

– Draft –

**RESOLUTION OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF
26.04.2017**

The Extraordinary 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 26/27.04.2017, at 2:00 p.m., as to the reference date 20.04.2017, pursuant to the publication in the Official Gazette of Romania Part IV, No. __ /__ and in the journal "Romania Libera" of _____, in the session as of 26 April 2017, 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

RESOLVES AS FOLLOWS:

1. The 1st issue on the agenda („To approve the sale of the 1913 sqm land located in Bucharest, 23-37 Petre Ispirescu Street, district 5, registered in the former Land Book under no. 51106 and having the former cadastral number 3272/1, for a price at least equal to the value established in the evaluation report.”)

This item of the agenda was passed/rejected by ____ votes For (____%), ____ votes Against (____%) and ____ (____%) abstentions.

2. The 2nd issue on the agenda („To approve the following:

- a) that the Lot no. 28 (Land Book no. 55505), located at 266-268 Calea Rahovei Street, district 5, would be subdivided into two lots, of which one of 158 sqm;
- b) that the land located at 266-268 Calea Rahovei Street, district 5 (Land Book no. 203629) belonging to ELECTROMAGNETICA GOLDSTAR SRL would be subdivided into two lots, of which one of 182 sqm, and that ELECTROMAGNETICA SA would purchase the 182 sqm lot;
- c) that the following lots would be joined: Lot no. 10 (Land Book no. 55847), where the wing C64A is built, located at 266-268 Calea Rahovei Street, district 5; Lot no. 11 (Land Book no. 55488) located at 266-268 Calea Rahovei Street, district 5; Lot no. 12 (Land Book no. 55489) located at 266-268 Calea Rahovei Street, district 5; the 158 sqm lot derived from the subdivision of Lot no. 28; the 182 sqm lot derived from the subdivision of the lot owned by Electromagnetica Goldstar SRL;
- d) that the Company would obtain a building permit for the extension of the building wing C64A;
- e) that the Company would have the construction and related facilities executed;
- f) that the Company would purchase 182sqm land from Electromagnetica Goldstar SRL and to extend the wing C64A with a new building with an area of 570 sqm;
- g) *if other projects requiring land subdivision/joining, to mandate the Board of Directors to analyze and approve such subdivision/joining of lands*)

This item of the agenda was passed/rejected by ____ votes For (____%), ____ votes Against (____%) and ____ (____%) abstentions.

3. The 3rd issue on the agenda („To close the work point "Centrala hidroelectrică de mica putere Milisauti" (Low power plant of Milisauti) – built on Suceava River, at Milisauti, Suceava County, carrying out NACE Code 3511 activity – Electricity production”)

This item of the agenda was passed/rejected by ____ votes For (____%), ____ votes Against (____%) and ____ (____%) abstentions.

4. The 4th issue on the agenda („To amend point 3.3. of Article 3 of the Articles of Incorporation, so as to reflect the closing of the work point "Centrala hidroelectrică de mica putere Milisauti" (Low power plant of Milisauti) – built on Suceava River, at Milisauti, Suceava County, carrying out the activity NACE Code 3511 – Electricity production; point 3.3. of Article 3 shall have the following wording:

"ELECTROMAGNETICA SA owns the following organizational units without legal personality:

a) the special prototype production section located at 101 Chirca Street, Varteju Commune, Magurele Town, Ilfov County – carrying out the activity NACE Code 2651 – Manufacture of instrument and appliances for measuring, testing and navigation.

b) the "CASATEL" outlet store located at 266-268 Calea Rahovei Street, district 5, Bucharest, carrying out the activity NACE Code 4754 – Retail sale of electrical household appliances in specialized stores.

c) the sports facility located at 19 Veseliei Street, district 5, Bucharest, carrying out the activity NACE Code 9311 – Operation of sports facilities.

d) the low-power plant of Galanesti – Bilca 1 – located on Suceava River, in Bilca Commune, Suceava County, carrying out the activity NACE Code 3511 – Electricity production.

e) the low-power plant of Galanesti – Bilca 2 – located on Suceava River, in Bilca Commune, Suceava County, carrying out the activity NACE Code 3511 – Electricity production.

f) the low-power plant of Galanesti – Bilca 3 – located on Suceava River, in Commune, Suceava County, carrying out the activity NACE Code 3511 – Electricity production and office activities.

g) the low-power plant of Tibeni – located on Suceava River, in Satu Mare Commune, Suceava County, carrying out the activity NACE Code 3511 – Electricity production.

h) the low-power plant of Brodina 1 – located on Brodina River, in Brodina Commune, Suceava County, carrying out the activity NACE Code 3511 – Electricity production.

i) the low-power plant of Brodina 2 – located on Brodina River, in Brodina Commune, Suceava County, carrying out the activity NACE Code 3511 – Electricity production.

j) the low-power plant of Sadau – located on Sadau River, in Sadau village, Brodina Commune, Suceava County, carrying out the activity NACE Code 3511 – Electricity production.

k) the low-power plant of Ehreste – located on Brodina River, in Brodina Commune, Suceava County, carrying out the activity NACE Code 3511 – Electricity production.

l) the low-power plant of Putna – located on Putnisoara River, in Putna Commune, Suceava County, carrying out the activity NACE Code 3511 – Electricity production.

m) the low-power plant of Brodina de Jos – located on Brodina River, in Brodina Commune, Suceava County, carrying out the activity NACE Code 3511 – Electricity production.”)

This item of the agenda was passed/rejected by ____ votes For (____%), ____ votes Against (____%) and ____ (____%) abstentions.

5. The 5th issue on the agenda („To amend point 16.13 of Article 16 in the Articles of Incorporation, whose wording shall be as follows:

"16.13. For decisions to be valid, the presence of at least half of the total number of members of the Board of Directors shall be required. The decisions of the Board shall be adopted with the simple majority vote of the members attending and voting personally, voting through representative or by mail (e-mail or fax).”)

This item of the agenda was passed/rejected by ____ votes For (____%), ____ votes Against (____%) and ____ (____%) abstentions.

6. The 6th issue on the agenda („To conclude an addendum to the Company's Articles of Incorporation, whereby the issues approved at points 3, 4 and 5 above shall be reflected.”)

This item of the agenda was passed/rejected by ____ votes For (____%), ____ votes Against (____%) and ____ (____%) abstentions.

7. The 7th issue on the agenda („To proceed to the early dissolution of ELECTROMAGNETICA GOLDSTAR SRL (J40/12829/1991, Tax ID 400570) where ELECTROMAGNETICA is the sole shareholder.”)

This item of the agenda was passed/rejected by ____ votes For (____%), ____ votes Against (____%) and ____ (____%) abstentions.

8. The 8th issue on the agenda („To proceed to the early dissolution of PROCETEL SA (J40/10437/1991, Tax ID 406212) where Electromagnetica holds 96.54% of the share capital of the company.”)

This item of the agenda was passed/rejected by ____ votes For (____%), ____ votes Against (____%) and ____ (____%) abstentions.

9. The 9th issue on the agenda („To approve the date of 15.05.2017 as registration date for the identification of the shareholders who are subject to the effects of AGEA resolutions and 12.05.2017 as ex-date (when shares are traded without the rights deriving from AGEA resolutions), calculated as previous to the registration date.”)

This item of the agenda was passed/rejected by ____ votes For (____%), ____ votes Against (____%) and ____ (____%) abstentions.

10. The 10th issue on the agenda („To mandate Mr. Eugen Scheusan – President of the Board of Directors, who can be substituted by another person, to: i) sign before a notary public the sale deed relating to the land described at point 1, ii) to call the general meeting of ELECTROMAGNETICA GOLDSTAR SRL, including on its agenda the subdivision of the land located at 266-268 Calea Rahovei Street, district 5 (Land Book no. 203629), the sale of 182 sqm towards Electromagnetica SA, the early dissolution, iii) the subdivision of the lots described above at point 2, the joining of the above mentioned lots, to sign all the documents required for such subdivision of land and all the documents required for such joining of land and those documents relating to cadastral registration, in the name and on behalf of both Electromagnetica SA and Electromagnetica Goldstar SRL, before the notary public and the Trade Register Office, iv) to sign the Addendum and the updated Articles of Incorporation, v) to call the general meeting of PROCETEL SA, including on its agenda the early dissolution of the company, vi) to conclude and/or sign, on behalf of the Company and/or of the Company's shareholders the resolutions of this AGEA, any and all the resolutions, documents, applications, forms and requests adopted/drawn up for the purpose of or for the execution of the resolutions of this AGEA in relation with any individual or legal entity, whether private or public, and vii) to fulfill all legal formalities for the registration, enforceability, execution and publication of the resolutions adopted.”)

This item of the agenda was passed/rejected by ____ votes For (____%), ____ votes Against (____%) and ____ (____%) abstentions.

**PRESIDENT,
Eugen Scheusan**