

SPECIAL POWER OF ATTORNEY

for representationⁱ at OGMS Electromagnetica SA of 25/28 September 2015

I, the undersigned _____, identified with _____ (identity document or equivalent), series _____, number _____, issued by _____, on _____, having domicile in _____ and PIN _____,

or

We, the undersigned, _____, headquartered in _____, registered under no. _____ with the Trade Register Office attached to the Law Court (or similar entity, for non-resident legal entities) _____, with unique registration code (or equivalent registration number for non-resident legal entities) _____, by its legal representative Mr./Ms. _____, identified with _____ (identity document), series _____, number _____, issued by _____, on _____, having domicile in _____ and PIN _____,

shareholder of Electromagnetica SA, company headquartered in Bucharest, Calea Rahovei no.266-268, sector 5, registered with the Trade Register Office attached to the Bucharest Law Court under no. J40/19/1991, unique fiscal identification code 414118, having subscribed and paid up share capital of RON 67,603,870.4,

owner on the reference date, 31.08.2015, of a number of _____ Electromagnetica SA shares, representing _____% of the total number of shares, conferring me _____ votes during the OGMS of 25/28.09.2015, representing _____% of the total number of votes,

hereby empower

Mr./Ms.ⁱⁱ _____, identified with _____ (identity document), series _____, number _____, issued by _____, on _____, having domicile in _____ and PIN _____

or

_____ (name of the legal entity proxy), headquartered in _____, registered under no. _____ with the Trade Register Office attached to the Law Court (or similar entity, for non-resident legal entities) _____, with unique registration code (or equivalent registration number for non-resident legal entities) _____, represented byⁱⁱⁱ _____, identified with _____ (identity document), series _____, number _____, issued by _____, on _____, having domicile in _____ and PIN _____

to represent me during the Ordinary General Meeting of Shareholders (OGMS) of Electromagnetica SA to take place on 25/28.09.2015 at 10:00 a.m. at the head office of the Company, located at 266-268 Calea

Rahovei Street, district 5, Bucharest, to exercise the voting right corresponding to what I owe on the reference date 31.08.2015, his/her votes being opposable to me, as follows^{iv}:

1. For item 1 on the agenda ("Election of the Managing Board Members for a 4-year period starting from 18 October 2015"):

No.	Candidate	For	Against	Abstention
1	<i>Eugen Scheusan</i>			
2	<i>Octavian Macovei</i>			
3	<i>Traian Stancu</i>			
4	<i>Ioan Stancu</i>			
5	<i>Florea Vlad</i>			
6	<i>Cristinel Laurențiu Preda</i>			
7	<i>Elena Sichigea</i>			
8	<i>Bucur Vasilica</i>			
9	<i>Elena Calitoiu</i>			

1. 2. For item 2 on the agenda ("Establishing the compensations of the members of the Managing Board, Setting the limits of the professional liability insurance for the members of the Managing Board, Approval of conclusion of management contracts and appointment of the conventional attorney for signing the management contract on behalf of the Company."):

2.1. Establishing the compensations of the Managing Board^v

Proposal A	For	Against	Abstention
To approve the compensation of the directors at the level established by OGMS of April 2015, respectively 4,284 Lei gross/director/month.			
or			
Proposal B	For	Against	Abstention
To approve the compensation of the directors at the level of 2,500 Lei gross/director/month.			

2.2. Setting the limits of the professional liability insurance for the members of the Managing Board

Proposal	For	Against	Abstention
To approve the limit of the professional liability insurance of the directors at the level established by OGMS of 18.10.2007, i.e. the insurance policy shall satisfy the criteria established by OGMS of 18 October 2007			

2.3. Approval of conclusion of management contracts and appointment of the conventional attorney for signing the management contract on behalf of the Company

Proposal	For	Against	Abstention
To approve the conclusion of management contracts in the form approved by OGMS of 18 October 2007, the clauses of such contract being those established by OGMS of 18 October 2007, and to authorize Mr Ilie Frasinianu to sign, on behalf of and for ELECTROMAGNETICA S.A., the management contracts concluded with the directors who will be appointed by OGMS of 25/28.09.2015			

3. For item 3 on the agenda:

Proposal	<i>For</i>	<i>Against</i>	<i>Abstention</i>
To approve the date of 14.10.2015 as registration date for the identification of the shareholders who will be impacted by the effects of the resolutions of OGMS of 25/28.09.2015			

4. For item 4 on the agenda:

Proposal	<i>For</i>	<i>Against</i>	<i>Abstention</i>
To authorize Mr. Eugen Scheusan – President of the managing Board, 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 OGMS, any and all the resolutions, documents, applications, standard forms and requests adopted/drawn up for the purpose of or for the execution of the resolutions of this OGMS in relation with any individual or legal entity, whether private or public, and ii) to fulfill all legal formalities for the registration, enforceability, execution and publication of the resolutions adopted.			
To approve the conclusion of an addendum on the modification of point 16.1 of Article 16 and to authorize Mr. Eugen Scheusan to sign, on behalf of and for the Company, both the addendum to the Company's Articles of Association and the updated form of the Articles of Association.			

If on 25.09.2015 the quorum provided by the law is not met, my vote shall remain valid for the second meeting to be called on 28.09.2015, in the same place, at the same time, with the same reference date and the same agenda.

I, the undersigned, hereby give discretionary voting power to the above mentioned representative for the issues which have not been identified and which are included on the agenda until the date of this document.

This special power of attorney was developed in 3 copies, 1 copy for the shareholder, 1 copy for the representative and 1 copy for Electromagnetica S.A.

The deadline for the registration of special powers of attorney is on 23.09.2015, at 10:00 a.m.

I herewith attach the identification documents of the shareholder who gives this mandate^{vi} and of the attorney^{vii}.

Date^{viii}

.....
(full name in capital letters)

.....
(signature of shareholder)

ⁱ A shareholder can only be represented by one attorney authorized by special power of attorney in OGMS

ⁱⁱ Fill in the name of the appointed natural person attorney.

ⁱⁱⁱ Fill in the name of the person authorized to represent the legal entity attorney at OGMS, who can differ from its legal representative.

^{iv}For each issue on the agenda, indicate your vote by ticking (one X) the box corresponding to your opinion. If no box is ticked, the vote shall be deemed as not being expressed and if several boxes are ticked for the same point, the vote shall be deemed null and void. To elect the directors, you shall express your vote for each candidate separately, otherwise your vote will be deemed null and void.

^vYou may vote "For" only one of the proposed versions.

^{vi}The identity documents showed by shareholders must allow their identification in the Shareholders Register of Electromagnetica held by Depozitarul Central SA; in the case of natural person shareholders, a copy of the identity document of the shareholder shall be attached (identity card for the Romanian citizens, passport for foreign citizens); in the case of legal entity shareholders, copies of the identity documents of their legal representative shall be attached (identity card for the Romanian citizens, passport for foreign citizens), together with the confirmation of company details, either in original or in certified true copy, issued by the Trade Register or any other document in certified true copy issued by a competent authority from the state where the shareholder is legally registered, to confirm the existence of the legal entity and the name/capacity of legal representative, documents which should not be older than 3 months as related to the date of calling the OGMS if the ballot paper is sent by a credit institution which provides custody services, instead of the shareholder's identification documents only an affidavit of the custodian shall be attached, to confirm that: a) the credit institution provides custody services for the respective shareholder; b) the ballot paper form is signed by the shareholder and contains voting options identical with those expressed by the shareholder in a SWIFT message received by the credit institution from the respective shareholder.

Except for the identity documents, all the documents drafted in a foreign language other than English shall be accompanied by a translation into Romanian or English, done by an authorized translator.

^{vii}In the case of a natural person attorney, a copy of the identity card shall be attached for the Romanian citizens and a copy of the passport for the foreign citizens; in the case of a legal entity attorney, the delegation in original shall be attached, signed and stamped by the legal representative of that legal entity, as well as copies of the following documents: identity card of the delegate, confirmation of company details issued by the Trade Register or any other document, either in original or true certified copy, issued by a competent authority from the state where the attorney is legally registered, to confirm the existence of the legal entity and the name/capacity of legal representative, documents which should not be older than 3 months as related to the date of calling the OGMS.

Except for identity documents, all the documents drafted in a foreign language other than English shall be accompanied by a translation into Romanian or English, done by an authorized translator.

^{viii}The powers of attorney issued and registered at a subsequent date, but within the time limit prescribed, shall revoke the previous powers of attorney.