



**ȘANTIERUL NAVAL ORȘOVA S.A.**  
Nr. RC J1991000150257 CIF: RO 1614734  
Capital social: - subscris 28.557.297,5 lei  
- varsat 28.557.297,5 lei  
Str. Tufări, nr. 4, Orșova, 225200, Mehedinți  
Tel.: 0252/362.399; 0252/361.885; Fax: 0252/360.648  
E-mail: [mircea.sperdea@snorsova.ro](mailto:mircea.sperdea@snorsova.ro); [marketing@snorsova.ro](mailto:marketing@snorsova.ro)  
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 27/28.04.2026**

Analyzing the points registered in the agenda of the General Ordinary Meeting of the Shareholders which will be held on the date of 27.04.2026 – the first invitation, respectively 28.04.2026– 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 Mr. Ciorecan Horia, shareholder with identification data available at the company's headquarters, is approved, tasked with verifying the presence of shareholders, fulfilling the formalities required by law and the articles of association for holding the general meeting, counting the votes cast during the general meeting and drawing up the meeting minutes;

ART.2 The report on the results of the revaluation of tangible assets in the ship group is approved. The recording of the revaluation differences in the net amount of 4,452,565.63 lei in the accounting records as of 31.12.2025 is approved;

ART.3 The annual financial statements for the 2025 financial year, prepared in accordance with International Financial Reporting Standards, based on the Management Report of the Board of Directors and the Report of the statutory financial auditor;

ART.4 The 2025 Annual Financial Report is approved, according to art. 651 of Law 24/2017;

ART.5 The distribution of the net profit achieved in 2025, in the amount of 8,762,422.09 lei, is approved for the following purposes:

- 7,653,355.73 lei for the distribution of dividends, which means 0.67 lei gross/share;
- 1,109,066.36 lei as its own source of financing.

ART.6 The Income and Expenditure Budget and the investment program for 2026 are approved, according to the proposal of the administrators;

ART.7 The Remuneration Report for the financial year 2025 is approved;

ART.8 The discharge of the administrators for the financial year 2025 is approved;

ART.9 The election of Ms. Galani Ioana-Andreea as member of the Board of Directors is approved. is approved for a term that will begin on 27.04.2026 and end on 23.04.2028;

ART.10 The authorization of Mr. Mircea Ion Sperdea, the general director of the Company, to sign, on behalf of the Company, with the appointed administrator, member of the Board of Directors, the Management Contract in the approved form and for the members of the Board of Directors in office is approved;

ART.11 The removal from the accounting records of the Company's participation in the share capital of Kritom Shipping Company is approved, and its maintenance in the off-account records is approved.

ART.12 The transfer to costs of the brackets recorded as fees, paid to lawyers in relation to this company and the resumption to income of the depreciations established for the participation, respectively lawyers' fees.

ART.13 The fixed remunerations due to the administrators for the financial year 2026 are approved, according to art.19 (2) of the Articles of Association, at the level approved by the shareholders for the financial year 2025.

ART.14 The accounting registration in the financial year 2026 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 2021 existing in the balance as unpaid on 31.12.2025, in the amount of 147,514.12 lei, is approved.

ART.15 The date of 20.05.2026 is approved as the registration date and the ex-date of 19.05.2026 for the identification of the shareholders on whom the effects of the decision of the Ordinary General Meeting of Shareholders are reflected.

ART.16 The date of 29.05.2026 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.17 The authorization of Mr. Mircea Ion Sperdea, general manager of the company, to sign the decision of the ordinary general meeting of shareholders (AGOA) and any other documents necessary for the implementation of the AGOA decision and to carry out the formalities of its publication and registration is approved.

PRESIDENT OF THE MANAGEMENT BOARD,  
Ion Dumitru