



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

Sediul: Romania, Mangalia, Str. Lavrion nr. 29 Tel: +40-241-752-452 Fax: +40-241-755-559  
Nr. Inregistrare Registrul Comertului Constanta: J13/696/1991, CIF: RO2980547,  
Cont IBAN: RO71 RNCB 0117 0151 6314 0001, Banca Comerciala Romana-Agentia Mangalia  
Capital social subscris si varsat : 57.894.993.9 lei

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

Related materials changing the day  
of the general meeting of shareholders of 20.04.2015 , 9:00 a.m.

2. The Board of Directors shall propose the distribution of the profit net carried out under the financial year in the year 2014, in the amount of 5.794.926,78 lei as follows:

- to legal reserve 317,638.23 lei;
- the distribution of dividends 2.026.325,00 lei (divident gross 0,0035 lei/share )
- the distribution to other reserves 3.450.963,55 lei;

5. Approval of remuneration executive directors and to the director-general, in accordance with the contracts and management contract of mandate. In accordance with Article 30 of the contract for the management and Article 7 of the contract of mandate, administrators SC THR Black Sea, i.e.

6. The management of the undertaking by a Board composed of 5 members. In the case of Article 18 (1) of the instrument of incorporation of SC THR Black Sea, the company shall be administered by a board of directors which may be composed of 3 to 5 members, and is currently 3 members.

7. Completion of the Board of Directors by the choice of at least two members on the sites that have become available through the increase in the number of directors from 3 to 5 persons, for a term equal to that of administrators in the function. In accordance with Article 111 (2), subparagraph (a) of Law No 31/1990, AGOA is competent to choose the members of the Management Board.

With a view to the completion of the board of directors with two members, may be lodged candidaturi at the company's registered office up to the date of 10.04.2015 , 3:00 p.m.

Legal persons who will run for the post of administrator will submit candidaturile accompanied by the instrument of incorporation of the company, in the copy and a

certificate extended issued by the Register of Commerce after 30.12.2014 and in the case of a natural person

8. Determining the level of professional liability insurance for administrators elected. It is proposed that the level of professional liability insurance to administrators to be of 100,000 euros.

9. Conventional representative Designation from the company to sign the contract with the administrators of the management newly elected.

It shall designate .... representative of conventional part of society, in order to sign the contract for the management with administrators elected. 10. The choice financial auditor, to fix its proper fee and the minimum period of the contract to the Audit Board.

In accordance with Article 111 (2) (b) of Law No 31/1990, AGOA is competent to designate financial auditor and the minimum duration of the contract of the Audit Board.

Tenders , accompanied by a portfolio, shall be deposited at the company's registered office until 10.04.2015 , 3:00 p.m. ., in a sealed envelope, with the word " audit offer shareholders 20.04 .2015 ". List of persons who have submitted bids will be available to shareholders with effect from 13.04.2015, the address [thrmareaneagra@yahoo.com](mailto:thrmareaneagra@yahoo.com).

Offers and portfolios will be presented in the Romanian language and translated into English by a certified translator.

12. Ipotecarii approval following buildings, with a view to guaranteeing credits totalling 13.500.000 lei: Hotel restaurant Lidia with land concerned, hotel restaurant Brandusa land concerned, hotel restaurant tugged with land concerned, the hotel Diana with land concerned and Hotel restaurant Aida with land concerned.

For the purpose of financing investment program, as well as to prepare the base materials for summer season 2015, given the specific our activity for the production of income chiefly in the third quarter, we propose approval contraction of loans totalling 13.500.000 lei.

These credits will be refunded on completion of as far as revenue and 1,675 sum thereof, as well as carrying out own financing sources

13. Proposal for determination of the date of 25.09.2015 as the date of registration for the identification of shareholders over which effects outweigh resolutions of the general meeting of shareholders, in accordance with Article 238 of the Law No 297/2004.

14. Proposal for determination of the date of 24.09.2015 that ex-data, in accordance with Article 2 (1) (f) of NSC Regulation (EC) No 6/2009.

15. Proposal for determination of the date of 30.09.2015 as the date of the payment in accordance with the provisions of Article 129.2 of NSC Regulation No 1/2006.

16. Empower Mrs Costina Zaberca- head office legal and/or Mrs humor Ileana- legal adviser, alone or together, as they will find it appropriate, in order to carry out necessary steps with a view to recording in the office of the Register of Commerce and of publication

The Chairman of the Board of Directors  
ec. Radu Toia