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**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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**Codul LEI (Legal Entity Identifier): 254900UXAJ8TPIKLXG79**

**Cod IBAN: RO96RNCB0181022634120001- B.C.R. Orşova**

# Cod IBAN: RO59BRDE260SV03176142600- B.R.D. Orşova

**SPECIAL EMPOWERMENT**

Subscribed **\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**, with headquarter in \_\_\_\_\_\_\_\_\_\_\_ str. \_\_\_\_\_ nr. \_\_\_\_, county \_\_\_\_\_\_\_\_\_\_\_, unic registration code \_\_\_\_\_\_\_\_\_\_\_\_, registered at Comemerce Registry Office around Court \_\_\_\_\_\_\_\_\_\_ under no. J/\_\_\_\_\_\_\_/\_\_\_\_\_, legally represented by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, having function \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, owner of a number \_\_\_\_\_\_\_\_of shares, , representing \_\_% from joint stock of its, which gives me a \_\_\_\_\_ number of votes in Ordinary General Meeting of Shareholders SANTIERUL NAVAL ORSOVA SA to be held in 20.04.2023, 10 o’clock, at society’s headquarter, concluded for the first convocation, or in 21.04.2023 at the same hour and address, concluded as being second convocation, in case that the first one can not be held, I empower Mr./ Mrs.**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**, identified by ID CARD series \_\_\_\_\_\_ no.\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, PNC\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, to represent me in this General Meeting and to exert my vote right afferent to my holdings registered at the reference date in Shareholders Registry, as follows:

|  |  |  |  |
| --- | --- | --- | --- |
| Points on the agenda to be voted on General Meeting of Shareholders | **PRO** | **AGAINST** | **ABSTENTION** |
| 1.Election of the meeting secretariat consisting of three members, respectively Mrs. Maria Cirstoiu, 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. |  |  |  |
| 2 .Presentation of the report on the results of the revaluation of tangible assets from the ship group. Approval of recording the differences from the revaluation (decrease) in the amount of 836,984.15 lei in the accounting records on 31.12.2022. |  |  |  |
| 3.The presentation, debate and approval of the annual financial statements, related to the financial year 2022, drawn up in accordance with the International Financial Reporting Standards, based on the Management Report of the Board of Directors and the Report of the statutory financial auditor. |  |  |  |
| 4.Presentation and submission of the advisory vote of the Remuneration Report for the financial year 2022. |  |  |  |
| 5.Discharge of administrators for the financial year 2022. |  |  |  |
| 6.Establishing the remuneration due to the administrators for the financial year 2023, valid from the date of this Ordinary General Meeting of Shareholders and until the date of the next Ordinary General Meeting of Shareholders. |  |  |  |
| 7.Approval of performance indicators and objectives for the financial year 2023, annex to the administration and mandate contract. |  |  |  |
| 8.Approval of the draft Budget of Revenues and Expenditures and of the investment program for 2023, according to the proposal of the administrators. |  |  |  |
| 9.Approval of the performance in the financial year 2023 of the accounting registration at “income” of the dividends not collected 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 unpaid on 31.12.2022, in the amount of 62,455.91 lei. |  |  |  |
| 10.Approval of the date of May 16, 2023 as the registration date and of the ex-date of May 15, 2023 for the identification of the shareholders affected by the decision of the Ordinary General Meeting of Shareholders. |  |  |  |
| 11.Empowerment of Mr. Mircea Ion Sperdea, General Manager of the company, to sign the decision of the Ordinary General Meeting of Shareholders (OGMS) and any other acts necessary to implement the OGMS decision and to perform the formalities of publicity and registration. |  |  |  |
| 12.Approving the implementation of "Policies to ensure efficient management of the company." |  |  |  |
| 13.Approval of the conclusion of the Additional Act to the Management 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. |  |  |  |
| 14.Designation of the person who will sign the Additional Act to the Administration Contract concluded with the members of the Board of Directors, as a conventional representative on behalf of the company. |  |  |  |

\*The vote will expressed by marking with “X” in only one box coresponding to vote intention, respectively “ PRO”, “ AGAINST” or “ABSTENTION”, for each resolution in part.

Date \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Stamp and signature (legal representative) \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_

(in the case of the use of the empowerment, in case of the registration by registry or by post or courier)

or:

EXTENDED ELECTRONIC SIGNATURE (when the empowerment is transmitted by electronic means)

NAME AND FIRST NAME / NAME OF THE SHAREHOLDER \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  
 (to be filled in in capital letters)