



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
Str. Tufări, nr. 4, Orșova, 225200, Mehedinți
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): 254900UAXJ8TPIKLXG79
Cod IBAN: RO96RNCB0181022634120001- B.C.R. Orșova
Cod IBAN: RO59BRDE260SV03176142600- B.R.D. Orșova



**RESOLUTION OF THE GENERAL EXTRAORDINARY MEETING OF THE SHAREHOLDERS
FROM THE DATE OF 21.10.2024**

Analyzing the points registered in the agenda of the General Extraordinary Meeting of the Shareholders which will be held on the date of 21.10.2024 – the first invitation, respectively 22.10.2024 – 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 Cirstoiu, 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 amendment of the Constitutive Act of the company is approved, 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.

Art.3. The appointment of Mr. Sperdea Mircea Ion as the authorized person to sign the updated Constitutive Act of the company is approved.

Art.4. The power of attorney of Mr. Mircea Ion Sperdea, general manager of the company is approved, for the conclusion of the general extraordinary meeting of the shareholders' resolution (EGMS) and for any other documents which are necessary to the putting into execution of the EGMS resolution and to carry out the publicity and registration forms.

Chairman of the meeting of the EGMS

Meeting secretary