



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

Sediul: Romania, Mangalia, str.Lavrion nr.29, jud.Constanta 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)

**To:**  
**Bucharest Stock Exchange**  
Corporate Actions Regulated Market Department

**Financial Supervisory Authority**  
Investment and Financial Instruments Sector

## **Current Report according to the ASF Regulation no.1/2006**

Name of issuers: SC TURISM , HOTELURI , RESTAURANTE MAREA NEAGRA S.A.  
Headquarters : Lavrion Street no. 29, Mangalia , Constanta County  
Telephone/fax : 0241 75 24 52; 0241 75 55 59  
Trade register No: J13/696/1991  
Sole registration number at the Trade Register Office : RO 2980547  
Subscribed and paid capital: 57.894.993,9 lei  
Regulated market on which the issued shares are traded : Bucharest Stock Exchange

## **I.Majors events to be reported**

- a) Changes in the control over the company – N/A;
- b) Substantial acquisitions and alienations of assets – N/A;
- c) Bankruptcy – N/A;
- d) Transactions as listed in art.225 of Law 297/2004 – N/A;
- e) **Other events:**

The Board of Directors of the S.C.THR Marea Neagra SA inform supervisors of the Capital Market shareholders and potential investors about convening Ordinary General Meeting of Shareholders for the first call date 21.04.2017, 22.04.2017 second convening. The meeting will take place at the company since 9.00.

Present below the full text of the convocation:

## **MEETING NOTICE**

Board of directors of **S.C.THR Marea Neagră S.A.** with registered office in Mangalia, str. Lavrion nr. 29, County of Constanța, having J13 / 696/1991 tax identification code RO2980547 in accordance with Law no. 31/1990, as amended and supplemented, Law no.297 / 2004, N.S.C. (National Securities Committee) Regulations and Articles of Association, gathered on 16/03/2017, hereby notifies about the upcoming **General Meeting of Shareholders** that shall be held on **21/04/2017 at 09.00 at company headquarters**, with the following **AGENDA**:

**1. Review, discussion and approval of the individual financial statements for the financial year 2016 based on the reports of the Board of Directors and the financial auditor.**



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2. Review, discussion and approval of the consolidated financial statements on 31/12/2016, based on the reports of the Board of Directors and the financial auditor.
3. Approval of the distribution of the net profit amounting to 4,455,307 lei as follows: 277,117 lei - legal reserve, 241,330 lei - own financing sources and 3,936,860 lei - dividends, representing a gross dividend of 0.0068 lei / share, as proposed by the Board.
4. Successful completion by the Directors of their tasks for the year 2016.
5. Review of achievement of key performance indicators and objectives approved for financial year 2016. Approval of variable remuneration based on management and mandate contracts.
6. Approval of the development strategy and the company's restructuring.
7. Presentation, analysis and approval of the draft budget of income and expenses, the investment schedule and business schedule for 2017.
8. Approval of key performance indicators and goals for the year 2017.
9. Approval of the appointment of the financial auditor and the duration of audit contract as the previous contract expired. Authorizing the Board of Directors to set the terms and conditions of the audit contract.
10. Approval of the extension and increase of the credit facility and for this purpose to secure the additional credit facility by mortgaging certain assets.
11. Approval of the date of 22/08/2017 as registration date for identifying shareholders who will be affected by the decisions General Meeting of Shareholders, according to art. 238 of Law no. 297/2004.
12. Approval of the date of 21/08/2017 as ex-date, according to Article 2, letter f of NSC Regulation No.6 / 2009.
13. Approval of the date of 31/08/2017 as the date of payment according to Art. 129.2 of NSC Regulation No.1 / 2006.
14. Appointing the person authorized to perform publicity formalities for carrying out the decisions taken.

At the Ordinary General Meeting may participate and vote only shareholders registered in the Register of Shareholders on 10/04/2017, established as the "reference date."

At the date this Meeting Notice is issued, the share capital of SC THR Marea Neagra S.A. is 57,894,993.9 lei and is divided into 578,949,939 registered shares and dematerialized shares with a nominal value of 0.1 lei per share giving right to one vote at the General Meeting of Shareholders.

Shareholders representing, individually or jointly, at least 5% of the share capital are entitled to:

- a) include new items on the agenda of the General Meeting, provided that each such item is accompanied by a justification or a draft resolution to be adopted by the General Meeting, not later than 05/04/2017;
- b) to propose draft resolutions for items included on the agenda or proposed to be included on the agenda of the General Meeting, not later than 05/04/2017.

Each shareholder has the right to ask questions related to items on the agenda of the General Meeting. The Company may answer inclusively by posting the answer on the company's website under "FAQ".



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Shareholders mentioned in the preceding paragraphs shall send materials / questions in written form in sealed envelopes accompanied by the following documents: In case of natural persons - certified copy of the identity document and statement issued by the Depozitarul Central SA (Central Depository) proving the shareholder quality and the number of shares held; In case of legal persons - registration certificate, certified copy of the identity card of the legal representative and the bank statement attesting the shareholder quality and number of shares issued by the Depozitarul Central SA or, where appropriate, by the participants who provide custody services according to law. Mentioned documents shall be sent at the company, clearly written in capital letters: " FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS dated 21/04/2017."

Documents, information materials and draft decisions of the General Meeting regarding the items on the agenda are available on the company's website - [www.thrmareaneagra.ro](http://www.thrmareaneagra.ro) and / or at the company offices, as of 22/03/2017, in the working days between 9.00 and 13.00.

The shareholders registered at the reference date may participate and vote in the General Meeting or be represented by persons other than shareholders, based on general power of attorney or special power of attorney.

The shareholders registered at the reference date may participate and vote at the General Meeting of Shareholders directly or represented by persons other than shareholders, based on special or general power of attorney, drafted according to Emergency Government Ordinance no.90 / 2014 amending and supplementing Law no.297 / 2004 on capital markets. Shareholders legal persons or entities without legal personality that participate in the General Meeting of the Shareholders by another person than the legal representative shall mandatorily use a special or general power of attorney subject to conditions described above. Shareholders shall complete and sign the special power of attorney in three original copies: one for shareholder, one for representative and one for the company.

General power of attorney may be granted for a period not exceeding three years, allowing the representative to vote on all issues under discussion in the General Meeting of Shareholders, provided that the general power of attorney is granted by the shareholders, as a client, to an intermediary as defined in Article 2 para. (1) item 14 of the Law no.294 / 2004 or a lawyer. Shareholders may not be represented at the General Meeting of Shareholders based on a general power of attorney, by a person who is in a position of conflict of interest, in accordance with the provisions of article 243 par. (6.4) of the Law no.297 / 2004 text included by Emergency Government Ordinance no.90 / 2004.

Access of individual shareholders, entitled to participate in the General Meeting, is allowed by simply proving their identity with an identity card and if the individual shareholders is not present in person but by a representative, the power of attorney for the individual who represents the shareholder.

Access of corporate shareholders, entitled to participate in the General Meeting, is allowed by proving the identity of the legal representative when present in person. If the legal representative of the shareholder is not present, along with proof of legal representative the attorney shall present the power of attorney appointing the individual who represents the shareholder.



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The legal representative quality is proven by a certificate issued by the Trade Register, original or certified copy, or any other document, in original or certified copy issued by a competent authority of the country where the shareholder is legally registered, appointing the legal representative. Documents appointing the legal representative of the corporate shareholder shall be issued after 31/12/2016. Documents appointing the legal representative drafted in a foreign language other than English must be accompanied by a translation made by a sworn translator in Romanian or English.

The requirements stipulated in the preceding paragraphs shall apply accordingly also to prove the authorization of legal representative of the shareholder who proposes to include new issues on the agenda of the General Meeting of Shareholders or asks the issuer questions regarding the issues on the agenda of the General Meeting of Shareholders.

Special Power of Attorney Forms may be obtained at the company offices as of 22/03/2017 between 9.00 and 13.00 or can be downloaded from the company web site. A copy of the special power of attorney shall be deposited at the company, in Romanian or English, by (and including) 20/04/2017, 16:00hrs, a copy shall be made available to the representative in order to prove the authorization. The power of attorney can be transmitted in electronic format with extended electronic signature according to law to [thrmareaneagra@yahoo.com](mailto:thrmareaneagra@yahoo.com).

Shareholders registered at the reference date may vote by correspondence before the General Meeting of Shareholders by using the ballot for correspondence voting. Ballots can be obtained starting 22/03/2017, between 9.00 and 13.00 at the headquarters of the company or on [www.thrmareaneagra.ro](http://www.thrmareaneagra.ro).

If voting by correspondence, the ballot completed and signed, accompanied by a copy of the identity document (ID card for individuals, certified copy for conformity signed by the holder or certificate of registration for legal persons, signed by the legal representative with company stamp) may be submitted at the company, in Romanian or English, until 20/04/2017, 09:00 am, in a sealed envelope clearly written in capital letters: " FOR ORDINARY GENERAL MEETING OF SHAREHOLDERS ON 21/04/2017"

Ballots not received until the date indicated above shall not be counted for determining the quorum and majority at the General Meeting.

Ballots for correspondence voting and special power of attorneys shall be available in English on the company's website, starting 22/03/2017. More information can be obtained at the company headquarters or at phone number 0241,752,452, between 9.00 and 13.00.

If the requirements for the meeting to be validly held are not met at the first notice, the meeting shall be held on 22/04/2017, with the same agenda, time and place of the proceedings.

**President of the Board of Directors**  
Mr. Dobrin Mielu