



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 – Operations Department Issuers of Regulated Markets
FINANCIAL MONITORING AUTHORITY – Sector Financial Instruments and Investments

**CURRENT REPORT ACCORDING TO THE LAW NO. 24/2017 AND TO THE REGULATION
ASF NO. 5/2018
Concerning the issuers of financial instruments and market operations**

Date of the report: 13rd of March 2024

Trading company: ŞANTIERUL NAVAL ORŞOVA S.A;
Main headquarters: no. 4 Tufări Street, Orşova Town, Mehedinţi County;
Phone number: 0252/362399; **Fax no.:** 0252/360648
Unique registration code at the Trade Register's Office: RO 1614734;
Number and registration date at the Trade Register's Office: J25/150/03.04.1991;
Code LEI: 254900UXXAJ8TPIKLG79
Share capital issued and paid up: 28,557,297.5 lei
Number of shares: 11.422.919 common shares, of 2,5 lei each;
Regulated market on which the issued securities are traded: Stock Exchange Bucharest, STANDARD category (under symbol: SNO)

IMPORTANT EVENT TO REPORT: CONVOCAION OF THE GENERAL ORDINARY MEETING OF THE SHAREHOLDERS

The management board of ŞANTIERUL NAVAL ORŞOVA S.A, with the main head-office in the town of Orşova, no. 4 Tufări Str., registered at ORC of Mehedinţi County with no. J25/150/1991, unique registration number 1614734, joining their meeting from the date of the 12nd of March 2024 **decided to call out the General Ordinary Meeting of the Shareholders for the date of 22nd of April 2024, at 10⁰⁰ o'clock**, to the head office from the town of ORŞOVA, NO. 4 TUFĂRI STREET, MEHEDINŢI COUNTY, in compliance with the regulation no. 31/1990 republished in 2004, further amended and abridged, with the, with the Law no. 24/2017 concerning the issuers of the financial instruments and market operations of the ASF regulation no. 5/2018 related to the issuers of the financial instruments and market operations and with the provisions from the Articles of Incorporation.

The General Ordinary Meeting of the shareholders has the following AGENDA:

1. Election of the meeting secretariat consisting of three members, respectively Mrs. Maria Carstoiu, Mrs. Carmen Incă and Mr. Horia Ciorecan, shareholders with 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 cast during the general assembly meeting 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 in the net amount of 269,048.14 lei in the accounting records on 12.31.2023;
3. Presentation, discussion and approval of the annual financial statements, related to the financial year 2023, 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. The approval that the amount of 1,367,084.18 lei be used to cover the net accounting loss from the carried forward result, representing the surplus made from revaluation reserves;
5. Approval of the distribution of the net profit achieved in 2023. The Board of Directors proposes that the net profit in the amount of 3,453,687.23 lei be distributed to the following destinations:
 - 2,848,032.44 lei to cover the net accounting loss
 - 605,654.79 lei as own source of financing;
6. Approval of the Revenue and Expenditure Budget and the investment program for the year 2024, according to the administrators' proposal;
7. Presentation and submission for approval of the Remuneration Report for the 2023 financial year;
8. Discharge of administrators for the 2023 financial year;
9. Election of the members of the Board of Administration, for a 4-year mandate for a 4-year term that will start on 23.04.2024, with the application of the cumulative vote method;
10. Discharge of administrators who were not reconfirmed by cumulative vote in the new Board of Directors for the activity carried out in the financial year of 2024;
11. Approval of the fixed remuneration due to administrators for the financial year 2024, according to art. 19 (2) of the Constitutive Act, at the level approved by the shareholders for the financial year 2023;
12. Approval of the conclusion of the Administration Contract with the members of the Board of Administration;
13. Approval of performance indicators and objectives for the financial year 2024, annex to the administration and mandate contract;
14. Appointment of Mr. Mircea Ion Sperdea for signing the Administration Contract with the members of the Board of Directors, as a conventional representative on behalf of the company;
15. Approval of making in the financial year 2024 the accounting registration under "revenues" of

dividends not collected for more than 3 years from the due date, for which the right to the dividend is extinguished by prescription, respectively the dividends related to the financial year 2019 existing in the balance as unpaid on 31.12.2023, in the amount of 67,446.42 lei;

16. Approval of the date of July 2, 2024 as the registration date and of the ex-date of July 1, 2024 for the identification of the shareholders affected by the decision of the Ordinary General Meeting of Shareholders;

17. The authorization of Mr. Mircea Ion Sperdea, general manager of the company, to sign the decision of the ordinary general meeting of shareholders (AGMA) and any other documents necessary to implement the AGMA decision and to carry out the formalities of its publication and registration.

Only registered shareholders to the Shareholders' Register of the company on the date of **08th of April 2024 settled as reference date** will be able to join the meeting and vote.

The share capital of ȘANTIERUL NAVAL ORȘOVA SA is formed of 11.422.919 registered dematerialized shares, with a nominal value of 2.5 lei, each share being entitled to one vote within the general ordinary meeting of the shareholders.

The shareholders representing, separately or together, at least 5% out of the share/issued capital, are entitled to:

- a) Introduce points into the agenda of the general meeting, provided that each point is supported by an argument or by a decision draft proposed for adoption by the general meeting;
- b) Submit decision drafts for the points included or proposed to be included in the agenda of the general meeting.

The due date for the shareholders to carry out the above mentioned rights is **29th of March 2024**, until 03:00 p.m. The applications must be sent in written to the company's head-office Șantierul Naval Orșova S.A., no. 4 Tufări Street, Orșova Town, Mehedinți County.

Each shareholder is entitled to ask questions concerning the points of the agenda of the general meeting. The company can reply also by posting the answer of their website, to the section "Frequent questions".

The shareholders mentioned in the previous lines are obliged to send the materials/questions in written, in sealed envelopes, accompanied by the following documents:

- for the natural persons shareholders - certified copy of their identity cards and account statement issued by the Depozitarul Central SA out of which it results the quality of shareholder and number of withhold actions;

- for the legal persons shareholders – the registration certificate, certified copy of the identity card of the legal representative and account statement out of which it results the quality of shareholder and the number of shares withhold, issued by Depozitarul Central SA or, as appropriate, the participants who supply custody services, according to the law.

The documents stipulated will be sent to the company's head-office, with a clearly written note, in capital letters: "FOR THE GENERAL ORDINARY MEETING OF THE SHAREHOLDERS from the date of 22nd of April 2024".

Candidates for administrator positions will be nominated by the current members of the Board of Directors or by the shareholders, according to art. 137¹ para. (2) from Law no. 31/1990 Republished with subsequent changes and additions.

The eligibility conditions that candidates must meet for the position of member of the board of directors and the content of the application file are presented on the company's website: www.snorsova.ro, in the section "INVESTORS/ MATERIALS FOR THE AGM OF APRIL 22, 2024" .

The candidacy files of the proposed administrators will be forwarded to the Board of Directors of the SANTIÉRUL NAVAL ORSOVA S.A. company, at the company's headquarters, until March 28, 2024, at 4:00 p.m. at the latest, in order to be included on the list of candidates, which will be submitted approval of the Ordinary General Meeting of Shareholders. The candidates will be entered on the list, in chronological order of the registration numbers at the SANTIÉRUL NAVAL ORSOVA S.A. registry of

the candidacy files. Only candidates whose files are complete, containing the documents mentioned in the list published on the company's website, will be entered on the ballots, respecting the chronological order of the registration of files.

Administrators in office until the date of the general assembly are registered by right on the list of candidates for election to the new board of administration, through the cumulative vote method.

The list including information on the name, place of residence and professional qualification of the persons proposed for the position of administrator will be available to the shareholders, on the company's website.

The documents, informative materials and drafts of the resolution of the general meeting concerning the issues included in the agenda may be seen on the company's web site – www.snorsova.ro and/or from the company's head-office, starting with the date of 20th of March 2024 during the working days from 09⁰⁰ a.m.-03⁰⁰ p.m.

The shareholders registered on the reference date may join and vote at the General meeting of the shareholders directly and may be represented also by other persons who are different from the shareholders, according to a special power of attorney or general power of attorney, conceived according to the provisions under the Law no. 24/2017 and the ASF Regulation no. 5/2018. The shareholders legal persons or parties without a legal personality who take part in the General Shareholders' Meeting through other persons than their proxy representative, will mandatorily use a special or general power of attorney, under the terms stipulated above. The shareholders will fulfill and sign the special powers of attorney in three original samples: one for the shareholder, one for the representative and one for the company.

The general power of attorney may be awarded for a period which will not exceed three years, allowing the appointed representative to vote in all the aspects under debate of the General Meeting of the Shareholders, provided that the general power of attorney is awarded by the shareholders, as client, to an interim party described according in art. 2 paragraph 1, point 19 of Law no. 24/2017 regarding the issuers of the financial instruments and market operations or to a lawyer. The shareholders cannot be represented in the General Meeting of the Shareholders according to a general power of attorney, by a party who finds themselves in a conflict of interests' situation, in compliance with the stipulations under the Law no. 24/2017.

The access of the natural persons shareholders, entitled to take part in the general meeting is allowed through a simple test of their identity carried out with the identity card and in the case of the shareholders natural persons represented, with the power of attorney given to the natural person they represent.

The access of the shareholders legal persons, entitled to take part in the general meeting, is allowed according to the proof of the legal representative quality when the proxy representative of the shareholder is present in person. In the case when the proxy representative is not present himself, then the proof of the quality of proxy representative will be accompanied by the power of attorney given to the natural person who represents the named shareholder. The quality of proxy representative may be proved with a finding certificate issued by the Trade Register, submitted in original or a copy according to the original or any other document in original or copy according to the original issued by the certified authority in the state in which the shareholder is legally registered who certifies the quality of proxy representative. The document certifying the quality of proxy representative of shareholder legal person is valid provided that it had been issued with at least 3 months prior to the publication of the General Meeting Convener. The documents certifying the quality of proxy representative conceived in a foreign language, other than English will be accompanied by a translation, realized by a certified translation, in Romanian or English language.

The requirements stipulated within the previous lines are applied accordingly also for proving the quality of proxy representative of the shareholder who proposes the introduction of new points on the agenda of the general meeting of the shareholders or which ask questions to the issuer concerning the points on the agenda of the general meeting of the shareholders.

The forms of special powers of attorney in Romanian or English language may be obtained from the company's head office starting with the date of 20th of March 2024 between 9:00 a.m.-03:00 p.m. or they may be downloaded from the company's website. A file of the special power of attorney will be

submitted/sent to the company's head office until including the date of 19th of April 2024, a file following to be made available to the representative's use, so that he can prove this quality.

The shareholders registered on the reference date are able to vote also by correspondence, prior to the date when the general meeting is held, by using the voting form by correspondence. The voting form, in Romanian language or in English Language, may be obtained starting with the date of 20th of March 2024 between 9:00 a.m. – 03:00 p.m., from the head office of the company or from the website www.snorsova.ro.

In the case of the vote by correspondence, the voting form, fulfilled and signed, accompanied by the copy of the identity document (ID card/identity card, in the case of natural persons, namely registration certificate in the case of legal persons), may be sent to the company's head office, up to the 19th of April 2024, 1:00 p.m., in closed envelope, with the clear mention, in capital letters: "FOR THE GENERAL ORDINARY MEETING OF THE SHAREHOLDERS FROM THE DATE OF 22ND OF APRIL 2024".

The powers of attorney and the voting forms, accompanied by the identification data of the shareholders, may be sent also by e-mail with extended electronic signature in compliance with Law no. 455/2001 concerning the electronic signature, until the date of 19th of April 2024, at 1:00 p.m., to the address: marilena.visescu@snorsova.ro, On the date of the general meeting, these documents will be handed over in original.

The voting forms which are not received until the indicated date cannot be considered for settling the quorum and majority within the general meeting.

Additional information may be found at the company's head-office or at the phone number 0252362399 between 9:00 a.m.-3:00 p.m.

In the case when the validity terms of the meeting upon first calling have not been fulfilled, then the general meeting of the shareholders will be held for the date of 23rd of April 2024, with preservation of the agenda, the time and place of its progress.

PRESIDENT OF THE ADMINISTRATION BOARD,

Rosca Radu-Claudiu