



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 22/23.04.2024

Analyzing the points registered in the agenda of the General Ordinary Meeting of the Shareholders which will be held on the date of 22.04.2024 – the first invitation, respectively 23.04.2024 – 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 in the ship group are approved. The registration of the revaluation differences in the amount of 269,048.14 lei in the accounting records on 12/31/2023 is approved

Art.3. The annual financial statements, related to the 2023 financial year, are approved, based on the Management Report of the Board of Directors and the Statutory Financial Auditor's Report.

Art.4. It is approved 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.

Art.5. Approve the distribution of the net profit achieved in 2023, in the amount of 3,453,687.23 lei, to the following destinations:

- 2,848,032.44 lei to cover the net accounting loss
- 605,654.79 lei as own source of financing;

Art.6. The Revenue and Expenditure Budget and the investment program for the year 2024 are approved, according to the administrators' proposal;

Art. 7. The Remuneration Report for the 2023 financial year is approved;

Art. 8. The discharge of administrators for the 2023 financial year is approved;

Art. 9. The election of the members of the Board of Directors is approved, for a 4-year mandate that will start on 23.04.2024, with the application of the cumulative voting method;

Art. 10. Approving the discharge of the administrators who were not reconfirmed by cumulative vote in the new Board of Administration for the activity carried out in the financial year of 2024;

Art. 11. The fixed remuneration due to administrators for the financial year 2024 is approved, according to art. 19 (2) of the Constitutive Act, at the level approved by the shareholders for the financial year 2023.

Art. 12. The conclusion of the Administration Contract with the members of the Board of Administration is approved;

Art. 13. The performance indicators and objectives for the financial year 2024 are approved, annexed to the administration and mandate contract.

Art. 14. The appointment of Mr. Mircea Ion Sperdea for the signing of the Administration Contract with the members of the Board of Directors, as a conventional trustee on behalf of the company, is approved;

Art. 15. It is approved to carry out in the financial year 2024 the accounting registration under "revenue" of the 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.

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

Art. 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 decision of the AGMA and to carry out the formalities of its publication and registration is approved.

PRESIDENT OF THE MANAGEMENT BOARD,
Rosca Radu-Claudiu