



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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Codul LEI (Legal Entity Identifier): 254900UXAJ8TPIKLXG79
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: 10th of September 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: 254900UXAJ8TPIKLXG79
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: Convocation of the Extraordinary General Meeting and the Ordinary General Meeting of 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 09th of September 2024 **decided to call out the General Extraordinary Meeting of the Shareholders for the date of 21st of October 2024, at 10⁰⁰ o'clock and the General Ordinary Meeting of the Shareholders for the date of 21st of October 2024 at 11 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 Law no. 297/2004, concerning the stock market, further amended and

abridged, 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.

I. The General Extraordinary 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. Approval of the amendment of the company's Articles of Association, as follows:

Art. 15 paragraph (2) and paragraph (4) are modified and will have the following content:

(2) The powers exercised by the ordinary and extraordinary general meetings are those provided by the Companies Law and any other applicable normative acts. Whenever a decision has to be adopted regarding a problem that is not provided by law as being within the competence of one of the two forms of the general assembly and it does not result, from the analysis of the problem, that it is related to the current management of the company, it is considered that it is the competence of the extraordinary general meeting.

(4) If the ordinary general meeting cannot work due to the non-meeting of the conditions provided for in paragraph (3), the meeting that will meet at a second convocation can deliberate on the items on the agenda of the first meeting, regardless of the quorum met, taking decisions with the majority of votes cast.

Paragraph (7) is added to art. 15, which will have the following content:

(7) The meetings of the general meetings of shareholders will be opened by the president of the board of directors. If the chairman of the board of directors cannot appear for the opening of the meeting, regardless of the reason, the meeting of the meeting will be opened by the person holding his place, and in his absence by the vice-chairman of the board of directors or another person expressly authorized in this purpose of vice president.

Art.16 is modified and will have the following content:

Art. 16 – The general meeting, ordinary or extraordinary, is convened by the board of directors, whenever necessary and at the request of the shareholders entitled according to the law, if their request includes provisions that fall within the powers of the meeting. The board of directors is obliged to convene the general meeting of shareholders at the request of two members of the board of directors, including on the agenda of the meeting the provisions that fall within the attributions of the meeting as indicated in the request.

Paragraph (4) is added to art. 19, which will have the following content:

(4) If the term of office of the administrators expires and the company does not elect other administrators, regardless of the reason, the administrators who have not been revoked and whose mandate has expired may continue their mandate in the interest of the good administration of the company until the meeting of the general assembly ordinary shareholders of the company electing other administrators.

Article 20 para. (1) is modified and will have the following content:

(1) The board of directors will meet at least once every 3 months, at the call of the president or vice president. The Board of Directors may also be convened at the motivated request of at least two of its members or of the executive general director, whenever such a convening is necessary, and the agenda will be proposed by the authors of the request. Two members of the board of directors may request approval by the board of directors of convening the general meeting of shareholders with an agenda proposed by the authors of the request. The President or, as the case may be, the Vice-President is obliged to comply with the request thus formulated by the two members of the board of directors and to include the received request on the agenda of the board of directors, which will take place, without any other formality, within 5 days from the date of request.

3. Designation of Mr. Mircea Ion Sperdea as the authorized person to sign the updated Constitutive Act of the company.

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

II. THE AGENDA OF THE GENERAL ORDINARY MEETING OF THE SHAREHOLDERS:

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. Approval of the distribution of the amount of 6,054,147.07 lei, respectively a gross dividend of 0.53 lei/share, from the reconstituted profit by transferring the amount from the balance on 31.12.2023 of the "Other reserves" account to the dividend account, as following the return on the distribution approved by AGOA in previous years of the net profit.

3. Approval of the date of November 06, 2024 as the registration date for the identification of the shareholders on whom the effects of the decision of the ordinary general meeting of shareholders are reflected and of the date of November 05, 2024 as ex date, according to art. 187 (pt. 11) of the ASF Regulation no. 5/2018 regarding issuers of financial instruments and market operations with subsequent amendments and additions.

4. Approval of November 22, 2024 as the dividend payment date established in point 2 above, in accordance with the provisions of art. 187, point 11 of ASF Regulation no. 5/2018 regarding issuers of financial instruments and market operations, with subsequent amendments and additions. The costs related to the payment of dividends will be borne by the beneficiary shareholders, from the value of the net dividend.

5. 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 to implement the AGOA 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 30th of September 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 25.09.2024, 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 EXTRAORDINARY MEETING OF THE SHAREHOLDERS from the date of 21st of October 2024", respectively "FOR THE GENERAL ORDINARY MEETING OF THE SHAREHOLDERS from the date of 21st of October 2024".

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 16th of September 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 to art. 92 from the Law no. 24/2017 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 16th of September 2024 between 9:00 a.m.-03:00 p.m. or they may be downloaded from the company's website www.snorsova.ro. A file of the special power of attorney will be submitted/sent to the company's head office until including the date of 28^h of September 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 18th of October 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 18th of October 2024, 1:00 p.m., in closed envelope, with the clear mention, in capital letters: "FOR THE GENERAL EXTRAORDINARY MEETING OF THE SHAREHOLDERS FROM THE DATE OF 21st of October 2024", respectively "FOR THE GENERAL ORDINARY MEETING OF THE SHAREHOLDERS FROM THE DATE OF 21st of October 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 18th of October 2020, 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 two meetings called out have not been fulfilled, the extraordinary and ordinary general meeting of the shareholders will be held for the date of 22nd of October 2024, with preservation of the agenda, the time and place of its progress.

***PRESIDENT OF THE ADMINISTRATION BOARD,
EC. Dumitru Ion***