



S.C. "SANTIERUL NAVAL ORŞOVA" S.A
No. RC J25/150/1991 CIF: RO 1614734
Share capital: - issued 28.557.297,5 lei
- paid up 28.557.297,5 lei
No. 4. Tufări Street, Orșova, 225200, Mehedinți County
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To:

THE STOCK EXCHANGE – Department for Operations Issuers of Regulated Markets
FINANCIAL MONITORING AUTHORITY – Sector of Instruments and Financial Investment

CURRENT REPORT ACCORDING TO LAW NO. 24/2017 AND TO THE ASF REGULATION NO. 5/2018 concerning the issuers of financial instruments and market operations

Date of the report: 05th of December 2018

Trading company: S.C. ŞANTIERUL NAVAL ORŞOVA S.A;

Main headquarters: no. 4 Tufări Street, Orșova Town, Mehedinți County;

Phone number: 0252/362399; **Fax no.:** 0252/360648

Unique registration code at the Trade Register Office: RO 1614734;

Number and registration date at the Trade Register Office: J25/150/03.04.1991;

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 stock market on which the issued securities are traded: the Stock Exchange Bucharest, **STANDARD** categories (under symbol: SNO);

Important event to report: The resolution of the general ordinary meeting of the shareholders

The managing board of S.C. Santierul Naval Orsova S.A. with main head-office in the town of Orsova, no. 4 Tufari Street, registered at ORC of Mehedinți County with no. J25/150/1991, TIN RO1614734, gathered in the meeting from the date of 04th of December 2018, **decided the calling of the General Ordinary Meeting of the Shareholders for the date of 10th of January 2019 at 10 o'clock**, at the main head-office from the town of Orsova, no. 4 Tufari Street, Mehedinți County according to the provisions under the Law of the companies no. 31/1990 republished in 2004, further amended and abridged, of the Law no. 297/2004 concerning the stock capital, further amended and

abridged, of the Law no. 24/2017 concerning the issuers of financial instruments and markets operations of the ASF Regulation no. 5/2018 concerning the issuers of financial instruments and stock operations and with the provisions of the Company's Articles of Incorporation.

THE AGENDA OF THE GENERAL ORDINARY MEETING OF THE SHAREHOLDERS:

1. Information on the patrimony and financial situation of the company on the date of 30.09.2018 and analysis concerning the realization manner of the provisions under the Income and Expenses Budget for the year 2018;
2. Approval of the Income and Expenses Budget and of the investment planning, for the year 2019;
3. Amendment of the Administration Contract clauses;
4. Amendment of the clauses from the Tenure Contract;
5. Appointment of the conventional proxy representative who will sign the Addendum of the Administration Contract, on behalf of the company.
6. The deputation of Mr. Mircea Ion Sperdea, general manager of the company to sign the decision of the general ordinary meeting (AGOA) of the shareholders as well as any other documents necessary for the enforcement of the AGOA resolution and to carry out the publicity formalities.

Only the shareholders registered in the Shareholders' Register of the Company on the date of 27th of December 2018, settled as **reference date** can join the meeting and vote.

The share capital of S.C. SANTIERUL NAVAL ORSOVA S.A. is formed of 11.422.919 nominative shares, de-materialized, with a nominal value of 2,5 lei per each action, enabling the right to a vote within the general ordinary meeting of the shareholders.

The shareholders, representing, individually or together, at least 5% of the share capital, are entitled to:

- a) Introduce new points in the agenda of the general meeting, provided that each point is accompanied by an explanation or by a resolution project proposed to be adopted by the general meeting;
- b) To present resolution projects for the points included or proposed to be included in the agenda of the general meeting.

The due date to which the shareholders can exercise the above mentioned rights is 21.12.2018, until 03:00 p.m. The requirements must be sent in written at the company's head office S.C. Santierul Naval Orsova S.A, no. 4 Tufari Street, Orsova Town, Mehedinți County.

Each shareholder is entitled to ask questions concerning the points on the agenda of the general meeting. The company may answer including by posting the reply on their website, under the section "Frequent questions".

The shareholders stipulated in the previous lines are responsible for sending the materials/questions in written, in closed envelopes, accompanied by the following documents:

- In the case of shareholders natural persons – certified copy of the ID card and account statement issued by the Central Depositary SA out of which it results the quality of shareholder and the number of owned shares;
- In the case of shareholders legal persons – the registration certificate, certified copy of the ID card of the proxy representative and account statement out of which it results the quality of shareholder and the number of owned actions, issued by the Central Depositary SA or, as appropriate, the participants rendering custody services, according to the law.

The documents stipulated will be sent to the company's head office, with the clear written note, in capitals: "FOR THE GENERAL ORDINARY MEETING OF THE SHAREHOLDERS from the date of 10th of January 2019".

The documents, informative materials and resolution projects of the general meeting concerning the issues included on the agenda may be found on the company's site – www.snorsova.ro and/or at the company's head office, starting with the date of 06th of December 2018 in the working days between 9:00 a.m.-3:00 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 06th of December 2018 between 9:00 a.m.-03:00 p.m. or they may be downloaded from the company's website. A file of the special power of attorney will be submitted/sent to the company's head office until including the date of 08th of January 2019, 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 06th of December 2018, 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 08th of January 2019, 13:00 p.m., in closed envelope, with the clear mention, in capital letters: "FOR THE GENERAL ORDINARY MEETING OF THE SHAREHOLDERS FROM THE DATE OF 10TH OF JANUARY 2019".

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 08th of January 2019, at 1:00 p.m., to the address: gheorghe.caraiman@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 meeting upon first calling have not been fulfilled, then the general meeting of the shareholders will be held for the date of 11th of January 2019, with preservation of the agenda, the time and place of its progress.

***PRESIDENT OF THE ADMINISTRATION BOARD,
EC. Manager MIHAI FERCALA***