

SPECIAL POWER OF ATTORNEY

for representationⁱ at OGMS Electromagnetica SA of 26/27 April 2017

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, 20.04.2017, of a number of _____ Electromagnetica SA shares, representing _____% of the total number of shares, conferring me _____ votes during the OGMS of 26/27 April 2017, 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 26/27 April 2017, 1:00 pm 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 20.04.2017, his/her votes being opposable to me, as follows:

1. For the 1st issue on the agenda (i.e.: *"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."*)

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

2. For the 2nd issue on the agenda (i.e.: *"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"*)

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

3. For the 3rd issue on the agenda (i.e.: *"To approve the distribution of the net profit for 2016"*)

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

4. For the 4th issue on the agenda, (i.e.: *"Financial discharge of the directors for the financial year 2016"*)

4.1. *Financial discharge* of the directors for the period 1 January 2016 – 15 March 2016

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

4.2. *Financial discharge* of the directors for the period 15 March 2016 - 31 December 2016

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

5. For the 5th issue on the agenda, (i.e.: *"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."*)

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

6. For the 6th issue on the agenda, (i.e.: *"To approve remuneration pay of the members of the Board of Directors for the financial year 2017."*)

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

7. For the 7th issue on the agenda, (i.e.: *"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.”)

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

8. For the 8th issue on the agenda, (i.e.: *”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.”*)

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

9. For the 9th issue on the agenda, (i.e.: *”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.”*)

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

10. For the 10th issue on the agenda, (i.e.: *”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.”*)

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

If on 26.04.2017 the quorum provided by law is not gathered, I give my vote for the second meeting to be convoked for 27.04.2017, 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 1.00 p.m. on 24.04.2017.

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

Date^{vi}.....

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

.....
(signature of shareholder)

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

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

ⁱⁱⁱ 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

^{iv} 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.

^v 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.

^{vi} The powers of attorney issued and registered at a subsequent date within deadline shall revoke the previous powers of attorney.