

LOGO: T.H.R. MAREA NEAGRA

S.C. TURISM, HOTELURI, RESTAURANTE MAREA NEAGRA S.A.

Headquarters: Romania, Mangalia, Lavrion street no. 29 Telephone number: +40-241-752-452  
Facsimile number:+40-241-755-559

Registration number in the Commercial Register Constanta: J13/696/1991, CIF: RO2980547,  
IBAN account: RO71 RNCB 0117 0151 6314 0001, Banca Comerciala Romana- Mangalia  
Agency

Authorized subscribed and paid capital : 57.894.993.9 lei

[www.thrmareaneagra.ro](http://www.thrmareaneagra.ro)

### **Current report**

According to Regulation 1/2006

**EMITTER: SC TURISM , HOTELURI , RESTAURANTE MAREA NEAGRA S.A.**

HEADQUARTERS: Romania, Mangalia, Lavrion street no. 29

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FACSIMILE NUMBER: 0241/755.559

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Regulated market on which movable assets are emitted: BVB

#### **I. Important events to report:**

- a.) Changes regarding the management of the commercial company: not the case;
- b.) Substantial purchase or alienation of assets - not the case;
- c.) Bankruptcy procedure: not the case;
- d.) Transactions as those enumerated in paragraph 225 from Law no 297/2004 - not the case
- e.) **Other events:**

Based on the requirements of the CNVM Regulation no 1/2006 of Law no 297/2004, S.C. T.H.R. Marea Neagra S.A reports that the General Ordinary Meeting of Stockholders of S.C. T.H.R. MAREA NEAGRA S.A, legally gathered on 20.04.2015,

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called according to the directives of Law no 31/1990 republished and modified, has  
adopted the following decision:

**DECISION NO 1/ 20.04.2015**

Total expressed votes - 451.113.242

Total <<for>> votes - 451.113.242

Total <<against>> votes – 0

Hold backs 0

The General Ordinary Meeting of Stockholders of S.C. T.H.R. MAREA NEAGRA S.A gathered on 20.04.2015 at the headquarters of the company according to the published convener, within the conditions of Law no 31/1990 republished and those of the Constitutive Deed, with a number of 451.113.242 votes, validly expressed representing 451.113.242 stocks, 77.91% of the authorized and paid capital of the company and 100% of the authorized and paid capital owned by the present stockholders, decides:

**Art. 1** We endorse the annual financial situations associated with the fiscal year 2014, based on the inventory report of the administrators associated with the fiscal year 2014 and on the financial auditor's report.

**Art. 2** We endorse the allocation of the accomplished net profit during the fiscal year 2014, in amount of 5.794.926,78 lei, as follows: for the legal aloofness 317.638,23lei; dividend distribution in gross amount of 2.026.325,00 lei, representing a brut dividend of 0, 0035 lei/stock; allocation to other aloofnesses 3.450.963,55 lei.

**Art. 3** We endorse the financial situations consolidated on 31.12.2014, based on the inventory report of the administrators and on the financial auditor's report.

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**Art. 4** We endorse the inventory discharging from the administrators for the fiscal year 2014.

**Art. 5** We endorse the payment of the administrators and of the general manager, according to the administration and mandate contracts and to the conditions mentioned in the meeting recording of proceedings.

**Art. 6** We endorse the company administration by an Administration Board formed of 5 members.

**Art. 7** We endorse completing the Administration Board by appointing two members on the places that are now available through increasing the number of administrators from 3 to 5 persons, for a mandate equal to that of the current administrators. On the available administrator spots we appoint Mr. Cazacu Dorinel and Mr. Mielu Dobrin, for a mandate starting 20.04.2015, until 19.03.2019.

**Art. 8** We endorse establishing the level of professional responsibility insurance for the appointed administrators at the current level.

**Art. 9** We appoint Mrs. Ramona Petcu as a representative of the company to sign the Administration Contract with the newly appointed administrators.

**Art. 10** We endorse appointing SC ABA Audit SRL Timisoara as financial auditor of the company for a period of 2 years and authorizing the Administration Board to close the audit contract.

**Art. 11** We endorse the Income and Expenses Budget for 2015, in the conditions mentioned in the meeting recording of the proceeding, as well as the activity and investment program for 2015.

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**Art. 12** We endorse guaranteeing the credit in amount of 6 000 000 lei, contracted at Transilvania Leasing IFN SA with mortgage on the following real estate assets: Hotel Restaurant Lidia with the associated field, Hotel Restaurant Siret with the associated field and Hotel Diana with the associated field.

**Art. 13** We endorse guaranteeing the credit in amount of 7 500 000 lei, contracted at BCR SA with mortgage on the real estate asset Hotel Restaurant Brandusa with the associated field and on the real estate asset Hotel Restaurant Aida with the associated field.

**Art. 14** We endorse the date 25.09.2015 as the registration date for the identification of the stockholders on which the decisions of the General Ordinary Meeting of Stockholders on 20.04.2015 redound, according to paragraph 238 from Law no 29/2004.

**Art. 15** We endorse the date 24.09.2015 as ex-date, according to article 2 letter f from the CNVM Regulation no 6/2009.

**Art. 16** We endorse the date 30.09.2015 as the payment date according to the directives of paragraph 129.2 from the CNVM Regulation no 1/2006.

**Art. 17** We endorse authorizing Mrs. Costina Zaberca – head of the legal office and/ or Mrs. Ileana Graur – legal counselor, alone or together, as they find proper, to carry out the necessary actions to register the endorsed decisions of the General Ordinary Meeting of Stockholders on 20.04.2015 in the Commercial Register Office and in Monitorul Oficial, part IV.

**Head of meeting**

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**Ec. Radu Toia**

**II. Signatures**

**General Manager,**

**Mihai Zamfir**