

**SPECIAL POWER OF ATTORNEY**  
**for representation<sup>i</sup> at OGMS Electromagnetica SA of 21/22 April 2016**

**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, 15.04.2016, of a number of \_\_\_\_\_ Electromagnetica SA shares, representing \_\_\_\_\_% of the total number of shares, conferring me \_\_\_\_\_ votes during the OGMS of 21/22 April 2016, representing \_\_\_\_\_% of the total number of votes,

**hereby empower**

Mr./Ms.<sup>ii</sup> \_\_\_\_\_, 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 by<sup>iii</sup> \_\_\_\_\_, 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 21/22 April 2016 hours 9:00** at the head office of the company located in Calea Rahovei no.

266 -268, sector 5, Bucharest, to exercise the voting right corresponding to what I owe on the reference date 15.04.2016, his/her votes being opposable to me, as follows:

**1.** For the 1<sup>st</sup> issue on the agenda (i.e. „Approval of the individual annual financial situations for the accounting period concluded on 31.12.2015 according to Accounting regulations compliant with International standards for financial reporting, accompanied by the report of the Managing Board and the report of the financial auditor, formed by: situation of financial position; situation of overall result; situation of own capital changes; situation of treasury flows; notes at individual financial situations.”)

For.....Against.....Abstention.....

**2.** For the 2<sup>nd</sup> issue on the agenda (i.e. „Approval of the consolidated annual financial situations for the accounting period concluded on 31.12.2015 according to Accounting regulations compliant with International standards for financial reporting, accompanied by the report of the Managing Board and the report of the financial auditor, formed by: situation of consolidated financial position; situation of consolidated overall result; situation of own consolidated capital changes; situation of consolidated treasury flows; notes at consolidated financial situations”.)

For.....Against.....Abstention.....

**3.** For the 3<sup>rd</sup> issue on the agenda („Approval of distribution of the net profit and setting of the dividend for 2015, i.e.

Coverage of the loss of Lei 22,716,628, recorded as of 31.12.2015, from the reserves of the company and authorization given to the Board of Directors to choose the best way, from a fiscal perspective, to enter that in the records. Entries shall be made in 2016, following the approval by the Ordinary General Meeting of the Shareholders.”

For.....Against.....Abstention.....

**4.** For the 4<sup>th</sup> issue on the agenda, (“Successful submission by the administrators of the year-end inventory for the accounting period of 2015” i.e.:

4.1. Approval of the discharge of the directors for the period 1 January 2015 – 18 October 2015

For.....Against.....Abstention.....

4.2. Approval of the discharge of the directors for the period 18 October 2015 - 31 December 2015

For.....Against.....Abstention.....

**5.** For the 5<sup>th</sup> issue on the agenda, (i.e.: “Approval of the Income and expense budget for 2016 and of the Activity program for the accounting period of 2016, empowering the Managing Board in order to re-correlate income and expense elements, if unpredictable random events occur.”)

For.....Against.....Abstention.....

**6.** For the 6<sup>th</sup> issue on the agenda, (i.e.: “Approval of the remuneration for the members of the Managing Board for the accounting period of 2016”)

For.....Against.....Abstention.....

**7.** For the 7<sup>th</sup> issue on the agenda, (i.e.: „Acknowledgement of the resignation from the position of director of ELECTROMAGNETICA SA and approval to cancel the entry made with the Trade Register regarding the position of director held by Mr. Cristinel Laurentiu.”)

For.....Against.....Abstention.....

**8.** For the 8th issue on the agenda, („Election of a director to fill the vacancy resulted from the resignation of Mr. Preda Cristinel Laurentiu, for a mandate equal to the mandate term of the other directors and setting the level for the professional liability insurance policy", i.e.:

8.1 Election of a director to fill the vacancy resulted from the resignation of Mr. Preda Cristinel Laurentiu, for a mandate equal to the mandate term of the other directors

Candidate's name	Vote For	Vote Against	Vote Abstention
HODEA Ioana Cristina Rodica			

8.2 Maintenance of the professional liability insurance policy at the level established by the Ordinary General Meeting of Shareholders (OGMS) of 25 September 2015.

For.....Against.....Abstention.....

8.3 Approval of the requirement that the liability insurance policy should comply with the criteria established by the OGMS of 18 October 2007.

For.....Against.....Abstention.....

8.4 Authorizing Mr. Eugen Scheusan, President of the Board of Directors, to sign, for and on behalf of the company, the management agreement with the elected director, the terms of this agreement being those established by OGMS of 18 October 2007

For.....Against.....Abstention.....

**9.** For the 9th issue on the agenda, („Acknowledgement of the waiver of mandate by the external auditor AUDIT EXPERT SRL following the recommendation of Regulation (EU) No. 534/2014 regarding the maximum duration of 10 years for the engagement of an auditor in providing audit services to the same entity, respectively the appointment of the new external financial auditor DELOITTE SRL and authorizing the Board of Directors to conclude the audit agreement and establish the mandate term of the new audit.")

For.....Against.....Abstention.....

**10.** For the 10<sup>th</sup> issue on the agenda, ("Approval of the date 10.05.2016 for the identification of the shareholders who are to receive dividends or other rights and who are going to be affected by the decisions of the OGMS.") and of the date 09.05.2016 as ex-date, calculated as previous to the registration date when the shares are traded without the rights resulted from OGMS decisions.")

For.....Against.....Abstention.....

**11.** For the 11<sup>th</sup> issue on the agenda, (i.e.: „Authorization of Mr. Eugen Scheusan – President of the Board of Directors, with the possibility of his substitution, to: i) execute and/or sign, on behalf of the Company and/or of the Company's shareholders, the resolutions of this Ordinary General Meeting of Shareholder, any and all the decisions, documents, applications, forms and requests adopted/made for the fulfillment of the resolutions of this OGMS in relation with any individual or legal entity, either private or public and ii) to fulfill all legal formalities for the registration, opposability, execution and publication of the resolutions adopted.")

For.....Against.....Abstention.....

If on 21.04.2016<sup>4</sup> the quorum provided by law is not gathered, I give my vote for the second meeting to be convoked for 22.04.2016, in the same place, at the same hour, with the same reference date and with the same agenda, to the same proxy.

I, the undersigned, hereby give discretionary voting power to the above mentioned representative for the problems 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 9.00 a.m. on 19.04.2016.

I herewith attach the identification documents of the shareholder who gives this mandate<sup>iv</sup> and of the attorney<sup>v</sup>.

Date<sup>vi</sup> .....

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

.....  
(signature of shareholder)

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<sup>i</sup>A shareholder can be represented by special power of attorney in OGMS by only one proxy

<sup>ii</sup>Fill in the name of the appointed natural person attorney.

<sup>iii</sup>To be filled in with the name of the person empowered to represent the legal entity proxy at OGMS, which can differ from its legal representative

<sup>iv</sup>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; in the case of authorizing 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 instructions from the special power of attorney are identical with the instructions in the SWIFT message received by the credit institution in order to vote on behalf of 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.

<sup>v</sup> 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 GMS.

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.

<sup>vi</sup>The powers of attorney issued and registered at a subsequent date within deadline shall revoke the previous powers of attorney.