



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

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Nr. Inregistrare Registrul Comertului Constanta: J13/696/1991, CIF: RO2980547,
Cont IBAN: RO73BTRL01401202691185XX, Banca Transilvania Sucursala Constanta
Capital social subscris si varsat : 19.305.806, 40 ron

www.thrmareaneagra.ro

Material for point 4 on the Agenda of the Extraordinary General Meeting of Shareholders

Reduction of the share capital of the company with the value of 41,961 lei, which represents the value of the land with a surface of 197 mp from Eforie Nord, related to Eforie Police Headquarters and diminish the participation of AAAS, as a result of returning this land according to the Law no.10/2001.

The land with a surface of 197 mp, have been under trial over the Law no.10/2001, in which Dumitrescu Valentin, Fortunescu Aron Dan and others asked for the returning of the land as it is in nature according to Law no.10/2001, together with the construction representing the headquarters of Eforie Police .

The Court of Law granted the request of the plaintiffs for returning the land as it is in nature and after that Dumitrescu Valentin and Fortunescu Aron Dan requested the annulment of the title to property of SC THR Marea Neagra SA over the land of 197 mp- Certificate M 08 nr. 0767/08.11.1999- emitted by the Ministry of Tourism.

The Court of Law granted the request and the decision for annulment of the title to property of S.C THR Marea Neagra S.A, became definitive trough Decision no.1730 pronounced 11.06.2017 in the trial no.1455/2/2013 of the Supreme Court.

According to art. 21 alin.3 of Law no. 10/2001” the approved bodies of the companies will proceed to the reduction of the share capital of the company with the value of the returned good and reevaluation of patrimony. The participation of the state or AAAS will diminish accordingly to the value of the good returned.”

The institution to privatize SC Eforie SA was AVAS, now **Autoritatea pentru Administrarea Activelor Statului.(Authority for the Administration of the State Actives).**

The share capital , according to the standards of evaluation IFRS, value of the land with the surface of 197 mp is 41.961 lei.

According to the law specifications , **we propose AGEA the approval for the diminish of the share capital with 41.961 lei reprezentand 419.610 shares at a value of 0,1 lei/share and the diminish of the participation of AAAS, according to this value.**

As a result of this operation, the share capital of S.C THR Marea Neagra S.A will diminish from 57.894.993, 9 lei which represents a number of 578.949.939 shares with a nominal value of 0,1 lei/share, to 57.853.032, 9 lei which represents a number of 578.530.329 shares.

Participation of AAAS will diminish from 516.915 shares at nominal total value of 51.691,5 lei representing 0,089% from the share capital, to 97.305 shares with a nominal total value of 9.730, 5 lei, representing 0,016% from the share capital resulted.

Material for point 5 on the Agenda of the Extraordinary General Meeting of Shareholders

Empowering of Mrs. Costina Zaberca- chief legal office and / or Mr. Mares Cristian - 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

Material for point 6 on the Agenda of the Extraordinary General Meeting of Shareholders

Proposal for establishing the date of 28.11.2017 as the date of registration in order to identify the shareholders on which the decisions of AGEA will have effect according to art. 238 of the Law nr. 297/2004.

Proposal for establishing date of 27th of November 2017 as ex-date according to art.2 lit f from CNVM Rules nr.6/2009.

President
D-nul Dobrin Mielu