

**PUBLIC MANDATORY TENDER OFFER DOCUMENT**

**Issuer:**

**ELECTROMAGNETICA SA**

at the price of 0.181 RON/share

in the period 01.11.2023 - 14.11.2023

**Bidder:**

**INFINITY CAPITAL INVESTMENTS S.A.**

**INFINITY**  
CAPITAL INVESTMENTS

**Intermediary**

**SSIF SWISS CAPITAL S.A.**

THIS OFFER IS ADDRESSED ONLY TO THE SHAREHOLDERS OF

ELECTROMAGNETICA SA IN ACCORDANCE WITH THE REGULATIONS IN FORCE

APPROVED BY FINANCIAL SUPERVISORY AUTHORITY ("FSA") DECISION NO. 1098 / 24.10.2023

**Approval of the offer document is not a guarantee and does not account for another form of assessment by the financial supervisory authority of the opportunity, advantages or disadvantages, rewards or risks associated with any transactions to be concluded by accepting this public offer, which is the subject of the approval decision; the approval decision only certifies compliance of this offer document with the legal requirements and the implementing rules applicable to the public offer.**

NOTE

*NOT FOR DISTRIBUTION TO ANY PERSON WHICH RESIDES OR IS LOCATED IN A RESTRICTED JURISDICTION.*

*THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or the actions you should take, you should consult a person authorised under Law no. 24/2017 on securities issuers and market operations, recast, or if you are a resident in a country other than Romania, a person authorised in your jurisdiction who specialises in advisory services for the acquisition of shares and other securities before taking any action. This document should be read carefully in its entirety.*

*The main purpose of this document is to provide general information in order to assist Shareholders to form an opinion regarding the tender offer to be launched by the Bidder in respect of the shares issued by the Issuer (as detailed in this document).*

*This Offer Document has not been prepared with the intent to be the sole basis for assessing the Issuer and making the decision to sell. Also, this Offer Document should not be interpreted as the Intermediary's, the Bidder's or the Issuer's recommendation to sell. Each Shareholder will independently assess the Issuer and the Offer concerned. Each Shareholder is advised to consult with its own legal, financial, tax or other advisors, as well as with its accountants with respect to all legal, tax, business and financial matters or any other issues in connection with their decision to sell their shares, as the Issuer and the Intermediary will decline any liability with respect to such matters.*

*Restricted jurisdictions*

*Participation in the Offer of persons who are not residents in Romania may be limited by the laws of their relevant jurisdictions. Such persons should inform themselves of and observe any applicable legal or regulatory requirements in their relevant jurisdictions. Unless otherwise permitted by the laws in force, the Offer is not and will not be available directly or indirectly to and will not be accepted from or in any jurisdiction where local laws may result in liability of any kind, including civil, regulatory or criminal liability for the Bidder if information concerning the Offer is made available to the Issuer's Shareholders in that jurisdiction (the „**Restricted Jurisdiction**”). Accordingly, copies of this document, the Subscription Form and any other document accompanying the Offer are not and should not be, directly or indirectly, sent, distributed or forwarded in or to a Restricted Jurisdiction. Persons receiving this document, the Subscription Form (including custodians, agents or directors) should observe such restrictions and should not forward or distribute the said documents in or from any such jurisdictions, as this may constitute a breach of applicable laws and regulations in that jurisdiction and may invalidate any potential acceptance of the Offer. Any person (including custodians, agents or directors) who intends to or may have a legal or contractual obligation to forward this document, the Subscription Form and/or any other document accompanying the Offer to any jurisdiction outside Romania, should inform themselves and consult any applicable legal or regulatory requirements and seek appropriate advices*

*Provided that a significant new event occurs or some material error or inaccuracy with respect to the information contained in this Offer Document is acknowledged, with potential effects on the value of the relevant securities is acknowledged between the approval of the Offer Document and the closing of the Public offer period, Infinity Capital Investments SA, in its capacity as both Bidder and Issuer, together with the Intermediary, will update the said information by way of amendment to this Offer Document, authorised and published under the same conditions as this Offer Document.*

*Publication*

*A copy of this document is and will be available free of charge, subject to the restrictions relating to persons who are residents in any Restricted Jurisdiction:*

- a) a) On paper, free of charge, at the venues of Swiss Capital S.A., at 20 Dacia Blvd., Romana Offices

Building, 4th floor, Bucharest, District 1, postal code 010412, fax 021.408.42.27, at the Bidder's registered office, at 1 Tufănele Street, Craiova, Dolj county, Romania, starting with the date of the publication of the Offer announcement, and

- b) in electronic form, on the website of the Bucharest Stock Exchange ([www.bvb.ro](http://www.bvb.ro)), and on the Bidder's website ([www.infinitycapital.ro](http://www.infinitycapital.ro)).

## PUBLIC MANDATORY TENDER OFFER DOCUMENT

Concerning the public mandatory tender offer for a maximum of 425.308.455 ordinary shares fully paid by Electromagnetica SA at the price of \_\_\_0.181\_\_\_\_\_ RON per share

The public mandatory tender offer (hereinafter referred to as “Public Offer” or “Offer”) is initiated by **Infinity Capital Investments SA**, a joint-stock company established and operating according to the Romanian law, having its registered office in CRAIOVA, 1 Tufanele Street, DOLJ county, registered with the Trade Register under no. J16/1210/30.04.1993, Single Registration Number RO 4175676, legally represented by Sorin-Iulian Cioaca (hereinafter referred to as “Bidder”) through SSIF Swiss Capital S.A., having its registered office in Bucharest, 20 Dacia Blvd., Romana Offices Building, 4th floor, District 1, Postal code 010412, Romania, registered with the Trade Register under no. J40/4107/1996, Single Registration Number 8450590, registered with the FSA Registry under no. PJRO1SSIF/400054, acting as intermediary in connection with the Offer (hereinafter referred to as “Intermediary”), and refers to the acquisition of a maximum number of 425.308.455 shares issued by ELECTROMAGNETICA SA, as issuer of the shares subject to the Offer (hereinafter referred to as “Issuer”), which are fully paid-up and not owned by the Bidder, in accordance with the provisions specified below. The Purchase Price (“Purchase Price”) of the Securities is equal to 0.181 RON per Share.

The Public Mandatory Tender Offer will start on 01.11.2023 and will end at 12:00 p.m. on 14.11.2023 (“Expiry Date”) (“Offer Period”).

The Public Mandatory Tender Offer is addressed to the holders of the Shares of Electromagnetica SA.

## 1. PUBLIC MANDATORY TENDER OFFER DOCUMENT KEY INFORMATION

The information contained in this Public Mandatory Tender Offer Document is intended solely for holders of Shares (each an "Investor"). The offer and purchase of Securities will be made solely in accordance with the procedures set forth in this Public Mandatory Tender Offer Document and in accordance with the Law on Issuers of Financial Instruments and Market Operations and Regulation No. 5/2018.

If you do not wish to offer the Shares for sale no action is required on your part.

This Tender Offer does not constitute a Tender Offer or a request for an offer to sell the Securities in any situation where such Tender Offer or request is unlawful. In those jurisdictions where the law requires such Bid to be made by a broker, such Bid shall be deemed to be made on behalf of the Offeror by one or more brokers. The Offeror is not making this Bid to, and will not accept any Securities from, any Investor in jurisdictions where such actions/demands would be illegal.

Investors wishing to offer for sale all or part of their Shares must carefully go through and comply with the procedures described herein.

In order to be validly offered for sale, Shares offered under the Mandatory Tender Offer must be blocked by the relevant Investor in the appropriate account with the Intermediary or the relevant custodian of the Investor (as applicable) from the date of subscription until the earlier of the Trade Date and the date on which the Investor validly withdraws its offer, as applicable.

Developing markets such as Romania are subject to greater risks than more developed markets. As a result, Investors participating in the Bid should familiarise themselves with these risks and make their own assessments of the benefits and risks of participating in the Bid, including the investment, tax, legal and accounting implications.

**None of Swiss Capital S.A. ("Swiss Capital" or the "Intermediary") nor any of their respective officers, employees or affiliates is making any representation of any kind with respect to this Offer Document or the Tender Offer, and none of the Offeror, the Intermediary, is making any recommendation to any Investor regarding participation or abstention from participation in the Tender Offer. No person has been authorized to make any recommendation on behalf of the Offeror, the Investor pursuant to this Mandatory Tender Offer or to make any statement or provide any information in connection with this Mandatory Tender Offer other than as contained in this Mandatory Tender Offer Document . If any such recommendation, statement or information is submitted, it must not be relied upon as having been authorised by the Offeror or the Intermediary. Investors are urged to carefully evaluate all information in this Public Mandatory Tender Offer Document , the Subscription Form and other related materials and to consult their own investment and tax advisers and make their own decisions as to whether or not to offer for sale the Securities they hold.**

Neither the submission of this Public Mandatory Tender Offer Document nor the sale of Securities shall under any circumstances lead to the conclusion that the information contained in this Public Mandatory Tender Offer Document is current at a time subsequent to the date of the Public Mandatory Tender Offer Document, or without prejudice to the Offeror's obligations under the Act on Issuers of Financial Instruments and Market Operations and Regulation No. 5/2018, that there has been no change in the information subsequent to the date of this Public Mandatory Tender Offer Document or in the activity of the Issuer subsequent to the date of this Public Mandatory Tender Offer Document.

Bidder accepts responsibility for the information contained in this Public Mandatory Tender Offer Document. To the best of the Offeror's knowledge (having taken all reasonable care to ensure that such is the case), the information contained in this Public Mandatory Tender Offer Document is accurate and there is no omission likely to affect the accuracy of such information. The Intermediary accepts no other responsibility or liability for the contents of this Public Mandatory Tender Offer Document or for any statement made or purported to be made by or on behalf of any of them in relation to the Issuer or the Securities. The Intermediary is released to the fullest extent permitted by applicable law from any and all liability arising out of tort or contract or otherwise which it might otherwise have in respect of this Public Mandatory Tender Offer Document or any statement in relation to the Issuer or the Securities.

Investors should be aware that the sale of Securities and the receipt of the Offer Price pursuant to this Tender Offer may have certain tax consequences and are urged to consult at their own expense with their tax advisors as to such consequences in connection with this Tender Offer.

## 2. RISK FACTORS AND OTHER CONSIDERATIONS

Before making a decision on the Mandatory Tender Offer, Investors should carefully consider, in addition to the information in this Public Mandatory Tender Offer Document, the following matters:

**Responsibility for compliance with the procedures of the Public Mandatory Tender Offer.** Investors and Intermediaries participating in the Offer are responsible for complying with all procedures relating to the offer for sale of Securities required under this Tender Offer.

**Compliance with supply restrictions.** Investors are referred to the restrictions and confirmations, representations, warranties and undertakings that Investors must comply with when offering for sale the Securities in the Tender Offer.

**Taxation.** Investors should be aware that the sale of Securities and the collection of the Offer Price under this Statutory Tender Offer may be subject to taxes, duties and fees imposed by the brokers, intermediaries, capital market institutions involved and bank transfer fees. The Offeror is not responsible for withholding or paying and will not withhold or pay any taxes or other governmental taxes or tax liabilities in connection with the Offer Price payable to the Investors. The Offeror is not responsible for the payment of any transaction-related taxes or fees, nor for the payment of any other fees and charges payable by Investors who have sold their Securities under the Mandatory Tender Offer. Accordingly, Investors should consult at their own expense with their tax advisors as to these consequences when considering this Tender Offer.

The public mandatory tender offer (hereinafter referred to as “Public Offer” or “Offer”) is initiated by **Infinity Capital Investments SA**, a joint-stock company established and operating according to the Romanian law, having its registered office in CRAIOVA, 1 Tufanele Street, DOLJ county, registered with the Trade Register under no. J16/1210/30.04.1993, Single Registration Number RO 4175676, legally represented by Sorin-Iulian Cioaca (hereinafter referred to as “Bidder”) through SSIF Swiss Capital S.A., having its registered office in Bucharest, 20 Dacia Blvd., Romana Offices Building, 4th floor, District 1, Postal code 010412, Romania, registered with the Trade Register under no. J40/4107/1996, Single Registration Number 8450590, registered with the FSA Registry under no. PJRO1SSIF/400054, acting as intermediary in connection with the Offer (hereinafter referred to as “Intermediary”), and refers to the acquisition of a maximum number of 425.308.455 shares issued by **ELECTROMAGNETICA SA**, as issuer of the shares subject to the Offer (hereinafter referred to as “Issuer”), which are fully paid-up and not owned by the Bidder, in accordance with the provisions specified below. This Public Mandatory Tender Offer Document (hereinafter referred to as “**Offer Document**”) was approved by the Financial Supervisory Authority (hereinafter referred to as “**FSA**”) by way of Decision 1098/24.10.2023.

## 3. ISSUER IDENTIFICATION

The company concerned by the Public Offer is ELECTROMAGNETICA SA, identified as follows:

• <b>Legal form:</b>	Joint stock company, registered and operating under Romanian law
• <b>Registered office:</b>	Bucuresti, Calea Rahovei, nr 266-268
• <b>Single Registration Number:</b>	RO 414118
• <b>Trade Register no.:</b>	J40/19/1991
• <b>Principal business activity:</b>	NACE Code 2651 – Manufacture of instruments and appliances for measuring, testing and navigation
• <b>Share capital:</b>	Subscribed share capital (as registered with the Trade Register): RON: 67.603.870,40 RON, divided into a number of 676.038.704 ordinary registered shares, issued in dematerialised form, each having a nominal value of RON 0.1, granting equal rights to their

owners.

The share capital of Electromagnetica SA as registered on the date of this Offer Document with the shareholder register kept by the Central Depository (Depozitarul Central) is RON 676.038.704 divided into a number of 676.038.704 shares, each with a nominal value of RON 0.1 (hereinafter referred to as "**Initial Share Capital**").

Based on the Initial Share Capital, the aggregate structure of Issuer's shareholders provided by the Central Depository as of 02.10.2023 was the following:

Shareholder name	No. of shares	Shareholding (%)
INFINITY CAPITAL INVESTMENTS S.A. CRAIOVA, DOLJ	250.730.249	37,0882
ASOCIATIA PAS ELECTROMAGNETICA BUCURESTI, BUCURESTI	157.936.496	23,3620
Individuals	249.552.985	36.9140
Legal entities	17.818.974	2,6358
<b>TOTAL</b>	<b>676.038.704</b>	<b>100%</b>

As of 08.11.1996 the shares issued by the Issuer are admitted to trading on the spot regulated market operated by the Bucharest Stock Exchange ("**BSE**"), under category PREMIUM, symbol ELMA, ISIN ROELMAACNOR2.

The chart below shows the performance of ELMA share prices in RON in the last 12 months prior to submission of the Offer Document for approval by the FSA:

Published on TradingView.com, October 03, 2023 11:34:59 EEST  
BVB:ELMA, D 0:0,2040 H:0,2040 L:0,2040 C:0,2040



TradingView

Source: BSE website

The closing price for the Issuer's shares in the period prior to submission of the Offer Document for approval by the FSA, namely on 02.10.2023, was 0,2040 RON/share.

#### 4. BIDDER IDENTIFICATION

The Bidder is INFINITY CAPITAL INVESTMENTS S.A., identified as follows:

• <b>Legal form:</b>	Joint stock company, registered and operating under Romanian law
• <b>Registered office:</b>	Craiova, str. Tufănele nr. 1, Dolj
• <b>Single Registration Number:</b>	RO 4175676
• <b>Trade Register no.:</b>	J16/1210/30.04.1993
• <b>Principal business activity:</b>	NACE Code 6499 - Other financial intermediation n.e.c.
• <b>Share capital:</b>	Subscribed share capital (as registered with the Trade Register): RON: 50.000.000 RON, divided into a number of 500.000.000 ordinary registered shares, issued in dematerialised form, each having a nominal value of RON 0.1, granting equal rights to their owners.

Based on the Initial Share Capital, the aggregate structure of Bidder's shareholders provided by the Central Depository as of 31.08.2023 was the following:

Shareholder name	No. of shares	Shareholding (%)
Legal entity shareholders	268.620.565	53,7241
Individual shareholders	206.379.435	41,2759
Infinity Capital Investments SA	25.000.000	5,0000
Total	500.000.000	100

- INFINITY CAPITAL INVESTMENTS S.A. (SIF5) is a Romanian legal person, established as a private joint-stock company, authorised, regulated and supervised by the Financial Supervisory Authority (FSA). INFINITY CAPITAL INVESTMENTS S.A. is authorised by the FSA as alternative investment fund manager (AIFM) and is registered with the FSA AIFM Registry under no. PJR07.1AFIAA/160004/15.02.2018 being classified under the provisions of Law no. 243/2019 as an alternative, diversified, closed-end fund for retail investors (AIFRI), authorised by the FSA as of 8.06.2021 registered with the FSA AIFRI Register under no. PJR09FIAIR/160001/08.06.2021. The Bidder's LEI (Legal Entity Identifier) is 254900VTOOM8GL8TVH59
- The investment objective of INFINITY CAPITAL INVESTMENTS S.A. is the management of a diversified portfolio of high-quality assets, in order to ensure both short-term revenue and long-term capital preservation and growth.
- SIF5 is managed by a Board of Directors made up of five members appointed by the general meeting of shareholders for a period of four years, subject to renewal.

As of 1.11.1999, the shares issued by the Bidder are admitted to trading on the spot regulated market operated by the Bucharest Stock Exchange.

Bidder details	
Admission to trading	Bucharest Stock Exchange
As of	1.11.1999
BSE Symbol	SIF5
Bloomberg symbol	SIF5 RO



Reuters symbol	SIF5.BX
ISIN	ROSIFEACNOR4
LEI	254900VTOOM8GL8TVH59
FSA Registry no.	PJR09FIAIR/160001/08.06.2021

## Contact Data

Address: Craiova, str. Tufănele nr. 1, Dolj, 200767  
Website: [www.infinitycapital.ro](http://www.infinitycapital.ro)  
E-mail: [public@infinitycapital.ro](mailto:public@infinitycapital.ro)  
Telephone: +4 0251-419338  
Fax: +4 0251-419340

## 5. IDENTIFICATION OF THE PERSONS ACTING IN CONCERT WITH THE BIDDER

The Offeror declares that there are no other persons acting, as required by law, in concert with it in relation to the Issuer.

## 6. NUMBER OF ISSUER SHARES HELD BY THE BIDDER AND THE PERSONS ACTING IN CONCERT WITH THE BIDDER

The Bidder holds directly a number of 250.730.249 shares issued by the Issuer and does not act in concert with other persons in relation to Electromagnetica S.A. Bucuresti.

## 7. NUMBER AND CLASS OF SECURITIES SUBJECT TO THE PUBLIC OFFER

The Bidder intends to acquire through the Public Offer a maximum number of **425.308.455** shares, accounting for 62,9118% of the share capital, which are fully paid-up shares issued by the Issuer, not including shares already owned by the Bidder as of the date of this Offer Document (the “**Offered Shares**”). The Public Offer is addressed to all the natural and legal persons, other than the Bidder, who hold shares issued by the Issuer during the Offer Period (the “**Shareholders**”).

## 8. THE PRICE PER SHARE UNDER THE PUBLIC OFFER AND PRICING METHOD

The price per Share offered by the Bidder within the Public Offer is 0.181 RON/share (hereinafter referred to as „**Offer Price**”).

Shareholders who validly accept the Offer in accordance with the terms of this Offer Document will receive the Offer Price for the Offered Shares sold within the Offer, less any commissions and transaction fees charged by the intermediaries, plus any applicable bank transfer fees. Certain costs are detailed in the Subscription Form of the Public Offer; Shareholders who seek to participate in the Public Offer should verify the total costs for the sale of the Offered Shares with the intermediary through which they intend to subscribe within the Offer. Investor revenue from the sale of the shares allocated within the Offer will constitute capital gain from a tax perspective and, as a result, the Bidder will not be responsible for any withholding or payment and will not withhold or pay any taxes or other levies in relation to the Offer Price payable to the Shareholders who sold their shares within the Public Offer. Each Shareholder will seek independent advice from their legal, tax or financial advisors and will duly comply with any tax obligations which may arise in respect of the revenue derived in connection to the shares sold within the Public Offer.

## Pricing Method

The Offer Price was established according to FSA Regulation no. 5/2018 on securities issuers and market

operations, as amended and supplemented and Law no. 24/2017, recast, as amended and supplemented. According to the provisions laid down in art. 38(1) of Law no. 24/2017, recast, as amended and supplemented, *“The price of a public mandatory tender offer should be equal to at least the highest price paid by the Bidder or the persons acting in concert with the Bidder in the 12 months preceding the date of submission with the FSA of the offer documentation”*. Considering the above, the highest price paid by the Bidder in the 12 months preceding the date of submission with the FSA of the offer documentation is 0,181 RON/share.

The Offer Price is 0.181 RON/share.

### **The Value of the Public Offer**

The total value of the Public Offer (hereinafter referred to as "**Offer Value**") will be equal to the number of Offered Shares acquired by the Bidder within the Offer multiplied by the Offer Price. The maximum value of the Public Offer amounts to 76.980.830,35 RON.

According to the regulations in force, the Offer Price may be increased by the Bidder during the Public Offer, according to the procedure described in the Section *Amendments to the Public Offer* below. In this case, the Shareholders who have validly accepted the Public Offer before the changing of the Offer Price will be offered the increased price.

## **9. PUBLIC OFFER PERIOD**

This Public Offer is valid for a period of 10 (ten) business days and will be launched on the fourth business day following the date of publication of the tender announcement in at least one printed or online national newspaper with general or financial content and one local newspaper within the territorial and administrative region of the issuer. The Offer period is between 01.11.2023 and 14.11.2023 (hereinafter referred to as "**Offer Period**"). The Offer Period may be extended by the Bidder, according to the procedure described in the Section *Amendments to the Public Offer* below. Throughout its duration, the Public Offer is irrevocable. Upon expiry of the Offer Period, the Public Offer becomes obsolete.

## **10. AMENDMENTS TO THE PUBLIC OFFER**

In accordance with Law no. 24/2017 on securities issuers and market operations, recast, and Regulation no. 5/2018, occurrence of any new significant event or any material error or inaccuracy in the information presented in the Offer Document, which may influence the valuation of the Offered Shares and which occurred or was acknowledged in the period between the approval of the Offer Document and the closing of the Public Offer will result in the obligation for the Bidder to prepare an amendment to this Offer Document which will be submitted to the FSA for approval.

During the Offer Period, the Bidder may change the terms and conditions of the Offer, subject to the following conditions:

- a) obtaining FSA approval for the amendments to the Offer Document;
- b) amendments to the Offer terms will not result in less favourable conditions for those to whom the Offer is addressed;
- c) amendments will be made available to investors through the publication of an announcement under the same terms as those which apply to the publication of the Offer Document and the Announcement.

Any request to amend the Offer Document will be submitted to the FSA for approval not later than 3 (three) business days before the last day of the Offer Period. Any amendment to the Offer Document is valid and may be implemented only if approved by the FSA and published in accordance with the applicable law. The FSA may approve the amendments to the Offer Document according to the applicable law concerning the purchase of securities or may refuse to grant approval. When the request to approve amendments to the Offer Document refers

to the price or features of the Offer Document other than the closing of the Offer Period, the FSA is entitled to extend the Offer Period, so that there is a period of at least two (2) business days between the publication of the amendment announcement and the closing date of the Offer Period. The amendment is valid from the date of its publication by way of amendment to the Offer Document via the same channels used for the publication of the Offer Document.

When the amendment to the Offer Document refers to the increase of the Offer Price, all underwriters within the Offer, including those who have already subscribed prior to the amendment of the Offer Price, will be offered the increased price.

## **11. SUBSCRIPTION VENUES, BUSINESS HOURS**

The Public Offer will run exclusively via the trading systems operated by the Bucharest Stock Exchange.

Subscriptions by the shareholders within the Offer may be submitted throughout the entire offer period, between 09:00 a.m. and 05:00 p.m. on each business day, except on the offer closing day, when business hours will be 09:00 a.m. - 12:00 p.m..

The Offer Document will be available free of charge:

- a) on paper, at the venues of INFINITY CAPITAL INVESTMENTS S.A. Tufanele nr. 1, CRAIOVA, DOLJ, and S.S.I.F. SWISS CAPITAL SA, Bucharest, Bd. Dacia nr. 20, Romana Offices, et. 4, starting with the date of the publication of the Offer announcement, and
- b) in electronic form, on the website of the Bucharest Stock Exchange ([www.bvb.ro](http://www.bvb.ro)), and on the Bidder's website ([www.infinitycapital.ro](http://www.infinitycapital.ro)).

Shareholders may subscribe in the Offer in accordance with the terms of this Offer Document, by completing and signing 2 (two) counterparts of the subscription form (hereinafter referred to as "Subscription Form") made available to the Shareholders concerned by the Offer Intermediary or the FSA authorised intermediaries who have signed the irrevocable letter of engagement concerning observance of all the Offer conditions (hereinafter referred to as "Engagement") and submitting all the necessary documents in accordance with the Offer Document to one of the following addresses:

- at the venues of S.S.I.F. SWISS CAPITAL SA, Bucharest, Bd. Dacia nr. 20, Romana Offices, et. 4, within normal business hours, Monday – Friday, 09:00 a.m. – 05:00 p.m. (Eastern European Time – GMT+2) throughout the entire Offer Period; and
- At the registered office of other intermediaries authorised by the FSA, who have signed and submitted to the Intermediary a letter of engagement concerning compliance with the terms and conditions of the Public Offer (hereinafter referred to as "Letter of Engagement") and were granted access to the BSE market segment used for the Public Offer, during regular business hours, Monday to Friday, throughout the entire Offer Period.

On the last day of the Offer Period, Subscription Forms may be submitted with the above-mentioned authorised intermediaries only between 09:00 a.m. – 12:00 p.m. (Eastern European Time – GMT+2).

Execution of the Subscription Form in accordance with this Offer Document will be deemed unconditional acceptance of the terms and conditions of the Public Offer and of the Offer Document in its entirety, the relevant Shareholders confirming that they have received, read, understood and accepted the terms and conditions of this

Offer Document and have subscribed in compliance therewith. After the expiry of the Offer Period, subscriptions will be deemed irrevocable until completion of the operations set forth in this Offer Document.

If the Shareholder has concluded a valid brokerage agreement with one of the intermediaries authorised for the purpose of the Offer, the respective Shareholder may send to the respective intermediary a standard sell order in respect of the shares held with the Issuer which are being sold within the Offer, without the need to submit additional documentation.

If the Shareholder has not concluded a valid brokerage agreement with one of the intermediaries authorised for the purpose of the Offer, the Subscription Form will be accompanied by all the other documents requested by the intermediary for the purpose of carrying out its duty of compliance with client due diligence rules, in accordance with its relevant internal client due diligence regulations, rules and procedures, plus an original account statement issued by Depozitarul Central SA or by other intermediaries authorised to issue such statements, together with the following documents (in original form or in copy):

**Individuals underwriting in their own name**

- valid identity card/bulletin (in original form or in copy) or valid passport (in original form or in copy);
- when appropriate, the document in proof of name changes, such as marriage license, divorce decree, another name change administrative document (in copy);
- bank account statement, account opened in the name of the shareholder (in copy); and
- when the individual shareholder is a minor aged between 14 and 18 years old who seeks to collect the amounts owed to them in person, the shareholder will also submit the consent of the legal representative (in original form or in copy).

**Individuals less than 14 years old, by their legal representative/guardian**

- the shareholder's birth certificate showing the national identification number (in copy);
- the legal document in proof of the guardianship (in original form or in copy);
- valid identity card/bulletin of the legal representative or guardian (in original form or in copy); and
- bank account statement, account opened in the name of the legal representative or guardian (in copy).

**Individuals with disabilities by their legal guardian**

- valid identity card/bulletin of the shareholder (in copy);
- the legal document in proof of the guardianship (in original form or in copy);
- valid identity card/bulletin of the guardian (in original form or in copy); and
- bank account statement, account opened in the name of the shareholder (in copy).

**Individuals underwriting by proxy**

- valid identity card/bulletin of the shareholder (in copy) or valid passport of the shareholder (in copy);
- special power of attorney in original form or a certified copy of a general power of attorney;
- valid identity card/bulletin of the proxy (in original form or in copy) or valid passport of the proxy (in original form or in copy); and

- bank account statement, account opened in the name of the shareholder (in copy).

**Individuals represented by an investment management company (SAI) on the basis of a portfolio management agreement (Shareholder Documents) (SAI Documents)**

- valid identity card/bulletin of the shareholder (in copy) or valid passport of the shareholder (in copy);
- mandate in original form or a certified copy thereof;
- bank account statement, account opened in the name of the shareholder (in copy).
- the SAI Trade Register certificate/another equivalent document certifying that the legal entity is registered with the competent authority (in copy);
- updated articles of association/another updated document (in true copy certified by the legal entity's legal representative);
- Trade Register certificate of incumbency/equivalent document issued by the competent authority, issued no earlier than 30 days before, showing the legal representative of SAI;
- the authorisation issued by the competent supervisory authority of a SAI (in copy);
- when the underwriter is a person other than the SAI legal representatives, the power of attorney signed by the SAI legal representative authorising the person to underwrite in the offer (in original form or in copy);
- valid identity card/bulletin of the underwriter (in original form or in copy) or valid passport of the underwriter;
- the LEI document of SAI.

**Legal entities underwriting in their own name**

- Trade Register certificate/another equivalent document certifying registration with the competent authority (in copy);
- valid identity card/bulletin or passport and proof of address of the legal representative or proxy, as appropriate (in original form or in copy);
- Trade Register certificate of incumbency/equivalent document issued by the competent authority, issued no earlier than 30 days before, showing the legal representative of the company; and
- updated articles of association/another updated document (in true copy certified by the legal entity's legal representative);
- bank account statement, account opened in the name of the shareholder (in copy);
- the LEI document of.

**Legal entities underwriting by another legal entity**

- Trade Register certificate/another equivalent document certifying registration with the competent authority (in copy);
- power of attorney signed by the legal representative of the company authorising the legal entity to underwrite in the offer (in original form or in copy);
- Trade Register certificate of incumbency/equivalent document issued by the competent authority, issued no earlier than 30 days before, showing the legal representative of the company;
- updated articles of association/another updated document (in true copy certified by the legal entity's legal representative);
- Trade Register document/another equivalent document certifying registration with the competent authority (in copy);
- Trade Register certificate of incumbency/equivalent document issued by the competent authority, issued no earlier than 30 days before, showing the legal representative of the underwriting company;

- updated articles of association/another updated document of the legal entity representative (in true copy certified by the legal entity's legal representative);
- valid identity card/bulletin or passport and proof of address of the legal representative of the legal entity representative's proxy, as appropriate (in original form or in copy);
- bank account statement, account opened in the name of the shareholder (in copy);
- the LEI document of the two legal entities.

**Non-incorporated entity managed by other legal entities – investment funds, pension funds, etc. (Managing legal entity documents)**

- Trade Register certificate of the managing company/another equivalent document certifying registration with the competent authority (in copy);
- updated articles of association/another updated document (in true copy certified by the legal entity's legal representative);
- Trade Register certificate of incumbency/equivalent document issued by the competent authority, issued no earlier than 30 days before, showing the legal representative of the managing company;
- the authorisation issued by the competent supervisory authority of the managing company (in copy);
- when the underwriter is a person other than the managing company's legal representatives, a power of attorney signed by the legal representative authorising the person to underwrite in the offer (in original form or in copy);
- valid identity card/bulletin of the underwriter (in original form or in copy) or valid passport of the underwriter;
- the LEI document of the managing company.

**(Managed entity documents)**

- the authorisation issued by the competent supervisory authority of the entity (in copy);
- the prospectus of the managed entity (in copy);
- the LEI document of the managed entity;
- bank account statement, account opened in the name of the shareholder (in copy).

Note: The original documents referred to above will be required for cross-checking purposes only and only copies will be retained;

Documents in a language other than Romanian submitted by a Shareholder who is an incorporated or non-incorporated legal person will be accompanied by a notarised translation thereof in the Romanian language.

If (a) a Subscription Form contains factual or legal errors or is not accompanied by the required documentation and/or (b) any shares intended to be subscribed in the Offer by a Shareholder (i) are restricted in any way from transfer and such restriction is registered with the Central Depository and/or (ii) are subject to any options or other rights in favour of a third party and/or (iii) are not held to the account of the Shareholder or the number of shares indicated in the Subscription Form exceeds the number of shares actually held by the Shareholder, the relevant Subscription Forms will be deemed null and void and will not be validated by the relevant intermediaries.

The Intermediary of the Offer as well as the intermediaries authorised for the purpose of the Offer will check the validity of the Subscription Forms and the related documents and will validate them in accordance with the terms and conditions of this Offer Document, prior to entering the sell orders in the trading system of the BSE.

One counterpart of the Subscription Form, completed and signed by the selling shareholder and validated by the relevant intermediary will be issued to the shareholder, while the second counterpart will be retained at the venues of the FSA authorised intermediary.

The Intermediary and each of the intermediaries whose access in the Public Offer is authorised by the Intermediary will inform the Shareholders underwriting through them with regard to the terms and conditions of the Offer and each of them will be exclusively liable for the carrying out of the Public Offer and the observance of this Offer Document and the FSA regulations, including, without limitation, completion of the settlement of the transactions carried out pursuant to the orders collected, validated and recorded with the BSE systems in connection with the Offer and the corresponding payments made to the beneficiaries.

Subscriptions are revocable. Revocation forms may be completed and submitted to the relevant intermediaries throughout the entire period of the offer.

### **Subscription revocation**

Subscriptions made under the Public Mandatory Tender Offer may be withdrawn by Investors no later than the last day of the offer.

For the avoidance of doubt, any Investor who does not exercise such right of withdrawal will be deemed to have maintained his offer and his original instruction will remain in force.

Investors may withdraw their subscription by lodging a Revocation Form with the Intermediary through which they made their subscription.

## **12. SHARE ALLOCATION**

The Bidder intends to acquire through the Public Offer a maximum number of **425.308.455 fully paid-up shares, accounting for** 62,9118% of the share capital, which are issued by the Issuer and are not owned by the Bidder.

## **13. SHARE PAYMENT METHOD**

Payment of the Offer Price for the Offered Shares acquired by the Bidder in the Offer will start immediately after the settlement of the transactions in the Offer, without exceeding 3 (three) business days from the settlement date. No payments will be made before the expiry of the Offer Period.

Transactions within the Public Offer will take place no later than on the business day immediately following the closing date of the Offer Period and will consist in the automatic recording in the electronic system of the BSE of two (2) types of orders: a set of sell orders to the account of the selling Shareholders that subscribed in the Public Offer and a buy order to the Bidder's account. The settlement of the transactions within the Offer shall take place on the second business day following the trade date (T+2).

The intermediaries authorised by the FSA, whose access in the Public Offer was authorised by the Intermediary and arranged by the BSE, will have to abide by the terms of the Public Offer by signing the Letter of Engagement.

The Bidder will not be liable for payment of any capital gain tax, transaction fees and charges or other commissions and levies payable by the Shareholders who have sold shares within the Public Offer. Each Shareholder will receive payment for the shares sold within the Offer, in accordance with the option specified by the Shareholder in the Subscription Form, while any related costs will be borne by the Shareholders who have accepted the Public Offer.

**14. THE SOURCE AND AMOUNT OF THE BIDDER'S FUNDS USED FOR THE PAYMENT OF SHARES**

The Bidder will finance the Offer by using its own financial resources.

The Bidder has transferred to its accounts opened with the Intermediary a RON amount accounting for at least 30% of the Offer Value.

**15. ALL THE CONDITIONS WHICH HAVE TO BE MET BY THE OFFER**

The Offer for shares issued by Electromagnetica S.A. is carried out in strict compliance with the provisions of Law no. 24/2017 republished, as amended and supplemented, on issuers of financial instruments and market operations and FSA Regulation no. 5/2018, as amended and supplemented, on issuers of financial instruments and market operations.

The offer will be carried out with the exclusive use of the systems of the Bucharest Stock Exchange, in accordance with the specific procedures issued by the BSE. Settlement of transactions will be made through the Central Depository.

**16. THE BIDDER'S PLANS FOR THE CONTINUATION OF THE BUSINESS OF THE COMPANY which is the subject of the takeover and, to the extent affected by the bid, of the bidding company, when appropriate, and for the maintenance of the jobs of the staff and their management, including any material changes in working conditions, in particular the bidder's strategic plans for the two companies and possible repercussions on the jobs and points of business of the companies. Express mention will also be made of the bidder's plans for a change of management, liquidation of the company, change of business and withdrawal from trading on a regulated market.**

The offeror does not intend to change the object of business, liquidate the company or change the management of the issuer.

The Offeror wishes to continue and develop the company's business, maintain the jobs of its staff and management and does not intend a significant change in their working conditions.

The Offeror also does not intend to withdraw the shares issued by Electromagnetica S.A. Bucuresti from trading on the regulated market.

**17. THE OPINION OF THE EXECUTIVE MANAGEMENT AND/OR EXTRAORDINARY SHAREHOLDER MEETING CONCERNING THE TAKEOVER**

N/A.

**18. THE BIDDER'S FINANCIAL DATA ACCORDING TO THE LATEST APPROVED FINANCIAL STATEMENTS**

According to the latest approved financial statements (for the year 2022), the Bidder's financial data show as follows:

Total assets: 2.230.367.907 RON

Total equity: 2.105.595.927 RON

Turnover (Total revenue): 197.386.709 RON

Net profit in the financial year: 164.808.485 RON

**19. The domestic law which will govern the contracts concluded between the offeror and the holders of the securities of the offeree as a result of the bid and the competent courts**



The legal relations between the Offeror and the shareholders who subscribed in the Public Offer will be governed by Romanian law. Any dispute arising out of or in connection with these relationships will be settled by the competent Romanian courts, in accordance with the rules of jurisdiction provided by Romanian law.

**20. THE COMPENSATION PROPOSED for rights forfeited under art. 42(1)(f) of Law no. 24/2017, manner of payment and pricing method**

The Bidder hereby declares that it will not seek the elimination of any shareholder voting right under art. 42(1)(f) of Law no. 24/2017 recast, as amended and supplemented.

**21. OTHER INFORMATION DEEMED RELEVANT BY THE BIDDER**

The Bidder and the Intermediary represent that the information contained in the Offer Document is true and no omission was made that is likely to affect significantly the content of the Offer Document.

In accordance with art. 14 of Law 24/2017 on securities issuers and market operations, the Bidder and the Intermediary are jointly liable for the preparation of this Document Offer as well as for compliance with the legal provisions regarding the truthfulness, accuracy and exactness of the information in the Offer Document and the Offer Announcement, together with any other persons, taking into account their roles and responsibilities as provided for by the law, as indicated in art. 14 of Law 24/2017 on securities issuers and market operations. The launching and completion of this Public Offer are governed by the applicable legal provisions in force.

The Offer will run exclusively through the systems of the Bucharest Stock Exchange; the Offer will be completed and settled in accordance with the procedures issued by the aforementioned entity with regard to public tender offers.