



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

Registered office: Romania, Mangalia city, .Lavrion str., no.29, Constanta county Tel:+40-241-752-452
Facsimile:+40-241-755-559

Registration number Trade Register Constanta: J13/696/1991, Fiscal Identification Code: RO2980547,
IBAN account: RO73BTRL01401202691185XX, Transilvania bank Constanta branch

www.thrmareaneagra.ro

SPECIAL MANDATE

NATURAL PERSONS

The undersigned,domiciled in....., identified with I.D. series no., Personal Identification Number, holding a number of shares, representing..... % from its share capital, which grants me a number of votes within the Ordinary General Meeting of Shareholders of S.C. THR Marea Neagra S.A. which will be held on 20.04.2015, 9.00 a.m., at the premises of the company, fixed for the first convocation, or on 21.04.2015, at the same hour and address, fixed for the second convocation, if the former cannot take place, I empower through this Ms./Mr., domiciled in identified with I.D. series no., Personal Identification Number....., to represent me in this general meeting and to exercise the voting right related to my holdings registered at the reference date in the Register of Shareholders, as follows:

The points from the agenda submitted to the vote In the General Meeting of Shareholders	For	Against	Abstain
1. Presentation, discussion and approval of the financial statements for the fiscal year 2014 based on the reports presented by the Administration Council and the financial auditor.			
2. . Approval of the distribution on destinations of net profit accomplished in fiscal year 2014 and the granting dividends in the total gross amount of 2,026,325 lei, representing a gross dividend of 0.0035 lei/share, as proposed by the Administration Council.			
3. Presentation, discussion and approval of the consolidated financial statements on 31.12.2014, based on the reports presented by the Administration Council and the financial auditor.			
4. Discharge of the administrators for the financial year 2014.			
5. Approval of the remuneration of the administrators and the General Director according to the management contracts and mandate contracts.			
6. Approving the company's administration by an Administration Council formed by 5 members.			



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<p>7. Completion the Administration Council by choosing 2 members on the available positions by increasing the number of administrations from 3 to 5 persons, for a mandate equal to the already appointed administrators.</p>	SECRET VOTE		
<p>8. Establishing the ensurence's level of professional liability concerning the new elected administrators.</p>			
<p>9. Designation of the conventional trustee on behalf of the company in order to sign the Administration Contract with the new elected administrators.</p>			
<p>10. Electing the financial auditor, establishing the proper honorarium regarding the auditor and also establishing the minimal duration of the audit contract.</p>	SECRET VOTE		
<p>11. Presentation, analysis and approval of the income and expenses Budget Project, of the investment program and the activity program for 2015.</p>			
<p>12. Approval of the mortgage of the following real estates, in order to guarantee loans totaling 13,500,000 RON: Hotel Restaurant Lidia with adjoining land, Hotel Restaurant Brandusa with adjoining land, Hotel Restaurant Siret with adjacent land, Hotel Diana with adjoining land and the Hotel Restaurant Aida with adjoining land.</p>			
<p>13. Approval of the date of 25.09.2015 as registration date for identifying shareholders who are affected by the decisions of the general meeting of shareholders, according to art.238 of Law no. 297/2004.</p>			



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14. Approval of the date of 24.09.2015 as ex-date, according to art.2, letter f of NSC Regulation No.6/2009.			
15. Approval of the date of 30.09.2015 as the date of payment according to art, 129.2 from NSC Regulation no. 1/2006.			
16. Empowering of Mrs. Costina Zaberca- chief legal office and / or Mrs. Graur Ileana- legal advisor, alone or together, as they will find fit, for taking the necessary steps regarding the registration at the Trade Register and of the publication in the Official Gazette, the IV th Part, of the decisions adopted in the Ordinary General Meeting of Shareholders.			

* the vote will be expressed by marking an "X" in one box corresponding to the voting intention , respectively "For", "Against" or "Abstain" , for each resolution separately.

Date _____

Signature _____