

CONVENOR E.G.M.S. / O.G.M.S. OF ELECTROMAGNETICA SA FOR 03/04 JULY 2023

The Board of Directors of the Company ELECTROMAGNETICA SA, with headquarters in Bucharest, Calea Rahovei no 266-268, Sector 5, met in the meeting date 18.05.2023, decided to convene the Extraordinary General Meeting of the Company's Shareholders (EGMS) on **July 3, 2023, 10:00 a.m. (first call)**, respectively July 4, 2023, 10:00 a.m. (second call), at the company's headquarters, for all shareholders registered in the Company's Shareholder Register held by Depozitarul Central SA, **at the end of 09.06.2023 established as reference date** and convening of the Ordinary General Meeting of Shareholders of the Company (OGMS) on **03 July 2023** at 12:00 (first convocation), respectively 04 July 2023 at 12:00 (second convocation) , at the company headquarters, for all shareholders registered in the Register of Shareholders of the Company held by Depozitarul Central S.A., **at the end of 06.09.2023**, established as the reference date for these meetings.

A. The agenda of the Extraordinary General Meeting is as follows:

1. The election of the secretaries 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 meeting's agenda, as well as the fulfillment of all the formalities required by law and the company's articles of incorporation for holding the general meeting of the shareholders, respectively Mrs. 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
2. The 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
3. Approval of the amendment of the provisions of the Constitutive Act of ELECTROMAGNETICA SA, as follows:

Art 14. paragraph (1) is amended and completed 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. In the convener of the general meeting of shareholders, mentions will be included 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 AGA, as well as other rights established by the general meeting of shareholders. In case of revocation without just cause from the capacity of administrator, the revoked administrator is entitled to the payment of damages-interest 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 directors' 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

4. Approval of 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 the shares are traded without the rights deriving from the decisions of the assembly) according to art 2 paragraph (2) letter l) of the ASF Regulation no 5/2018.

5. Approval of the power of attorney of the President/General Manager of Electromagnetica S.A. to sign the decisions of the Extraordinary General Meeting of Shareholders, the amended and updated form of the articles of association, including the renumbering of articles/paragraphs and

any other related documents, to represent the company and to carry out all publicity and registration documents and formalities and implementation of the decisions adopted by the General Meeting of Shareholders at the Co. Registry Office of the market, the Financial Supervision Authority, Depozitarul Central S.A. and to any other authorities.

B. The agenda of the Ordinary General Meeting is as follows:

1. Presentation of the information regarding the termination of the mandates of administrator of Mr. Macovei Octavian following his relinquishment of the mandate and of Mr. Stoica Mihail following the legal termination of his mandate.

2. Approval of the deletion from the records of the Trade Registry Office at the Bucharest Court of the administrators of the company Macovei Octavian and Stoica Mihail after relinquishing the administrator's mandate and, respectively, after the legal termination of the administrator's mandate.

3.A Approval of the revocation of all the administrators in office of the company, respectively of the administrators Busu Cristian, Gagea Cristina – Gabriela, Scheusan Eugen, Stancu Ioan, Stancu Traian, Zoescu Mihai and their deletion from the commercial register, after the approval of the changes to the company's articles of incorporation by the decision of the extraordinary general meeting of shareholders of 03/04 July 2023.

3.B Approval of the election of five administrators as members of the board of directors of Electromagnetica SĂ for a mandate lasting 4 years from the date of their election, following the approval of the amendments to the company's articles of incorporation by the decision of the extraordinary general meeting of shareholders of 03/ 04 July 2023.

3.C Approval of the election of an administrator as a member of the board of directors of Electromagnetica SA for a term that begins with the date of his election and ends on 18.10.2023, following the rejection of the amendments to the company's articles of incorporation by the decision of the extraordinary general meeting of shareholders from 03/04 July 2023.

4.A Approval of the remuneration for the year 2023 of the newly elected administrators for exercising the mandate of administrator of Electromagnetica SA, as well as the administration contract that will be concluded with them, in accordance with the materials made available to shareholders for the ordinary general meeting of shareholders, that following the approval of the changes to the company's articles of incorporation by the decision of the extraordinary general meeting of shareholders of July 03/04, 2023 and following the election of the new members of the Board of Directors according to point 3.B on the agenda of the ordinary general meeting of shareholders.

4.B Approval of the remuneration for the year 2023 of the members of the committees attached to the board of directors of the company, constituted according to art. 1402 of Law no.

31/1990, that following the approval of the changes to the company's articles of incorporation by the decision of the extraordinary general meeting of shareholders of July 03/04, 2023 and following the election of the new members of the Board of Directors according to point 3.B on the agenda of the ordinary general meeting of the shareholders.

4.C Approval of the remuneration of the administrator elected as a member of the Board of Directors of Electromagnetica SĂ for a mandate that begins with the date of his election and ends on 18.10.2023, following the rejection of the amendments to the company's articles of incorporation by the decision of the extraordinary general meeting of shareholders from 03/04 July 2023.

5.A. Approval of the authorization of the legal representative of the company to sign on behalf of the company the management contracts with the newly elected administrators in the form and content presented in the materials made available to the shareholders for the ordinary general meeting of shareholders, as a result of the approval of the changes to the company's articles of incorporation by the decision of the extraordinary general meeting of the shareholders from 03/04 July 2023.

5.B Approval of the authorization of the company's legal representative to sign on behalf of the company the management contract with the newly elected administrator in the form and content presented in the materials made available to the shareholders for the ordinary general meeting of shareholders, following the rejection of the changes to the company's articles of incorporation by the decision of the extraordinary general meeting of shareholders from 03/04 July 2023.

6. Approval of supplementing the Investment Program approved during the Ordinary General Meeting of Shareholders dated 27.04.2023 with the value of the investments related to Building 5 located in Calea Rahovei no. 266-268, sector 5, as presented in the information materials made available shareholders for the meeting.

7. The mandate of the Board of Directors to order, within the limit of 300,000 euros, the reallocation of the amounts intended for investments, among the approved investments.

8. Approval of 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 assembly are reflected according to art. 87 para. (1) from Law no. 24/2017 and of the date of July 20, 2023 that ex-date (the date on which the shares are traded without the rights deriving from the decisions of the meeting), according to art. 2 para. (2) lit. l) from ASF Regulation no. 5/2018.

9. Approval of the authorization of the legal representative of the company to sign the decisions of the ordinary general meeting of shareholders and any other necessary related documents, to represent the company and to carry out all the acts and formalities of publicity,

registration and implementation of the decisions adopted by the meeting at Trade Registry Office, Financial Supervision Authority, Depozitarul Central S.A. and to any other authorities.

Starting from **May 30, 2023**, the convenor, documents and informative materials related to the agenda, draft resolutions, ballot forms by mail, special power of attorney forms for the representation of shareholders at the Extraordinary general meeting of shareholders ("EGMS"), respectively at the Ordinary general meeting of shareholders ("OGMS"), the total number of shares and voting rights, as well as the information regarding the persons proposed for the election as administrator (name, place of residence and professional qualification), are available to the shareholders and can be consulted or procured by the shareholders either at the company's headquarters, respectively the Legal Office, daily, from Monday to Friday, between 7:00 a.m. and 3:00 p.m., or they can be consulted on the company's website ([www.electromagnetica.ro /](http://www.electromagnetica.ro/)) in the Company/Investors/General Meetings/2023 section, while the regulation regarding the conduct of general meetings and respect for shareholders' rights can be consulted in the Company/Investors/Info/Corporate Governance section. The list of persons proposed for the election that the administrator will indicate the item on the agenda of the ordinary general meeting of shareholders for which they are applying (item 3B or 3C) and will include name, surname, place of residence, professional qualification is available to the shareholders and can be consulted by shareholders either at the company's headquarters, respectively the Legal Department and Investor Relations, daily, from Monday to Friday, between 7:00 a.m. and 3:00 p.m., or on the company's website (www.electromagnetica.ro/) in the Company/Investors/General Meetings/2023 section.

One or more shareholders representing, individually or together, at least 5% of the share capital have/have the right: i) to introduce items on the agenda of the general meeting, provided that each item is accompanied by a justification or a draft decision proposed for adoption by the general meeting, and ii) to present draft decisions for the items included or proposed to be included on the agenda of the general meeting.

Any shareholder can propose a candidate for the position of member of the Board of Directors, indicating the item on the agenda of the ordinary general meeting of shareholders for which they are applying (item 3B or 3C) within 15 days from the date of publication of the convocation.

The proposals regarding the new items on the agenda and the proposed decision drafts, together with the documents certifying the fulfillment of the conditions, will be submitted within 15 days from the date of publication of the convocation, as follows:

1. either in the form of a holographic document submitted in a sealed envelope to the Registry or sent by fast courier or by post with confirmation of receipt clearly written, in capital letters, with the mention "FOR EGMS/OGMS DATED 03/04 July 2023";

2. either in the form of an electronically signed document with extended electronic signature, according to Law no. 455/2001, to the address juridic@electromagnetica.ro, mentioning in the subject **"FOR EGMS/OGMS FROM DATE OF 03/04 July 2023"**

If necessary, the revised agenda will be published, in accordance with the legal provisions

The company's shareholders, regardless of the share held, can ask questions regarding the items on the agenda of the general meeting to the Legal Department and Investor Relations, in a sealed envelope, until **16.06.2023 at 15:00**. The envelopes containing the questions and the attached documents will have clearly written, in capital letters, the mention **"FOR EGMS/OGMS FROM 03/04 July 2023"**.

In order to identify and prove the quality of the shareholder, respectively the quality of the legal representative of the shareholder, the persons who ask questions or who make proposals to complete the agenda shall submit the following documents, in the original or in a copy conforming to the original: an account statement from resulting from the shareholder status and the shares held, issued by the Central Depository or, as the case may be, by the participants providing custody services, the copy of the identity document or equivalent in the case of natural person shareholders and, in the case of legal entity shareholders, the copy of the identity document of to the legal representative together with a finding certificate issued by the trade register or any other document attesting the legal representative status, issued by an authority in the state where the shareholder is registered, issued no later than 3 months before the date of publication of the convening notice. Documents certifying the capacity 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 same documents will be submitted by shareholders who submit questions to the Board of Directors.

Legal person shareholders or entities without legal personality that provided information regarding their legal representative to the Central Depository prior to the reference date, so that he was found in the shareholders' register on the reference date, no longer have to prove the quality of legal representative of the shareholder by sending documents.

Only shareholders registered on the reference date can participate in the general meeting and exercise their right to vote either in person or through representatives based on a special or general power of attorney, or before the meeting, by mail, based on the postal ballot.

The access of shareholders and representatives to meetings and/or voting by mail is allowed by simple proof of identity, as follows:

- Individual shareholders – personal, based on the identity document (identity card or identity card for Romanian citizens, passport/identity document for EU citizens, passport for non-EU foreign citizens)

- Individual shareholders - by representative, based on a special or general power of attorney and the representative's identity document;

- 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 if the shareholder has not informed the Central Depository in time about his legal representative, on the basis of the ascertaining certificate issued by the Trade Register or any official document certifying the capacity of legal representative issued by a competent authority, in the original or in a copy conforming to the original, no later than 3 months before the date of publication of the summons.

- Legal person shareholders - by authorized person, on the basis of 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 person to whom the power of representation has been delegated together with the compliant copy of the ascertaining certificate issued by the Registry Trade or any official document certifying the legal representative status of the signatory of the power of attorney, issued by a competent authority, in the original or in a copy conforming to the original, no later than 3 months before the date of publication of the summons.

In the case of a special power of attorney for participation in the meeting, given by a shareholder to a credit institution that provides custody services, this will be accompanied by a self-responsible declaration given by the institution that received the power of representation by special power of attorney, from which that: 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 in 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 submitted to the issuer in original, signed and, where appropriate, stamped.

For shareholders who benefit from custodial services, the postal ballot signed by the shareholder can be sent without the need for other documents if it is accompanied by a declaration on his own responsibility given by the legal representative of the credit institution, from which it appears that: i) the credit institution provides custody services for the respective shareholder, and ii) the postal voting form is signed by the shareholder and contains voting options identical to those mentioned by the shareholder through a SWIFT message received by the credit institution from the respective shareholder . The postal voting form and the credit institution statement must

be submitted to the Company in original, signed by the legal representative of the credit institution and, where appropriate, stamped.

After completing it in Romanian or English, the special or general power of attorney, respectively the postal ballot, signed and stamped as the case may be, must reach the company by **July 1, 2023, at 10:00 a.m. for the EGMS**, in a sealed envelope with the mention written clearly and in capital letters "**FOR EGMS FROM 03/04 July 2023**", respectively until the date of **01 July 2023, 12:00 for OGMS**, in a closed envelope with the mention written clearly and in capital letters "**FOR OGMS FROM THE DATE OF 03/04 July 2023** under the penalty of losing the exercise of the right to vote by representative or by correspondence in the general meeting, according to the legal provisions. Respecting the same terms, special or general proxies and postal ballots can also be sent by email with an embedded extended electronic signature according to Law no. FROM 03/04 July 2023".

In the case of general proxies, they are submitted in a copy with the statement of compliance with the original under the representative's signature, only once before the first use, being subsequently valid for any of the general meetings held during the validity period. The general power of attorney can be granted for a period that cannot exceed 3 years, provided that it is granted by the shareholder as a client to an intermediary or a lawyer and only if the proxy is not in a conflict of interest.

The general power of attorney will be accompanied by a declaration on his own responsibility given by the legal representative of the intermediary or by the lawyer who received the power of attorney through the general power of attorney, from which it can be seen that:

(i) the power of attorney is granted by the respective 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, including by attaching an extended digital signature.

In the case of completing the agenda or the list of candidates, the company will make available to the shareholders updated special power of attorney and voting by mail forms.

In the event of the approval of the amendments to the constitutive act by the extraordinary general meeting of shareholders, points 3C, 4C and 5B on the agenda of the ordinary general meeting will no longer be debated, and as the case may be, the votes cast on them will no longer be taken into account.

In the situation where the amendments to the constitutive act are not approved by the extraordinary general meeting of shareholders, items 3A, 3B, 4A, 4B and 5A on the agenda of the ordinary general meeting will no longer be debated, and as the case may be, the votes cast on them will no longer be taken into account.

If the quorum required by law is not met on July 3, 2023 at 10:00 a.m., a second extraordinary general meeting will be convened for July 4, 2023, in the same place, at the same time, with the same reference date and with the same agenda.

If the quorum required by law is not met on July 3, 2023 at 12:00 p.m., the second ordinary general meeting will be convened for July 4, 2023, in the same place, at the same time, with the same reference date and with the same agenda.

At the date of the convocation, the capital of Electromagnetica SĂ is 67,603,870.40 lei and consists of 676,038,704 registered, dematerialized shares, with a nominal value of 0.10 lei, each held share giving the right to one vote in the general meeting.

Additional information can be obtained from **the Legal Department and Investor Relations, phone - 0214042129, 0214042131, 0214042102** or email **juridic@electromagnetica.ro**.