



ŞANTIERUL NAVAL ORŞOVA S.A.
Nr. RC J25/150/1991 CIF: RO 1614734
Capital social: - subscris 28.557.297,5 lei
- varsat 28.557.297,5 lei
Str. Tufări, nr. 4, Orşova, 225200, Mehedinţi
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E-mail: mircea.sperdea@snorsova.ro; marketing@snorsova.ro
Codul LEI (Legal Entity Identifier): 254900UXXAJ8TPIKLG79
Cod IBAN: RO96RNCB0181022634120001- B.C.R. Orşova
Cod IBAN: RO59BRDE260SV03176142600- B.R.D. Orşova



To:

THE STOCK EXCHANGE – Department for Operations Issuers of Regulated Markets

FINANCIAL MONITORING AUTHORITY – Sector of Instruments and Financial Investment

**CURRENT REPORT ACCORDING TO LAW NO. 24/2017 AND TO THE ASF REGULATION NO.
5/2018 CONCERNING THE ISSUERS OF FINANCIAL INSTRUMENTS AND MARKET
OPERATIONS**

Date of the Report: 20.04.2023

Name of the trading company: ŞANTIERUL NAVAL ORŞOVA S.A.;

Registered office: 4, TUFĂRI Street, ORŞOVA, MEHEDINŢI County;

Telephone/fax: 0252/362399 0252/360648;

Single registration code issued by the Trade Register: RO 1614734;

Registered number with the Trade Register's Office: J25/150/03.04.1991;

Code Lei: 254900UXXAJ8TPIKLG79

Subscribed and paid in share capital: 28,557,297.5 Lei

Number of shares: 11.422.919 common shares, of 2,5 lei each;

Regulated market where the issued securities are traded: Bucharest Stock Exchange-category Standard (symbol: SNO)

IMPORTANT EVENT TO REPORT:

**DECISION OF THE ORDINARY GENERAL MEETING
SHAREHOLDERS No. 56 from 20.04.2023**

The ordinary general meeting of shareholders of the company Şantierul Naval Orsova-S.A., Convened for April 20/21, 2023, carried out its works at the first convocation, respectively April 20, 2023, at 10⁰⁰, at the main headquarters of the company from Orsova, str .Tufari no.4, being fulfilled the conditions of publicity and quorum according to the legal provisions (Companies Law no.31 / 1990, republished, with subsequent amendments; Law no.24 / 2017 and ASF Regulation no.5 / 2018 on issuers of financial instruments and market operations), as it results from the minutes of the technical secretariat of the meeting, respectively:

- The announcement regarding the convening of the ordinary general meeting of shareholders was published at least 30 days before the meeting in:
- «Official Gazette» part IV, number 1297 of 17.03.2023;

- The daily "Datina" no. 8296 from 17.03.2023;
- The daily newspaper "BURSA" no. 51 from 17.03.2023;

- The materials subject to debate were published on the company's website www.snorsova.ro, at the deadline announced in the call, respectively 20.03.2023, with the right of access for all interested parties.
- From the total number of shareholders registered in the register of shareholders, provided by The Depository of Central SA Bucharest, on the reference date 04.04.2023, expressed their votes - both directly and by correspondence, a number of 10 shareholders holding 91,5759% of the share capital, the quorum conditions being met, according to the provisions of art. 112 (1) of the Companies Law no. 31/1990, republished, with the subsequent amendments and completions and of art. 15 par. (3) of the Articles of Association of the company.

After discussing all the materials presented in the agenda and taking into account the votes cast, directly and by correspondence, the Ordinary General Meeting of Shareholders

DECIDES:

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;

This article was adopted with 10,460,643 validly cast votes, representing 91.5759% of the share capital, respectively 100% of the total votes held and cast by the shareholders present, represented or who voted by correspondence.

The votes were recorded as follows:

- 10,460,643 "for" votes;
- 0 votes "against";
- 0 abstentions;

Art.2. The results of the revaluation of tangible assets from the ship groups are approved. Approval of the registration of the revaluation differences amounting to 836,984.15 lei in the accounting records on 31.12.2022., as it results from the presented report.

This article was adopted with 10,460,643 validly cast votes, representing 91.5759% of the share capital, respectively 100% of the total votes held and cast by the shareholders present, represented or who voted by correspondence.

The votes were recorded as follows:

- 10,460,643 "for" votes;
- 0 votes "against";
- 0 abstentions;

Art.3. The annual financial reports concluded on 31.12.2022, based on the management report of the Management Board and the Report of the independent financial auditor are approved:

- LEI -

TOTAL OPERATIONAL INCOMES	58.311.667
TOTAL FINANCIAL INCOMES	1.102.354
OPERATIONAL EXPENSES	(63.135.344)
FINANCIAL EXPENSES	(512.380)
RESULT BEFORE TAXATION	(4.233.703)

TAX PER PROFIT+ SPECIFIC TAX - expenses/(incomes)	(18.586)
NET PROFIT	(4.215.117)

This article was adopted with 10,460,643 validly cast votes, representing 91.5759% of the share capital, respectively 100% of the total votes held and cast by the shareholders present, represented or who voted by correspondence.

The votes were recorded as follows:

- 10,460,643 "for" votes;
- 0 votes "against";
- 0 abstentions;

Art.4. The Remuneration Report for the financial year 2022 is approved;

This article was adopted with 10,460,643 validly cast votes, representing 91.5759% of the share capital, respectively 100% of the total votes held and cast by the shareholders present, represented or who voted by correspondence.

The votes were recorded as follows:

- 10,460,643 "for" votes;
- 0 votes "against";
- 0 abstentions;

Art.5. The discharge of the administrators for the financial year 2022 is approved.

This article was adopted with 10,447,493 validly cast votes, representing 91.4607% of the share capital, respectively 100% of the total votes held and cast by the shareholders present, represented or who voted by correspondence.

The votes were recorded as follows:

- 10,447,493 "for" votes;
- 0 votes "against";
- 13,150 abstentions;

Art.6. The level of the monthly remuneration due to the administrators, according to the draft decision presented by the administrators, valid from the date of this Ordinary General Meeting of Shareholders and until the date of the next Ordinary General Meeting of Shareholders, is not approved.

This article has been rejected with 7,247,112 validly cast votes, representing 63.4436% of the share capital, respectively 69.3687% of the total votes held and cast by the shareholders present, represented or who voted by correspondence.

The votes were recorded as follows:

- 3,200,337 "for" votes;
- 7,247,112 votes "against";
- 13,194 abstentions;

Art.7. The performance indicators and objectives for the financial year 2023, annexed to the administration and mandate contract, are approved according to the proposal presented by the shareholder Transilvania Investments Alliance.

This article was adopted with 10,460,643 validly cast votes, representing 91.5759% of the share capital, respectively 100% of the total votes held and cast by the shareholders present, represented or who voted by correspondence.

The votes were recorded as follows:

- 10,460,643 "for" votes;
- 0 votes "against";
- 0 abstentions;

Art.8. The draft Budget of Revenues and Expenditures and the investment program for 2023 are approved, according to the administrators' proposal.

This article was adopted with 10,460,643 validly cast votes, representing 91.5759% of the share capital, respectively 100% of the total votes held and cast by the shareholders present, represented or who voted by correspondence.

The votes were recorded as follows:

- 10,460,643 "for" votes;
- 0 votes "against";
- 0 abstentions;

Art.9. It is approved the performance in the financial year 2023 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 2018 existing in balance as unpaid on 31.12.2022 in the amount of 62,455.91 lei.

This article was adopted with 10,460,643 validly cast votes, representing 91.5759% of the share capital, respectively 100% of the total votes held and cast by the shareholders present, represented or who voted by correspondence.

The votes were recorded as follows:

- 10,460,643 "for" votes;
- 0 votes "against";
- 0 abstentions;

Art.10. The date of May 16, 2023 is approved as the registration date and the ex-date of May 15, 2023 for the identification of the shareholders on whom the effects of the decision of the Ordinary General Meeting of Shareholders are reflected.

This article was adopted with 10,460,643 validly cast votes, representing 91.5759% of the share capital, respectively 100% of the total votes held and cast by the shareholders present, represented or who voted by correspondence.

The votes were recorded as follows:

- 10,460,643 "for" votes;
- 0 votes "against";
- 0 abstentions;

Art.11. 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.

This article was adopted with 10,460,643 validly cast votes, representing 91.5759% of the share capital, respectively 100% of the total votes held and cast by the shareholders present, represented or who voted by correspondence.

The votes were recorded as follows:

- 10,460,643 "for" votes;
- 0 votes "against";
- 0 abstentions;

Art.12. The implementation of the "Policies to ensure efficient management of the company" is approved, according to the draft Additional Act presented by the shareholder Transilvania Investments Alliance.

This article was adopted with 10,460,643 validly cast votes, representing 91.5759% of the share capital, respectively 100% of the total votes held and cast by the shareholders present, represented or who voted by correspondence.

The votes were recorded as follows:

- 10,460,643 "for" votes;
- 0 votes "against";
- 0 abstentions;

Art.13. The conclusion of the Additional Act to the Administration Contract concluded with the members of the Board of Directors, according to the draft of the Additional Act presented by the shareholder Transilvania Investments Alliance, is approved.

This article was adopted with 10,460,643 validly cast votes, representing 91.5759% of the share capital, respectively 100% of the total votes held and cast by the shareholders present, represented or who voted by correspondence.

The votes were recorded as follows:

- 10,460,643 "for" votes;
- 0 votes "against";
- 0 abstentions;

Art.14. The appointment of Mr. Constantin Costescu as the conventional trustee of the company who will sign the Additional Act to the Management Contract concluded with the members of the Board of Directors is approved.

This article was adopted with 10,460,643 validly cast votes, representing 91.5759% of the share capital, respectively 100% of the total votes held and cast by the shareholders present, represented or who voted by correspondence.

The votes were recorded as follows:

- 10,460,643 "for" votes;
- 0 votes "against";
- 0 abstentions;

This decision is an integral part of the minutes prepared by the commission appointed for this purpose and will be published according to the legal provisions, regarding the continuous information of the shareholders.

This decision, adopted with the quorum established by law, will be submitted within the legal term to the Mehedinti Trade Register Office to be mentioned in the register and published in the Official Gazette of Romania, part IV, and a copy accompanied by the other documents provided in the legal norms will be submitted to the Financial Supervision Authority and the Bucharest Stock Exchange, through the care of the general manager of the company, Mr. Eng. Sperdea Mircea Ion.

PRESIDENT OF THE MEETING
Eng. ENESCU RADU- VALENTIN

MEETING SECRETARY
CIORECAN HORIA