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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 Extraordinary General Meeting of Shareholders SANTIERUL NAVAL ORSOVA SA to be held in 17.07.2023, 10 o’clock, at society’s headquarter, concluded for the first convocation, or in 18.07.2023 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 three members, respectively Mrs. Maria Cîrstoiu, 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. |  |  |  |
| 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 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. |  |  |  |

\*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)