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**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

**SPECIAL EMPOWERMENT**

Subscribed **\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**, with headquarter in \_\_\_\_\_\_\_\_\_\_\_ str. \_\_\_\_\_ nr. \_\_\_\_, county \_\_\_\_\_\_\_\_\_\_\_, unic registration code \_\_\_\_\_\_\_\_\_\_\_\_, registered at Comemerce Registry Office around Court \_\_\_\_\_\_\_\_\_\_ under no. J/\_\_\_\_\_\_\_/\_\_\_\_\_, legally represented by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, having function \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, owner of a number \_\_\_\_\_\_\_\_of shares, , representing \_\_% from joint stock of its, which gives me a \_\_\_\_\_ number of votes in Ordinary General Meeting of Shareholders SANTIERUL NAVAL ORSOVA SA to be held in 28.04.2025, 10 o’clock, at society’s headquarter, concluded for the first convocation, or in 29.04.2025 at the same hour and address, concluded as being second convocation, in case that the first one can not be held, I empower Mr./ Mrs.**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**, identified by ID CARD series \_\_\_\_\_\_ no.\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, PNC\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, to represent me in this General Meeting and to exert my vote right afferent to my holdings registered at the reference date in Shareholders Registry, as follows:

|  |  |  |  |
| --- | --- | --- | --- |
| Points on the agenda to be voted on General Meeting of Shareholders | **PRO** | **AGAINST** | **ABSTENTION** |
| 1.Election of the meeting secretariat consisting of of two members, respectively Mrs. Maria Cirstoiu 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.Presentation of the report on the results of the revaluation of tangible assets in the group of constructions and means of naval transport. Approval of the recording of the revaluation differences in the net amount of 7,182,712.83 lei in the accounting records as of 31.12.2024; |  |  |  |
| 3.Presentation, discussion and approval of the annual financial statements, related to the financial year 2024, 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; |  |  |  |
| 4.Approval of the distribution of the net profit achieved in 2024. The Board of Directors proposes that the net profit in the amount of 5,936,339.64 lei be distributed to the following destinations:  -5,825,688.69 lei for the distribution of dividends, which means 0.51 lei gross/share;  - 110,650.95 lei as own source of financing; |  |  |  |
| 5.Approval of the draft Revenue and Expenditure Budget and the investment program for 2025, according to the administrators' proposal; |  |  |  |
| 6.Presentation and submission for approval of the Remuneration Report for the 2024 financial year; |  |  |  |
| 7.Discharge of administrators for the 2024 financial year; |  |  |  |
| 9.Approval of the fixed remuneration due to administrators for the financial year 2025, according to art. 19 (2) of the Constitutive Act, at the level approved by the shareholders for the financial year 2024; |  |  |  |
| 10.Approval of making in the financial year 2025 the accounting registration under "revenues" of 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; |  |  |  |
| 11.Approval of the date of June 12, 2025 as the registration date and the ex-date of June 11, 2025 for identifying the shareholders on whom the effects of the decision of the Ordinary General Meeting of Shareholders are reflected. |  |  |  |
| 12.Approval of the date of June 30, 2025 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. |  |  |  |
| 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 AGMA decision and to carry out the formalities of its publication and registration. |  |  |  |

The vote will expressed by marking with “X” in only one box coresponding to vote intention, respectively “ PRO”, “ AGAINST” or “ABSTENTION”, for each resolution in part.

Date \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Stamp and signature (legal representative) \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_

(in the case of the use of the empowerment, in case of the registration by registry or by post or courier)

or:  
 EXTENDED ELECTRONIC SIGNATURE (when the empowerment is transmitted by electronic means)

NAME AND FIRST NAME / NAME OF THE SHAREHOLDER \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  
 (to be filled in in capital letters)