



ȘANTIERUL NAVAL ORȘOVA S.A.
Nr. RC J25/150/1991 CIF: RO 1614734
Capital social: - subscris 28.557.297,5 lei
- varsat 28.557.297,5 lei
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Codul LEI (Legal Entity Identifier): 254900UAXJ8TPIKLXG79
Cod IBAN: RO96RNCB0181022634120001- B.C.R. Orșova
Cod IBAN: RO59BRDE260SV03176142600- B.R.D. Orșova



RESOLUTION OF THE GENERAL ORDINARY MEETING OF THE SHAREHOLDERS FROM THE DATE OF 15.04.2022

Analyzing the points registered in the agenda of the General Ordinary Meeting of the Shareholders which will be held on the date of 15.04.2022 – the first invitation, respectively 16.04.2022 – the second invitation, the Management Board of Santierul Naval Orșova S.A. proposes the following

RESOLUTION DRAFT:

Art.1. The election of the meeting secretariat consisting of three members, respectively Mrs. Maria Carstoiu, Mrs. Carmen Inca and Mr. Horia Ciorecan, shareholders with the identification data available at the company's headquarters, in charge of verifying the presence of shareholders, fulfilling the formalities required by law and the constitutive act for holding the general assembly, counting the votes expressed during the meeting of the general assembly and drawing up the minutes of the meeting is approved;

Art.2. The results of the revaluation of tangible assets from the construction and ship groups are approved. Approval of the registration of the revaluation differences amounting to 3,301,954.11 lei in the accounting records on 31.12.2021., as it results from the presented report.

Art.3. The annual financial reports concluded on 31.12.2021, based on the management report of the Management Board and the Report of the independent financial auditor are approved:

- LEI -

TOTAL OPERATIONAL INCOMES	74.669.943
TOTAL FINANCIAL INCOMES	863.841
OPERATIONAL EXPENSES	(74.660.228)
FINANCIAL EXPENSES	(362.717)
RESULT BEFORE TAXATION	510.839
TAX PER PROFIT+ SPECIFIC TAX	664.709
NET PROFIT	(153.870)

Art.4. The Remuneration Report for the financial year 2021 is approved;

Art.5. It is approved that from the result carried forward, representing the surplus realized from revaluation reserves, the amount of 177,845.77 lei to be distributed on the following destinations:

- 153,869.94 lei to cover the net accounting loss;
- 23,975.83 lei to cover the loss from the correction of accounting errors from the previous period;

Art.6. The discharge of the administrators for the financial year 2021 is approved.

Art.7. The maintenance at the current level of remuneration due to the directors is approved, valid from the date of the present Ordinary General Meeting of Shareholders and until the date of the next Ordinary General Meeting of Shareholders.

Art.8. The performance indicators and objectives for the financial year 2022, annexed to the administration and mandate contract, are approved.

Art.9. The draft Budget of Revenues and Expenditures and the investment program for 2021 are approved, according to the administrators' proposal.

Art.10. The election of the company's external auditor is approved and the duration of the external financial audit contract is fixed, taking into account the expiration of the auditor's contract in office. Mandating the Board of Directors to negotiate and conclude the external financial audit contract.

Art.11. It is approved the performance in the financial year 2022 of the accounting registration at “income” of the undivided dividends for more than 3 years from the due date, for which the right to dividend is extinguished by prescription, respectively the dividends related to the financial year 2017 existing in balance as unpaid on 31.12.2021 in the amount of 49,159.38 lei.

Art.12. The date of May 20, 2022 is approved as the registration date for identifying the shareholders affected by the decision of the ordinary general meeting of shareholders and the date of May 19, 2022 as ex date, according to art. 187 (point 11) of the FSA Regulation no. 5/2018 on issuers of financial instruments and market operations with subsequent amendments and completions.

Art.13. The power of attorney of Mr. Mircea Ion Sperdea, general manager of the company is approved, for the conclusion of the general ordinary meeting of the shareholders' resolution (AGOA) and for any other documents which are necessary to the putting into execution of the AGOA resolution and to carry out the publicity and registration forms.

PRESIDENT OF THE MANAGEMENT BOARD,
Rosca Radu-Claudiu