

- Draft -

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

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 26/27.04.2017, at 1:00 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 individual annual financial statements for the financial year ended on 31.12.2016, 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 including:

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

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 consolidated annual financial statements for the financial year ended on 31.12.2016 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 including:

- consolidated statement of financial position;
- consolidated statement of comprehensive income;
- consolidated statement of changes in equity;
- consolidated statement of treasury flows;
- notes to consolidated financial statements”)

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

3. The 3rd issue on the agenda („To approve the distribution of the net profit for 2016”)

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

4. The 4th issue on the agenda (*„Financial discharge of the directors for the financial year 2016”*)

4.1. „Discharge of the directors for the period 1 January 2016 – 15 March 2016”

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

4.2. „Discharge of the directors for the period 15 March 2016 - 31 December 2016”

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

5. The 5th issue on the agenda (*„To approve the income and expenditure budget for 2017 and the Work Program for the financial year 2017, mandating the Board of Directors to readjust the items of income and expense upon occurrence of any unforeseeable random events.”*)

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

6. The 6th issue on the agenda (*„To approve remuneration pay of the members of the Board of Directors for the financial year 2017.”*)

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

7. The 7th issue on the agenda (*„To ratify the decision adopted by the Board of Directors on 31.05.2016 whereby the accounting loss in amount of LEI 22,716,628 recorded as of 31.12.2015 would be fully covered using the statutory reserve resulted from inflation adjustment, account 1061001 Adjustment for inflation – statutory reserves (IAS 29), based on the mandate given by the Ordinary general Meeting of the Shareholders of 21.04.2016.”*)

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

8. The 8th issue on the agenda (*„To approve that, for the financial year 2017, the dividends not claimed for more than three years after their exigibility date, for which the statutes of limitation can be invoked, would be recorded as „revenues”, respectively the dividends for the financial years 2003, 2010, 2011, 2012 and 2013, existing in the balance sheet as unpaid as of 21.07.2017.”*)

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 AGOA resolutions and 12.05.2017 as ex-date (when shares are traded without the rights deriving from AGOA 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) conclude and/or sign, on behalf of the Company and/or of the Company's shareholders the resolutions of this AGOA, 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 AGOA in relation with any individual or legal entity, whether private or public, ii) 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**