



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
Tel.: 0252/362.399; 0252/361.885; Fax: 0252/360.648
E-mail: mircea.sperdea@snorsova.ro; marketing@snorsova.ro
Codul LEI (Legal Entity Identifier): 254900UXXAJ8TPIKLXG79
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

22.04.2024

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: 254900UXXAJ8TPIKLXG79

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. 59 from 22.04.2024

The ordinary general meeting of shareholders of the company Şantierul Naval Orsova-S.A., Convened for April 22/23, 2024, carried out its works at the first convocation, respectively April 22, 2024, 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 1290 of 14.03.2024;
 - The daily "Datina" no. 9535 from 15.03.2024;
 - The daily newspaper "BURSA" no. 50 from 14.03.2023;

- The materials subject to debate were published on the company's website www.snorsova.ro, at the deadline announced in the call, respectively 20.03.2024, 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 08.04.2024, expressed their votes - both directly and by correspondence, a number of 8 shareholders holding 94,2538% 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 10,766,538 validly cast votes, representing 94.2538% 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:

- 10,766,538 "for" votes;
- 0 votes "against";
- 0 abstentions;

Art.2. The results of the revaluation of tangible assets in the ship group are approved. The registration of the differences from the revaluation in the net amount of 269,048.14 lei in the accounting records on 12.31.2023 is approved.

This article was adopted with 10,766,538 validly cast votes, representing 94.2538% 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:

- 10,766,538 "for" votes;
- 0 votes "against";
- 0 abstentions;

Art.3. The annual financial statements concluded on 31.12.2023 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, are approved.

This article was adopted with 10,766,538 validly cast votes, representing 94.2538% 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:

- 10,766,538 "for" votes;
- 0 votes "against";
- 0 abstentions;

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.

This article was adopted with 10,766,538 validly cast votes, representing 94.2538% 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:

- 10,766,538 "for" votes;

- 0 votes "against";
- 0 abstentions;

Art.5. The distribution of the net profit achieved in 2023 in the amount of 3,453,687.23 lei, according to the proposal of the Board of Directors, to the following destinations is approved:

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

This article was adopted with 10,766,538 validly cast votes, representing 94.2538% 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:

- 10,766,538 "for" votes;
- 0 votes "against";
- 0 abstentions;

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

This article was adopted with 10,766,538 validly cast votes, representing 94.2538% 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:

- 10,766,538 "for" votes;
- 0 votes "against";
- 0 abstentions;

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

This article was adopted with 10,766,538 validly cast votes, representing 94.2538% 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:

- 10,766,538 "for" votes;
- 0 votes "against";
- 0 abstentions;

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

This article was adopted with 10,766,538 validly cast votes, representing 94.2538% 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:

- 10,766,538 "for" votes;
- 0 votes "against";
- 0 abstentions;

Art.9. The election of the Board of Directors is approved, for a 4-year term starting on 23.04.2024, through the cumulative vote method, in the following component:

1. Ion Dumitru
2. Fainarea Marius
3. Patrascu Nadina Elena
4. Dumitrascu Catalina
5. Pripa Alexandru

The number of cumulative votes obtained by each candidate for the position of administrator is as follows: Mr. Ion Dumitru = 14.294.168 cumulative votes; Mr. Fainarea Marius = 14.293.037 cumulative votes; Ms. Patrascu Nadina Elena = 8.415.162 cumulative votes; Ms. Dumitrascu Catalina = 8.415.162 cumulative votes and Mr. Pripa Alexandru = 8.415.161 cumulative votes.

The de jure revocation according to art. 167 para. 3 of ASF Regulation no. 5/2018 of Mr. Rosca Radu Claudiu, Zoescu Mihai and Mihai Constantil Marian, as a result of their non-confirmation by cumulative vote in the new Board of Directors of the company, starting with dated 23.04.2024.

Art.10. 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 exercise from the year 2024 is approved.

This article was adopted with 10,766,538 validly cast votes, representing 94.2538% 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:

- 10,766,538 "for" votes;
- 0 votes "against";
- 0 abstentions;

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.

This article was adopted with 10,766,538 validly cast votes, representing 94.2538% 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:

- 10,766,538 "for" votes;
- 0 votes "against";
- 0 abstentions;

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

This article was adopted with 10,766,538 validly cast votes, representing 94.2538% 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:

- 10,766,538 "for" votes;
- 0 votes "against";
- 0 abstentions;

Art.13. The performance indicators and objectives for the financial year 2024, annex to the administration and mandate contract, are not approved.

This article was rejected by 10,766,424 validly cast votes, representing 94.2528% of the share capital, respectively 99.9989% of the total votes held and cast by the shareholders present, represented or who voted by correspondence.

The votes were recorded as follows:

- 0 "for" votes;
- 10,766,424 votes "against";
- 114 abstentions;

Art.14. The power of attorney of Mr. Mircea Ion Sperdea, as a conventional representative on behalf of the company, to sign the Management Contract with the members of the Board of Directors is approved.

This article was adopted with 10,766,538 validly cast votes, representing 94.2538% 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:

- 10,766,538 "for" votes;
- 0 votes "against";
- 0 abstentions;

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

This article was adopted with 10,766,538 validly cast votes, representing 94.2538% 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:

- 10,766,538 "for" votes;
- 0 votes "against";
- 0 abstentions;

Art.16. Se aproba data de 02 iulie 2024 ca dată de înregistrare si a ex-date 01 iulie 2024 pentru identificarea acționarilor asupra cărora se răsfrâng efectele hotărârii Adunării Generale Ordinare a Acționarilor .

This article was adopted with 10,766,538 validly cast votes, representing 94.2538% 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:

- 10,766,538 "for" votes;
- 0 votes "against";
- 0 abstentions;

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.

This article was adopted with 10,766,538 validly cast votes, representing 94.2538% 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:

- 10,766,538 "for" votes;
- 0 votes "against";
- 0 abstentions;

Art. 18. The form of the administration contract to be concluded with the members of the Board of Administration is approved.

This article was adopted with 10,766,538 validly cast votes, representing 94.2538% 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:

- 10,766,538 "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
EC. ION DUMITRU***

***MEETING SECRETARY
CIORECAN HORIA***