



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): 254900UXXJ8TPIKLXG79
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 28/29.04.2025

Analyzing the points registered in the agenda of the General Ordinary Meeting of the Shareholders which will be held on the date of 28.04.2025 – the first invitation, respectively 29.04.2025 – 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 two members, respectively Mrs. Maria Cirstoiu 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 of constructions and means of naval transport are approved. The registration of the revaluation differences in the amount of 7,182,712.83 lei in the accounting records on 12/31/2024 is approved

Art.3. The annual financial statements, related to the 2024 financial year, are approved, based on the Management Report of the Board of Directors and the Statutory Financial Auditor's Report.

Art.4. Approve the distribution of the net profit achieved in 2024, in the amount of 5,936,339.64 lei, to the following destinations:

- 5,825,688.69 lei for the distribution of dividends (0.51 lei gross/share);
- 110,650.95 lei as own source of financing;

Art.5. The Revenue and Expenditure Budget and the investment program for the year 2025 are approved, according to the administrators' proposal;

Art. 6. The Remuneration Report for the 2024 financial year is approved;

Art. 7. The discharge of administrators for the 2024 financial year is approved;

Art. 8. Election of the company's external auditor and setting the duration of the external financial audit contract, taking into account the expiration of the incumbent auditor's contract is approved. Mandate of the Board of Directors for the negotiation and conclusion of the external financial audit contract;

Art. 9. The fixed remuneration due to administrators for the financial year 2025 is approved, according to art. 19 (2) of the Constitutive Act, at the level approved by the shareholders for the financial year 2024.

Art. 10. It is approved to carry out in the financial year 2025 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 2020 existing in the balance as unpaid on 31.12.2024 in the amount of 279,618.25 lei.

Art. 11. The date of June 12, 2025 is approved as the registration date and the ex-date of June 11, 2025 for the identification of the shareholders affected by the decision of the Ordinary General Meeting of Shareholders.

Art.12. The date of June 30, 2025 is approved as the date of payment of the dividends established in point 4 above, in accordance with the provisions of art.187, point 11 of ASF Regulation no. 5/2018 on issuers of financial instruments and market operations, as subsequently amended and supplemented. The costs related to the payment of dividends will be borne by the beneficiary shareholders, from the value of the net dividend.

Art. 13. 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,
Ion Dumitru