

- DRAFT -

RESOLUTION OF THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF 25/28.09.2015

The Ordinary General Meeting of the Shareholders of **ELECTROMAGNETICA S.A.**, headquartered at 266-268 Calea Rahovei Street, district 5, Bucharest, registered under no. J40/19/1991 with the Trade Register Office attached to the Law Court of Bucharest, sole registration code 414118, called for the date of 25.09.2015 (the first calling), respectively 28.09.2015 (the second calling), with reference date 31.08.2015, at the head office of the Company, by publication in the Official Journal of Romania Part IV, no. / and in the newspaper "Romania Libera" of 07.08.2015, in the meeting of September 2015, legally convened, where the participating shareholders represented % of the share capital of the Company, respectively shares with a nominal value of 0.10 Lei/share, based on the rights conferred by law and the Company's Articles of Association,

HAS ADOPTED THE FOLLOWING RESOLUTION:

1. Item 1 on the agenda ("Election of the members of the Managing Board for a four-year period starting from 18 October 2015")

According to the vote expressed, the following have been appointed directors of ELECTROMAGNETICA SA for a 4-year period, starting from 18 October 2015 until 18 October 2019:

- **XXXXXXXX**, personal numeric code, Romanian citizen, domiciled in, no. Street, district, born on in....., son/daughter of (father) and (mother), holder of Identity Card series no. / issued by – appointed until 18.10.2019 by votes "For";
- **XXXXXXXX**, personal numeric code, Romanian citizen, domiciled in, no. Street, district, born on in....., son/daughter of (father) and (mother), holder of Identity Card series no. / issued by – appointed until 18.10.2019 by votes "For";
- **XXXXXXXX**, personal numeric code, Romanian citizen, domiciled in, no. Street, district, born on in....., son/daughter of (father) and (mother), holder of Identity Card series no. / issued by – appointed until 18.10.2019, by votes "For";

- **XXXXXXXX**, personal numeric code, Romanian citizen, domiciled in, ... no. Street, district, born on in....., son/daughter of (father) and (mother), holder of Identity Card series no. / issued by – appointed until 18.10.2019 by votes "For";
- **XXXXXXXX**, personal numeric code, Romanian citizen, domiciled in, ... no. Street, district, born on in....., son/daughter of (father) and (mother), holder of Identity Card series no. / issued by – appointed until 18.10.2019, by votes "For";
- **XXXXXXXX**, personal numeric code, Romanian citizen, domiciled in, ... no. Street, district, born on in....., son/daughter of (father) and (mother), holder of Identity Card series no. / issued by – appointed until 18.10.2019 by votes "For";
- **XXXXXXXX**, personal numeric code, Romanian citizen, domiciled in, ... no. Street, district, born on in....., son/daughter of (father) and (mother), holder of Identity Card series no. / issued by – appointed until 18.10.2019, by votes "For";
- **XXXXXXXX**, personal numeric code, Romanian citizen, domiciled in, ... no. Street, district, born on in....., son/daughter of (father) and (mother), holder of Identity Card series no. / issued by – appointed until 18.10.2019 by votes "For";
- **XXXXXXXX**, personal numeric code, Romanian citizen, domiciled in, ... no. Street, district, born on in....., son/daughter of (father) and (mother), holder of Identity Card series no. / issued by – appointed until 18.10.2019 by votes "For";

2. 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

Proposal A:

The compensation of directors at the level established by OGMS of April 2015 has been approved/rejected, i.e. 4,284 Lei gross/director/month, by votes "For", votes "Against" and „Abstentions”.

Proposal B:

The compensation of directors at the level of 2,500 Lei gross/director/month has been approved/rejected by votes "For", votes "Against" and „Abstentions”.

2.2. The limit of professional liability insurance at the level established by OGMS of 18.10.2007 has been approved, respectively OGMS has approved that the insurance policy would follow the criteria set by OGMS of 18 October 2007, by votes "For", votes "Against" and „Abstentions”.

2.3. The conclusion of management contracts in the form accepted by OGMS of 18 October 2007, the clauses of such contract being those established by OGMS of 18 October 2007. Mr. Ilie Frasineanu is authorized to sign, on behalf of and for ELECTROMAGNETICA SA, the management contract concluded with the directors appointed in OGMS of ...09.2015 by votes "For", votes "Against" and „Abstentions”.

3. Item 3 on the agenda (*"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"*)

This item on the agenda has been approved by votes.

4. Item 4 on the agenda (*"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"*)

The conclusion of an addendum on the modification of point 16.1 of Article 16 and the authorization of 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 have been approved by votes.

**PRESIDENT,
Eugen Scheusan**