of attorney can be granted for a period that may not exceed 3 years, provided that it is granted by the shareholder as a client to an intermediary defined in accordance with Art. 2 paragraph (1) point 20 of Law 24/2017 on issuers of financial instruments and market operations or a lawyer and only if the authorized person is not in a conflict of interest that may arise in

particular in one of the cases regulated by Art. 92 paragraph (15) of Law 24/2017. The general power of attorney will be accompanied by an affidavit of the legal representative of the intermediary or of the lawyer who has received the power of representation through the general power of attorney, showing as follows:

- (i) the power of attorney is granted by the 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, and it includes the attached extended electronic signature, if applicable.

For completing the agenda or the list of candidates, the company will provide the shareholders with special power of attorney and ballot by correspondence forms, updated.

If, on September 19th, 2019, the quorum required by law is not met, the second ordinary or extraordinary general meeting is scheduled for September 20th, 2019, at the same place, at the same time, with the same reference date and with the same agenda.

At the date of the notice of meeting, the share capital of Electromagnetica SA consists of 676,038,704 ordinary shares, each share giving the right to a vote in the general meeting.

Further information can be requested from the Legal Office, telephone - 021 4042129, 0214042131, 021 4042132 or by email at juridic@electromagnetica.ro.

Managing Director
Eugen SCHEUSAN

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Round stamp: S.C. ELECTROMAGNETICA S.A. – E.M. – BUCHAREST

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