

**Administrators report
regarding the Division Project of THR Marea Neagra SA**

The administrators of the company submit to the approval of EGMS (Extraordinary General Meeting of Shareholders) of THR Marea Neagra SA the partial asymmetric division project in the interest of the shareholders (the "Project") drawn up in accordance with art. 241 of Law 31/1990.

The project presents the proposed terms of the partial asymmetrical division of THR Marea Neagra S.A. in the interest of the shareholders, by transferring a part of the assets of THR Marea Neagra S.A. to a newly established company, according to art. 2501 (a) of the Law on Companies (defined below) ("The Division"), without the company THR Marea Neagră S.A. to enter the division and was drawn up in compliance with the provisions of the following normative acts:

- (i) Companies Law no. 31/1990, as republished and subsequently amended ("Companies Law");
- (ii) Law no. 265/2022 on the trade register and for the amendment and completion of other normative acts with an impact on registration in the trade register;
- (iii) Law no. 287/2009 on the Civil Code ("Civil Code");
- (iv) Accounting Law no. 82/1991, as republished and subsequently amended;
- (v) Order of the Minister of Public Finance no. 897/2015 for the approval of the Methodological Norms regarding the accounting reflection of the main merger, division, dissolution and liquidation operations of companies, as well as the withdrawal or exclusion of some associates from the companies ("Order no. 897/2015");

¹Partial division is when part of the company's assets is detached and transferred as a whole of a company so constituted in exchange for the allocation of shares of the beneficiary company to the shares of the company transferring the assets.

According to the specialized legal doctrine, the "asymmetric" division is characterized by the non-existence of an identical shareholding structure between the divided company and the beneficiary company. In one of its forms, the asymmetric division involves the allocation to the shareholders of the divided company of participation titles (i.e., shares or shares) in the beneficiary company disproportionately to their share of the share capital of the divided company.

(vi) Order of the Minister of Public Finance no. 2844/2016 for the approval of Accounting Regulations in accordance with International Financial Reporting Standards ("Order no. 2844/2016");

(vii) Law no. 227/2015 on the Fiscal Code, as subsequently amended ("Tax Code");

(viii) Government Decision no. 1/2016 for the approval of the Methodological Norms for the application of Law no. 227/2015 on the Fiscal Code ("Methodological norms for the application of the Fiscal Code");

(ix) Law no. 53/2003 on the Labor Code, as subsequently amended ("Labor Code");

(x) Law no. 67/2006 on the protection of the rights of employees in the event of the transfer of the company, unit or some of their parts ("Law no. 67/2006");

(xi) Law no. 24/2017 on issuers of financial instruments and market operations, as republished, with subsequent amendments and additions ("Law no. 24/2017");

(xii) Regulation of the Financial Supervisory Authority no. 5/2018 regarding issuers of financial instruments and market operations ("FSA Regulation no. 5/2018");

(xiii) Order of the Minister of Public Finance no. 881/2012 regarding the application by commercial companies whose securities are admitted to trading on a regulated market of the International Financial Reporting Standards ("Order no. 881/2012");

(xiv) Order no. 2861/2009 for the approval of the Norms regarding the organization and performance of the inventory of assets, liabilities and equity ("Order no. 2861/2009"),

After the submission and registration of the Project at the Trade Registry Office and its publication through the website of THR Marea Neagra S.A., <https://thrmareaneagra.ro/>, the project and the other documents provided for in art. 244 of the Companies Law, were made available to the shareholders of THR Marea Neagra S.A., starting on 09.11.2023.

1. NAME, LEGAL FORM, HEAD OFFICE AND OTHER IDENTIFICATION INFORMATION OF THE COMPANIES PARTICIPATING IN THE DIVISION (art. 241, letter a) of Law 31/1990)

1.1 THR Marea Neagra S.A. – the company that will be the subject of the Division

1.1.1	Name	TURISM, HOTELURI, RESTAURANTE MAREA NEAGRA S.A.
1.1.2	Legal form	Open joint-stock company (S.A.), whose shares are admitted to trading on the Bucharest Stock Exchange, Standard Main Segment, under the stock symbol "EFO"
1.1.3	Head office	29 Lavrion St., Mangalia Municipality, Constanta County, Romania
1.1.4	Registration number at the Trade Register	J13/696/1991
1.1.5	EUID	ROONRC. J13/696/1991
1.1.6	Unique registration code	2980547
1.1.7	Duration	Indefinite
1.1.8	Share capital and number of shares	57,600,848.7 Lei , subscribed and fully paid, divided into 576,008,487 dematerialized registered shares, with a nominal value of 0.1 Lei each
1.1.9	Shareholders (at the date of the Project)	<p>Transilvania Investments Alliance S.A. Braşov, an open joint-stock company, organized and operating in accordance with Romanian legislation, with its registered office at 2 Nicolae Iorga Street, Brasov Municipality, Brasov County, Romania, registered at the Trade Register attached to the Brasov Court under number J08/3306/1992, EUID: ROONRC. J08/3306/1992, unique registration code 3047687 ("Transilvania Investments"), holding 453,885,873 dematerialized registered shares, with a nominal value of 0.1 Lei each and a total nominal value of 45,388,587.3 Lei, representing 78.798469683% of the share capital of THR Marea Neagra S.A.,</p> <p>(ii) Mamaia North Investments S.A., a closed joint-stock company, organized and operating in accordance with Romanian legislation, with its</p>

		<p>registered office on 144 Aurel Vlaicu Blvd., Phoenix Resort premises, office no. 1 B.A., Constanta Municipality, Constanta County, Romania, registered at the Commercial Registry of the Constanța Court under number J13/3754/2017, EUID: ROONRC. J13/3754/2017, unique registration code 38515950 ("Mamaia North"), holding 21,040,450 dematerialized registered shares, with a nominal value of 0.1 Lei each and a total nominal value of 2,104,045 Lei, representing 3.652802081% of the share capital of THR Marea Neagra S.A.,</p> <p>(iii) Consulting & Construction Investments S.A., a closed joint-stock company, organized and operating in accordance with Romanian legislation, with its registered office on 144 Aurel Vlaicu Blvd., lot 2, C22, Constanta Municipality, Constanta County, Romania, registered at the Commercial Registry of the Constanta Court under number J13/7142/2004, EUID: ROONRC. J13/7142/2004, unique registration code 16644776 ("Consulting and Construction"), holding 4,245,900 dematerialized registered shares, with a nominal value of 0.1 Lei each and a total nominal value of 424,590 Lei, representing 0.737124556 % of the share capital of THR Marea Neagra S.A., and</p> <p>(iiii) Other shareholders, individuals and legal entities, holding 96,836,264 dematerialized registered shares, with a nominal value of 0.1 Lei each and a total nominal value of 9,683,626.4 Lei, representing 16.811603680% of the share capital of THR Marea Neagra S.A.</p>
1.1.10	The main object of activity	NACE (Classification of Economic Activities in the European Community) 5510 – Hotels and other similar accommodation facilities

1.1.11	Members of the Board of Directors	<p>(i) Mrs. Mihaela ICHIM, President of the Board of Directors</p> <p>(ii) Mrs. Gabriela ALEXE, Member of the Board of Directors and</p> <p>(iii) Mr. Șerban-Valentin MARIN, Member of the Board of Directors</p>
1.1.12	General Manager	Mrs. Mihaela ICHIM

1.2 THE COMPANY TO WHICH A PART OF THE ASSETS OF THR MAREA NEAGRA S.A. IS TRANSFERRED THROUGH THE DIVISION

1.2.1	Name	HOTELURI RESTAURANTE SUD S.A.
1.2.2	Legal form	Joint-stock company
1.2.3	Head office	29 Lavrion Street, Office 1, Mangalia Municipality, Constanta County, Romania
1.2.4	Registration number at the Trade Register	J13/-/-
1.2.5	EUID	
1.2.6	Unique registration code	
1.2.7	Duration	Indefinite
1.2.8	Share capital and number of shares	25.044.849 Lei , subscris și integral vărsat, împărțit în 250.448.490 acțiuni nominative dematerializate, cu o valoare nominală de 0.1 Lei fiecare
1.2.9	Shareholders (at the date of the Project)	(i) Transilvania Investments Alliance S.A. Brașov , an open joint-stock company, organized and operating in accordance with Romanian legislation, with its registered office at 2 Nicolae Iorga Street, Brasov Municipality, Brasov County, Romania, registered at the Trade Register attached to the Brasov Court under number J08/3306/1992, EUID: ROONRC. J08/3306/1992, unique registration

code 3047687 ("**Transilvania Investments**"), holding 226,942,936 dematerialized registered shares, with a nominal value of 0.1 Lei each and a total nominal value of 22,694,293.6 Lei, representing 90.614615405% of the share capital of THR Marea Neagra S.A.,

(ii) **Mamaia North Investments S.A.**, a closed joint-stock company, organized and operating in accordance with Romanian legislation, with its registered office on 144 Aurel Vlaicu Blvd., Phoenix Resort premises, office no. 1 B.A., Constanta Municipality, Constanta County, Romania, registered at the Commercial Registry of the Constanța Court under number J13/3754/2017, EUID: ROONRC. J13/3754/2017, unique registration code 38515950 ("**Mamaia North**"), holding 21,040,000 dematerialized registered shares, with a nominal value of 0.1 Lei each and a total nominal value of 2,104,000 Lei, representing 8.400929069% of the share capital of THR Marea Neagra S.A.,

(iii) **Consulting & Construction Investments S.A.**, a closed joint-stock company, organized and operating in accordance with Romanian legislation, with its registered office on 144 Aurel Vlaicu Blvd., lot 2, C22, Constanta Municipality, Constanta County, Romania, registered at the Commercial Registry of the Constanta Court under number J13/7142/2004, EUID: ROONRC. J13/7142/2004, unique registration code 16644776 ("**Consulting and Construction**"), holding 2,465,554

		dematerialized registered shares, with a nominal value of 0.1 Lei each and a total nominal value of 246,555.40 Lei, representing 0.984455526 % of the share capital of THR Marea Neagra S.A
1.2.10	The main object of activity	NACE (Classification of Economic Activities in the European Community) code 6820 – Leasing and subletting of own or leased real estate
1.2.11	Sole administrator	Mr. ROȘU BOGDAN NICOLAE

The patrimony elements provided for in the Project, and which are the subject of the Division process, will be transferred to a beneficiary company that will be established as a result of the Division in the form of a closed joint-stock company (S.A.) ("**Beneficiary Company**"), in accordance with the terms and conditions of the Project.

2 SUBSTANTIATION AND CONDITIONS OF THE DIVISION (art. 241, (b) of Law 31/1990)

2.1 Substantiation of the division

2.1.1 Legal substantiation

The project was developed in accordance with the provisions of article 241 and the following articles of the Companies Law, including the provisions of article 2501 (a) of the Companies Law, respectively partial separation in the interest of the shareholders (with the particularity that the separation will be carried out asymmetrically), the provisions of Law no. 24/2017 and of the FSA Regulation no. 5/2018, as well as the other applicable normative acts.

The element of asymmetry, as provided for in Section 8 of the Project, is represented by the allocation of shares in the Beneficiary Company only to some of the shareholders of THR Marea Neagra S.A., respectively to (1) Transilvania Investments, (2) Mamaia North Investments and (3) Consulting and Construction Investments.

However, the Division will be carried out in compliance with the principle of proportionality, as described in Section 8 of the Project, in the sense that the shareholders who receive proportional shares in the Beneficiary Company will simultaneously have their shares previously held in THR Marea Neagra S.A. canceled, so that, from the point of view of the net asset held, each shareholder will be in the same situation as before the implementation of the division.

Creditors of THR Marea Neagra S.A., who have certain, liquid claims prior to the date of publication of the Project, not due at the date of publication of the Project, the satisfaction of which

is jeopardized by the completion of the Division, had at their disposal a term of 30 (thirty) days, starting with the date of publication of the Project (07.11.2023), to formulate any opposition to the Division process. However, according to art. 243 (3) of the Companies Law, **the formulation of an opposition does not have the effect of suspending the execution of the Division and does not prevent the Division from being carried out.**

Based on the Project and the information made available to the shareholders of THR Marea Neagra S.A., in accordance with art. 244 of the Companies Law and the other applicable legal provisions, the shareholders decide on the implementation of the Division, within a maximum of 3 (three) months from the date of publication of the Project.

Considering the strategy of THR Marea Neagra S.A. for the next period, in the medium and long term, the Division is supported by economic, strategic and managerial arguments.

2.1.1.1 Presentation of THR Marea Neagra S.A. and its activities

THR Marea Neagra S.A. was established in 1991 by Government Decision no. 1041 of 25.09.1990, under the name of Eforie S.A., changing its name to the current one in 2005. THR Marea Neagra S.A. operates in the tourism industry in Romania and has over 30 years of experience in providing hotel services, accommodation, catering, spa treatment and tourist leisure.

THR Marea Neagra S.A. owns assets such as buildings and land (e.g., hotels, restaurants, leased land, complex of administrative buildings), which are geographically located along the Romanian coast, covering resorts located between the north and south of the coast.

Currently, THR Marea Neagra S.A. carries out activities in the tourism industry that can be grouped under the umbrella of 2 (two) distinct branches of activity, capable of carrying out economic activities independently, according to the regulation of Leg. 227/2015, art. 32, paragraph 2, (g):

(i) Branch of activity related to the divided company

The branch of activity consists of the activity of hotels and other similar accommodation facilities, as well as its related activities, which circumscribe the object of activity of THR Marea Neagra S.A. of hotels and other similar accommodation facilities as well as the rental and subletting of own or leased real estate.

The branch of activity related to the divided company mainly focuses on the exploitation of the assets of THR Marea Neagra S.A. consisting of hotel units and restaurants rated with 3 (three) and

4 (four) stars (*), which have a high degree of comfort and can be grouped into tourist complexes capable of offering *all-inclusive* services.

The assets of THR Marea Neagra S.A. affected by the development of this branch of activity is addressed to a medium-high tourism public and market segment (distinct from the public and market segment related to the branch of activity, described below as the branch of the beneficiary company).

The units related to this branch of activity are predominantly under accommodation structures with high hosting capacities (i.e., over 300 rooms), grouped in areas that lend themselves to investment projects with specific development potential for this tourism market segment, including from the prospect of potential partnerships with international tour operators (e.g., franchise business).

(ii) Branch of activity of the beneficiary company

The branch of activity that is transferred to the beneficiary company represents a narrower segment of the activity of THR Marea Neagra S.A. and consists of the activity of renting and subletting own or leased real estate.

This branch of activity is composed of assets of THR Marea Neagra S.A. intended for hotels and restaurants (including outbuildings such as laundry, administrative spaces, and the like), as well as certain land.

The units related to this branch of activity address a public and a low-cost tourist market segment, different from that of the branch of activity related to the divided company.

The units that make up this branch and which are currently in operation, as well as those to be developed and/or put into operation, are rated 2 (two) and 3 (three) stars (i.e., low-cost).

Also, unlike the units related to the branch of activity of the divided company, some of the units related to the branch of activity that are transferred to the beneficiary company require a significant investment effort (e.g., CapEx, capital human resources), to develop, exploit and valuing. Such an investment effort is also necessary from the perspective of a distinct promotion, addressed to a different target audience (i.e., the one in the low-cost category).

In addition to the component described above, this branch of activity also involves the development and enhancement of certain properties related to it by renting them out. Some of the buildings related to this branch of activity are already under lease, while others are either in the negotiation stage with a view to concluding such contracts, or in the restoration or development stage.

Among the assets that make up the branch of activity that is transferred to the beneficiary company are also lands that allow the development and deployment of camping services, as well as the construction of residential and non-residential buildings.

Therefore, as can be seen above, the two branches of activity are distinguished from each other through the perspective of the activity portfolio, the specifics and nature of the activity carried out, the resources necessary to be allocated, the investment and financing needs, the public target addressee and medium and long term development prospects. They are also assigned distinct assets and liabilities and represent a distinct pool of resources capable of operating independently.

As part of the Division process, the restructuring of the activity currently carried out by THR Marea Neagra S.A. is aimed at, by separating the two branches of activity, respectively by transferring the branch of activity related to the beneficiary company, as described above and as it will be delimited by the Project ("**Transferred Activity**").

The restructuring described above is aimed at streamlining the activity of THR Marea Neagra S.A., by concentrating and streamlining the administration and development of the asset portfolio related to these two distinct branches of activity, thus creating the prerequisites for obtaining sustainable long-term economic benefits.

The restructuring will allow THR Marea Neagra S.A. to develop this branch of activity more efficiently in the medium and long term, including from an economic, strategic, and managerial perspective, by focusing on this branch of activity, specializing resources and effort in order to manage the portfolio, as well as developing specialized skills and strategies in the market segment related to this branch of activity.

At the same time, the restructuring will allow the Beneficiary Company to focus on a distinct tourism market segment and a distinct and narrow portfolio of assets, respectively that of the Transferred Activity, with different development and investment potential. Thus, following the Division, the Beneficiary Company will be able to manage the challenges related to the Transferred Activity with increased efficiency, including from the perspective of attracting financial, logistical and human resources, necessary for the development and exploitation of the services circumscribed to the object of activity dedicated to the Transferred Activity.

2.1.1.2 Substantiation of strategic and managerial efficiency

The partial division of THR Marea Neagra S.A. by transferring a part of its assets, which concerns the Transferred Activity, to the Beneficiary Company, it will create the premises for the separate

development, improvement and optimization of the Transferred Activity and the efficiency of the rest of the non-transferred activities of THR Marea Neagra S.A.

The division will allow THR Marea Neagra S.A. and the Beneficiary Company to manage, monitor and distribute the financial and human resources necessary for the development of the two branches of activity, including by separating the decision-making factors and focusing the management of the two companies on their specific market and activity segment more efficiently. The implementation of the Division, in addition to serving the strategy of the shareholders of THR Marea Neagra S.A. regarding future market positioning, presents several advantages and will lead to:

- the possibility that both THR Marea Neagra S.A. and the Beneficiary Company establish their own development strategies through organic growth, by attracting new partners or financing, by developing projects or by other means. The new structure will ensure a better adaptation of companies' strategies to the evolution and typology of the specific market in which they operate and the establishment of distinct and personalized objectives, with the attraction and allocation of specific financial and human resources.
- the concentration of the activities of THR Marea Neagra S.A. and the Beneficiary Company on specific skills, which allow maximum efficiency and profitability independently, by developing strategic and operational business plans specific to each company.
- increased flexibility in establishing the strategies and policies specific to each activity and solution, allowing at the same time a personalized development plan, by determining new business approaches and new management strategies, designed specifically for each activity and solution.
- more efficient management of patrimonial, human and logistical resources.
- streamlining management and decision-making opportunity and developing specialized skills, which will lead to the rationalization of expenses, as well as the elimination of difficulties and deficiencies inherent in centralized management, allowing faster adaptation to market reactions and movements. Thus, the Division also takes into account the different characteristics from a managerial point of view, necessary for the administration of the activity, solutions and heritage to be maintained, respectively transmitted.
- objective monitoring, performance evaluation and favoring increased visibility in business, both for THR Marea Neagra S.A. and for the Beneficiary Society.

The asymmetry element of the Division also considers the availability of the Shareholders to invest in each Branch of activity, to increase the efficiency of the use of assets and for a better economic management of each identified Branch of activity.

In addition to the above, the separation of the Transferred Business through the Division operation represents the most effective option from a legal and commercial point of view, given that:

- on the one hand, it allows the transfer of elements related to the Transferred Activity to the Beneficiary Company; and
- on the other hand, this transfer is carried out by the effect of the law, without the need, in principle, for other formalities for the transfer of certain assets (e.g., contracts, receivables, obligations, authorizations, etc.).

2.2 Terms of the Division

2.2.1 How to carry out the Division

The division will be carried out in the interest of the shareholders of THR Marea Neagra S.A., in accordance with art. 2501 lit. a) from the Companies Law. This involves the transfer to the Beneficiary Company of the assets of THR Marea Neagra S.A. allocated exclusively to the Transferred Activity (as described in Section 5 and in the Appendices to the Project), in exchange for the asymmetric allocation of shares in the Beneficiary Company to some of the shareholders of THR Marea Neagra S.A., in accordance with the terms and conditions set out in the Project.

From an accounting perspective, the Division is carried out using the net accounting asset method - the values used in the following represent the accounting values according to the financial statements from 31.12.2022 ("**Reference Date**").

2.2.2 Effects of the Division

The division will take effect from the date of registration of the Beneficiary Company in the trade register, according to art. 249 (a) of the Companies Law ("**Date of Division**").

On the Division Date and as a result of the Division:

- THR Marea Neagra S.A. will continue to exist as a stand-alone entity and carry on business with respect to the businesses, assets and liabilities that are not transferred as a result of the Division;
- The Beneficiary Company will be established simultaneously with the universal title transfer from THR Marea Neagra S.A. to the Beneficiary Company of all assets allocated to the Transferred Activity, in accordance with the distribution rules provided for in the Project, described in Section 5 and in the Project Appendices.
- The Beneficiary Company will be considered the universal successor of THR Marea Neagra S.A. in relation to the Transferred Activity, respecting the limits established in the Project;

- The share capital of THR Marea Neagra S.A. will be reduced from **57,600,848.7 Lei** to **32,555,999.7 Lei**, and the share capital of the Beneficiary Company will be determined according to the provisions of the Project.

3 ASPECTS RELATING TO THE ELEMENTS OF THR'S ESTATE AND THE DETERMINATION OF THE CONDITIONS OF THE DIVISION (art. 241, (e) of Law 31/1990)

According to the Project, the value of the heritage elements of THR Marea Neagra S.A. (assets and liabilities) that will be transferred to the Beneficiary Company was determined based on the financial statements of THR Marea Neagra S.A. from 31.12.2022, Reference Date, audited according to the Report of the independent auditor BDO Audit S.R.L. dated 27.04.2023 (published on the website of THR Marea Neagra S.A.) and approved by the shareholders through the decision of the ordinary general meeting of shareholders of THR Marea Neagra S.A. no. 15/19.06.2023, as Division financial statements ("**Division Financial Statements**"), drawn up in accordance with the legal provisions of Order no. 2844/2016.

According to the Divisional Financial Statements, the value of the assets of THR Marea Neagra S.A. on the Reference Date is:

Element	Amount (Lei)
Total assets	417,961,709
Total liabilities	67,914,179
Net value of assets	350,047,530
Book value per share, determined by dividing the net asset value (350,047,530 Lei) by the total number of shares (576,008,487)	0.607712452

The distribution of the assets related to the Transferred Activity, between THR Marea Neagra S.A. and the Beneficiary Company, in accordance with the principles mentioned in the Project, was carried out taking into account the net accounting values of these elements on the Reference Date. The capital elements that are transferred to the Beneficiary Company based on the Division Financial statements are the following:

- Share capital (accounting account 1012, credit balance) – 25,044,849 lei;
- Deferred profit tax recognized on account of own capital (accounting account 1034, debit balance) – 15,269,552.99 lei;
- Reserves from the revaluation of the lands that are the subject of the transfer (accounting account 1052.01, credit balance) – 48,514,165.46 lei;

- Reserves from the revaluation of the constructions that are the object of the transfer (accounting account 1052.02, credit balance) – 47,008,686.19 lei;
- Reserves from the revaluation of other tangible assets that are the object of the transfer (accounting account 1052.03, credit balance) – 519,628.60 lei;
- Legal reserves, proportional to the transferred social capital - (accounting account 1061.01, credit balance) - 4,189,136.99 lei;
- Other reserves related to the transferred assets (accounting account 1068.01, credit balance) – 42,193,752.83 lei.

According to the Divisional Financial Statements, the total value of the assets and liabilities of THR Marea Neagra S.A. which will be transferred to the Beneficiary Company and the value of the net asset transferred are:

Element	Amount (Lei)
Total assets transferred	173,390,954
Total liabilities transferred	21,190,288
Net asset value transferred	152,200,666

The net asset transferred represents 43.48% of the total value of the net asset of THR Marea Neagra SA.

4 SHARE EXCHANGE RATE

The exchange rate calculated in this Partial Division is 1 share issued by the Recipient Company for each share canceled by the *Divided Company*.

No cash payments will be made by the Beneficiary Company for the assets transferred as a result of the Division.

5 DESCRIPTION AND DISTRIBUTION OF THE ASSETS THAT WILL BE TRANSFERRED FOLLOWING THE DIVISION TO THE BENEFICIARY COMPANY (art. 241, (k1) of Law 31/1990)

5.1 Brief description of the assets to be transferred

In order to establish the distribution of assets and liabilities to the Beneficiary Company as a result of the Division provided for in the Project, the principle is that THR Marea Neagra S.A. will transfer the Transferred Activity to the Beneficiary Company, through the transfer of the assets and liabilities that belong exclusively to or are associated with the Transferred Activity, respectively the immovable and movable assets, the contracts, the related permits and authorizations, the employees, the ongoing administrative and/or judicial procedures or contingent (including ongoing litigation/claims or potential/future claims and proceedings regarding real estate registration and rectification of land records) and of the rights and obligations that, in each case, are associated with the Transferred Business, including the assets and liabilities described below, as well as any other elements that are not expressly mentioned in the Project, but which are necessary for the proper and complete performance of the Transferred Activity by the Beneficiary Company, in compliance with the principles detailed below.

All assets related to the Transferred Activity that will be the subject of the Division will be mentioned in the handover protocol that will be signed between THR Marea Neagra S.A. and the Beneficiary Company immediately after the Division Date ("**Division Minutes**").

THR Marea Neagra S.A. will continue to carry out the other activities not transferred through the Project, and the Transferred Activity will be carried out by the Beneficiary Company, starting from the Date of Division.

The assets and liabilities that will be transferred to the Beneficiary Company, under the terms of the Project, will include, in principle, the following:

(i) Assets and liabilities belonging to or associated exclusively with the Transferred Business. The net asset transferred represents 43.48% of the total assets of THR Marea Neagra S.A.. For the elements that could not be identified directly, the transferred values were determined by applying the proportion of 43.48%.

As a result of the Division, the assets and liabilities allocated to the Transferred Activity will be transferred to the Beneficiary Company. The assets and liabilities allocated to the Activity at the Reference Date are stated in the Project.

In the event that an unforeseen event occurs, such as cases of force majeure, a change in the applicable legislation, etc., which causes (i) the loss of an asset, or any part of it, which was intended to be transferred to the Beneficiary Company under the Project, or (ii) restrictions on the transfer of said assets, the Division will continue to be implemented by THR Marea Neagra S.A. with respect to the remaining assets, as they are on the Division Date, in accordance with the terms and conditions set forth in the Project.

(ii) Fixed assets belonging to or associated with the Transferred Business

(iii) Contracts belonging to or associated with the Transferred Business

(iv) Employees of THR Marea Neagra S.A. that belong to or are associated with the Transferred Business

(v) Licenses, permits, authorizations and certifications pertaining to or associated with the Transferred Business

(vi) Intellectual property rights belonging to or associated with the Transferred Business

(vii) Stock belonging to or associated with the Transferred Business

(viii) Ongoing administrative and/or judicial proceedings pertaining to or associated with the Transferred Business, as well as any contingent or imminent claims in connection with the Transferred Business

The project includes a detailed description of each of the assets and liabilities to be transferred to the Beneficiary Company as a result of the Division, as these assets and liabilities exist at the level of THR Marea Neagra S.A. on the Reference Date or the Signature Date.

The assets and liabilities mentioned above will be transferred to the Receiving Company in the state in which they are on the Division Date ("as is"). Likewise, the assets and liabilities of the nature mentioned above, which belong to or are associated with the Transferred Business, and which will be acquired between the Reference Date/Signing Date and the Division Date, will in turn be transferred as an effect of the Division, subject the conditions established in the Project.

For the avoidance of doubt, the assets (i.e., assets and liabilities) that will be the subject of the transfer as a result of the Division will be updated on the effective date of the transfer (i.e., the Division Date) and will be exclusively those mentioned in the handover - receipt Protocol. All the elements that will not be mentioned in the Handover - Reception Protocol, as well as the rights and obligations associated with them, are and will continue to remain in the patrimony of THR Marea Neagra S.A., being considered not to be the subject of the Division.

Any accounting differences that may occur in relation to the assets and liabilities transferred as a result of the activities carried out by THR Marea Neagra S.A. between the Reference Date and, respectively, the Signing Date and the Division Date, as the case may be, will be reflected by adjustments to the retained earnings. In addition, any adjustments to the elements of the transferred net asset will be reflected at the level of the Beneficiary Company through the carried forward result, in accordance with the applicable accounting standards.

The potential changes in the transferred assets and liabilities will not affect the method and criteria used for issuing shares by the Beneficiary Company according to the Project. Any changes in the net value of the transferred asset will be included in the accounting of the Beneficiary Company in accordance with Order no. 897/2015.

All encumbrances encumbering the assets of THR Marea Neagra S.A., which belong exclusively to or are associated with the Transferred Activity and which will be transferred as a result of the Division and all the rights granted to creditors in relation to them will be maintained for the entire duration stipulated in the related contracts.

5.2 Transfer of assets and liabilities

The assets and liabilities, which belong exclusively to or are associated with the Transferred Activity and as they will be updated according to the Project, will be transferred to the Beneficiary Company starting from the Division Date, as provided in the Project.

5.3 Transfer of fixed assets

The immovable assets (i.e., real estate), as well as any other immovable assets that will be acquired until the Division Date in connection with the Transferred Activity, on which THR Marea Neagra S.A. has or will have ownership rights, will be transferred to the Beneficiary Company starting from the Division Date, as provided in the Project.

THR Marea Neagra S.A. and the Beneficiary Company will fulfill all the necessary formalities to ensure the transfer of these assets in a valid and appropriate manner as a result of the Division.

For immovable property on which there is a mortgage right registered in the Land Registry or another type of encumbrance that encumbers the property, the necessary agreements for the transfer of these properties will be obtained, if necessary, by the date on which the extraordinary general meeting of the shareholders of THR Marea Neagra S.A. will decide on the Division.

Encumbrances encumbering immovable assets will be transferred together with them.

Given that real estate will be transferred on the occasion of the Division, the Project and any other documents related to the implementation of the Division for which the law imposes certain form requirements (i.e., the authentic form) will be drawn up in compliance with the form requirements provided in this regard.

To the extent that real estate will be purchased in connection with the Transferred Activity by the Division Date, THR Marea Neagra S.A. and the Beneficiary Company will carry out all the necessary formalities to ensure their valid transfer as a result of the Division.

6 THE CONDITIONS OF THE ALLOCATION OF SHARES IN THE BENEFICIARY COMPANY, AS WELL AS THEIR DISTRIBUTION AND THE CRITERIA ON THE BASIS OF WHICH THE DISTRIBUTION IS MADE (art. 241, (c) and (k2) of Lg 31/1990)

As a result of the Division, the allocation of shares in the Beneficiary Company will be carried out asymmetrically, only to a part of the shareholders of THR Marea Neagra S.A., respectively to Transilvania Alliance, Mamaia North and Consulting and Construction, as provided below.

From a legal point of view, asymmetric allocation during division is recognized in practice and by jurisprudence as being possible to the extent that it is carried out in compliance with the **principle of proportionality**.

The way in which compliance with the legal principle of proportionality can be ensured in the case of asymmetric allocation of shares is the attribution of an increased share of participation and representativeness in the divided company (e.g., THR Marea Neagra S.A.) to the shareholders (e.g., in the case of the present Division to the shareholders highlighted in the project as *Other shareholders natural and legal persons*) to whom no shares will be allocated in the beneficiary company (e.g., the Beneficiary Company), correlated with the reduction of the share of participation and representativeness in the divided company (e.g., THR Marea Neagra S.A.) of the shareholders (e.g., in the case of this Division to the shareholders of Transilvania Alliance, Mamaia North and Consulting and Construction) to which shares in the beneficiary company will be allocated (e.g., the Beneficiary Company), so that the shareholders who will not participate in the allocation of shares in the beneficiary company will not be prejudiced by the implementation the division.

In the case of this Division, the asymmetric allocation in the Beneficiary Company will take place to the three shareholders of THR Marea Neagra S.A. (i.e., Transilvania Alliance, Mamaia North and Consulting and Construction) by reducing their participation in the share capital of THR Marea Neagra S.A. and, consequently, to the net asset corresponding to this share of participation. The reduction of the participation quota will take place as a result of the cancellation of the shares held by these shareholders in THR Marea Neagra S.A., in proportion to the number of shares they will receive in the Beneficiary Company.

The accounting value of the shares received by each shareholder of the divided company participating in the Partial Division is equal to the accounting value of the canceled shares of each shareholder who participated in the Partial Division.

No shareholder of the divided company will realize any profit or loss from the asymmetric Partial Division operation, neither from an accounting point of view, nor from a tax point of view, within the limits of errors due to corrections or rounding.

Cancellation of shares in THR Marea Neagra S.A. and the corresponding allocation in the Beneficiary Company is shown in the following table:

²Note: For the sake of brevity, in the continuation of this section we will use the term "participation share" with the meaning that it refers both to the participation share in the share capital and to the net asset corresponding to this participation share (e.g., 16.8117% share of share capital and net assets).

Shareholders	Number of shares in THR prior Division	Number of shares allocated in the Beneficiary Company after Division (and canceled in THR)	Number of shares in THR after Division
Transilvania Alliance	453,885,873	226,942,936	226,942,937
Mamaia North	21,040,450	21,040,000	450
Consulting and Construction	4,245,900	2,465,554	1,780,346

As a consequence of the above, the shareholders of THR Marea Neagra S.A. who will become shareholders of the Beneficiary Company following the Division (i.e. Transilvania Alliance, Mamaia North and Consulting and Construction), will receive a number of **250,448,490 dematerialized registered shares** in the Beneficiary Company, with a nominal value of 0.1 Lei each and a total nominal value of **25,044,849 Lei**, which will be distributed to them as follows:

Shareholder	Total nominal value of shares (Lei)	Number of shares	Participation rate in the share capital
Transilvania Alliance	22,694,294	226,942,936	90.614615405 %
Mamaia North	2,104,000	21,040,000	8.400929069 %
Consulting and Construction	246,555	2,465,554	0.984455526 %
Total	25,044,849	250,448,490	100.000000000 %

In correlation with the allocation of shares in the Beneficiary Company to the three shareholders of THR Marea Neagra S.A. and the reduction of their participation in THR Marea Neagra S.A., the participation of the other shareholders of THR Marea Neagra S.A. (i.e., those highlighted in the project as Other natural and legal person shareholders), who will not acquire shares in the Beneficiary Company, will be increased, so that the value corresponding to their participation in the net asset of THR Marea Neagra S.A. not be affected by the implementation of the Division.

Specifically, for the shareholders highlighted as Other natural and legal person shareholders:
Prior to the Division, the value corresponding to the share in the net asset of THR Marea Neagra S.A. is:

$$350,047,530 \text{ Lei (net assets of THR)} \times 16.811603680 \% \text{ (share of participation in THR)} = \\ 58,848,603 \text{ Lei}$$

After the Division, the value corresponding to the increased participation in the net assets of THR Marea Neagra S.A. is:

$$197,846,864 \text{ Lei (net assets of THR after the Division)} \times 29.744521714 \% \text{ (share of participation in}$$

$$\text{THR}) = 58,848,603 \text{ Lei}$$

At the same time, the allocation of shares in the Beneficiary Company will be done in such a way that the participation quota that will be held by Transilvania Alliance, Mamaia North and Consulting and Construction in the Beneficiary Company together with the participation quota that they will hold in THR Marea Neagra S.A. after the Division, to ensure each of them a cumulative participation share in the net assets of the two companies (i.e., THR Marea Neagra S.A. and the Beneficiary Company) proportional to their participation share in the net assets of THR Marea Neagra S.A. before the Division.

So:

• For **Transilvania Alliance:**

Prior to the Division, the value corresponding to the share of participation in the net assets of THR is:

$$350,047,530 \text{ Lei (THR net asset)} \times 78.798469683 \% \text{ (share of participation in THR)} = \\ 275,832,097 \text{ lei}$$

After the Division, the value corresponding to the reduced share in the net assets of THR Marea Neagra S.A. together with the value corresponding to the share of the net asset of the Beneficiary Company is:

$$197,846,864 \text{ Lei (net assets of THR)} \times 69.708483564 \% + 152,200,666 \text{ Lei (net assets of the Beneficiary Company)} \times 90.614615405 \% \text{ (participation share in the Beneficiary Company)} = \\ 275,832,097 \text{ lei}$$

• For **Mamaia North:**

Prior to the Division, the value corresponding to the share in the net asset of THR Marea Neagra S.A. is:

$$350,047,530 \text{ Lei (THR net asset)} \times 3.652802081 \% \text{ (share of participation in THR)} = \\ 12,786,543 \text{ lei}$$

After the Division, the value corresponding to the reduced share in the net assets of THR Marea Neagra S.A. together with the value corresponding to the share of the net asset of the Beneficiary Company is:

$$197,846,864 \text{ Lei (net assets of THR)} \times 0.000138223 \% + 152,200,666 \text{ Lei (net assets of the Beneficiary Company)} \times 8.400929069 \% \text{ (participation share in the Beneficiary Company)} = 12,786,543 \text{ lei}$$

- **For Consulting and Construction:**

Prior to the Division, the value corresponding to the share in the net asset of THR Marea Neagra S.A. is:

$$350,047,530 \text{ lei (THR net asset)} \times 0.737124556 \% \text{ (share of participation in THR)} = 2,580,287 \text{ Lei}$$

After the Division, the value corresponding to the reduced share in the net assets of THR Marea Neagra S.A. together with the value corresponding to the share of the net asset of the Beneficiary Company is:

$$197,846,864 \text{ Lei (net assets of THR)} \times 0.546856499 \% + 152,200,666 \text{ Lei (net assets of the Beneficiary Company)} \times 0.984455526 \% \text{ (participation share in the Beneficiary Company)} = 2,580,287 \text{ Lei}$$

Shareholder	Net asset owned in THR (Lei)		Net asset owned in Beneficiary Company (Lei)	Net asset owned in THR and in Beneficiary Company (Lei)
	Prior Division	After Division	Prior Division	After Division
Transilvania Investments	275,832,097	137,916,049	137,916,048	275,832,097
Mamaia North	12,786,543	273	12,786,270	12,786,543
Consulting and Construction	2,580,287	1,081,939	1,498,348	2,580,287
Other shareholders, natural and legal persons	58,848,603	58,848,603	0	58,848,603
Total	350,047,530	197,846,864	152,200,666	350,047,530

In order to implement the Division, the date on which the identification of the shareholders on whom the effects of the EGMS (Extraordinary General Meeting of Shareholders) decisions approving the Division take place is the registration date 29.12.2023.

Therefore, the aspects mentioned in section 6 will remain applicable if, on the registration date, the three shareholders of THR who will receive shares in the Beneficiary Company, will have the capacity of shareholders of THR Marea Neagra S.A. and will have the same number of shares currently held on the basis of which the above calculations were made.

Also, to the extent that between the ex-date and the registration date, any of the three shareholders of THR Marea Neagra S.A. who will receive shares in the Beneficiary Company will fully or partially dispose of the shares currently held in THR Marea Neagra S.A.

or will acquire THR Marea Neagra S.A. shares. from the other two shareholders of THR Marea Neagra S.A. who will receive shares in the Beneficiary Company, the shares traded during this period will not give rights deriving from the EGMS Decision.

THR Marea Neagra S.A. is an open joint-stock company, whose shares are admitted to trading on the Bucharest Stock Exchange. Therefore, with regard to the Division, the provisions of art. 134 of the Companies Law, art. 92 of Law no. 24/2017, art. 182 of the ASF Regulation no. 5/2018, as well as their related provisions regarding the right of withdrawal of shareholders who will not vote in favor of the decision of the general meeting approving the Division and who exercise their right of withdrawal accordingly, the price and procedure of withdrawal being included in the draft Division.

In the course of the preparation procedure for the division proposed for shareholders' approval, the following steps were taken:

1. Initiation of a procedure for the Division of the Black Sea THR for a better exploitation and operation of the activity with the preparation of a Division project;
2. The selection and appointment at the ORC of the evaluator for the assessment and determination of the withdrawal price, respectively SC Darian DRS - authorized by ANEVAR and registered at the FSA;
3. Hiring a Big-Four consultant, namely Deloitte Tax SRL, for drafting the Division Project;
4. Approval by the members of the Board of Directors of the Division Project;
5. Submission to the ORC, for publication of the Division Project;
6. Appointment at the ORC of the expert who examined and approved the Division Project;
7. Convening the General Assembly for the approval of the division of the THR Marea Neagră company and the Division Project;
8. Preparing and publishing in accordance with the legal provisions, the materials that are presented in EGMS.

There is the probability that the shareholder withdrawal operation and possible tax obligations will generate a significant cost/cash-out.

The eventual fiscal obligations arising from the division operation, will be executed proportionally to the part of the net asset that will be transmitted as a result of the division, namely 43.48% to the beneficiary company, related to the value of the entire current net asset of the divided company, entered in the accounting balance that was the basis for the realization of the division project.

Regarding the sources of financing necessary to cover this cost/cash-out, it could come from: the increase in the share capital/ shareholder loan/sale of assets/bank loan.

In conclusion, as can be seen from the above, the implementation of the Division does not affect the value corresponding to the share of participation in the net asset of THR Marea Neagra S.A. of the shareholders who will not acquire shares in the Beneficiary Company, nor does it seek to increase the value of the net asset of the shareholders of THR Marea Neagra S.A. to which shares in the Beneficiary Company will be allocated. The terms and conditions for the implementation of the Division provided in the Project ensure all shareholders of THR Marea Neagra S.A., both before the implementation of the Division and after its implementation, a share of participation in the companies participating in the Division, which ensures a value corresponding to a net asset proportional to the one prior to the implementation of the Division.

The Board of Directors is subject to EGMS approval The partial division of THR Marea Neagra S.A. by transferring part of its assets, as a whole regarding the Transferred Activity, to the Beneficiary Company, as it will create the premises for the development of both companies by improving and optimizing the beneficiary company and streamlining the rest of the non-transferred activities of THR Marea Neagra S.A..

Board of Directors

Mihaela ICHIM President

Gabriela ALEXE Member

Serban-Valentin MARIN Member