

TURISM, HOTELURI, RESTAURANTE MAREA NEAGRA S.A.

Head office: Romania, Mangalia, 29 Lavrion Street, Constanta County, tel.: +40-241-752-452;
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No. registration at Trade Register Constanta: J13/696/1991, CIF: RO2980547,
IBAN account: RO71 RNCB 0117 0151 6314 0001, Romanian Trade Bank- Mangalia subsidiary
Social subscribed and paid up capital: 57.600.848,70 lei

www.thrmareaneagra.ro

CONVENING

The Directorate of the Company **THR Marea Neagră S.A.**, with the head office in Mangalia city, no. 29 Lavrion street, Constanța county, with J13/696/1991, C.U.I. RO2980547, according to the Law no. 31/1990, with subsequent changes and additions, of Law no. 24/2007, ASF Regulation issued in their application and the provisions of the Articles of Incorporation of the company, gathered at 06.06.2023;

Considering the request dated 19.05.2023 of the shareholder Transilvania Investments Alliance SA, which owns 78.80% of the company's share capital;

Calls the Extraordinary Shareholders' General Meeting at the date of 14.07.2023, at 09.00, at the head office of the company, with the following AGENDA:

1. Approval of the election of the meeting secretariat consisting of one person, namely Costina Zaberca, with identification data available at the registered office, in charge of verifying the presence of shareholders, fulfilling the formalities required by law and the articles of incorporation for holding general meetings, counting the votes cast during the general assembly meeting and drawing up the minutes of the meeting.

2. Approval of the amendment of art. 22- (1) of the Constitutive Act, as follows:
"Art. 22- (1) The Board of Directors delegates part of the management duties of the company to a general manager appointed from outside the board of directors. The relations between the director and the company will be governed by the mandate contract, signed on behalf of the company by an administrator appointed for this purpose by the board of directors".

3. Designation of the person authorized to sign the updated Constitutive Act of the company.

4. Designation of the authorized person to carry out the forms of legal publicity for the implementation of the adopted decisions.

At the Shareholders' General Meeting may participate and vote only the shareholders registered in the Register of Shareholders of the company at the date of **30.06.2023**, established as **reference date**.

At the date of call, the share capital of S.C. THR Marea Neagră S.A. is of 57.600.848,70 lei and is divided in 576.008.487 nominal and dematerialized shares with a

nominal value of 0,10 lei, each share giving the right to a vote within the shareholders' general meeting.

Shareholders representing, individually or together, at least 5% of the share capital, have the right:

a) to introduce new items on the agenda of the general assembly, provided that each item is accompanied by a justification or a draft decision proposed for adoption by the general assembly, until 23.06.2023 at the latest

b) to present draft decisions for the items included or proposed to be included on the agenda of the general meeting, until 23.06.2023 at the latest.

Each shareholder has the right to ask questions regarding the items on the agenda of the general meetings. The company can also respond by posting the answer on the company's website, in the "Frequently Asked Questions" section.

The shareholders mentioned in the previous paragraphs have the obligation to send the materials/questions in writing, in sealed envelopes, accompanied by the following documents: In the case of natural person shareholders - statement of account issued by Depozitarul Central SA, which shows the shareholder status and the number of shares held ; In the case of legal entity shareholders - the registration certificate and account statement showing the shareholder status and the number of shares held, issued by Depozitarul Central SA or, as the case may be, by the participants who provide custody services, according to the law. The mentioned documents will be sent to the company's headquarters, with the clearly written mention, in capital letters: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS on 14/15/07/2023".

The documents, informative materials and draft decisions of the general assembly regarding the issues included on the agenda can be consulted on the company's website - www.thrmareaneagra.ro and/or at the company's headquarters, starting from 12.06.2023, in weekdays between 900 and 1300.

Shareholders registered in the shareholders' register on the reference date can participate in the General Meeting of Shareholders directly, can be represented by other persons - on the basis of a special or general power of attorney - or can vote by mail or by electronic means.

Shareholders registered on the reference date have the opportunity to vote by mail, before the general meeting, by using the mail ballot form that can be obtained starting on 12.06.2023, between 09.00 - 13.00, at the registered office of the company or from the website www.thrmareaneagra.ro. The postal ballot can be sent to the company's headquarters, in Romanian or English, until 12.07.2023, 09.00, in a sealed envelope, clearly written in capital letters: "FOR THE EXTRAORDINARY GENERAL MEETING OF TO THE SHAREHOLDERS FROM 14/15/07/2023 .

The postal ballot can also be sent as an electronic document with an incorporated extended electronic signature, according to Law no. 455/2001, to the address aga@thrmareaneagra.ro, 48 hours before the AGEA meeting, mentioning in the subject: "for the Extraordinary General Meeting of Shareholders of 14/15.07.2023".

Ballots by mail that are not received by 12.07.2023, 09.00, will not be taken into account for determining the quorum and majority in the general meetings.

The shareholders registered on the reference date can participate and vote in the general assembly directly or can be represented by persons other than the shareholders, on the basis of a special or general power of attorney, drawn up in accordance with the provisions of Law no. 24/2017 and ASF Regulation no. 5/2018.

A shareholder can appoint only one person to represent him and an alternate representative for situations in which the designated representative is unable to fulfill his

mandate. A shareholder is allowed to grant a special power of attorney to only one representative.

Special power of attorney forms (for open voting and for secret voting) can be obtained at the company's headquarters starting on 12.06.2023, between 9:00 – 13:00 or can be downloaded from the company's website. Powers of attorney (for the open vote and for the secret vote), completed and signed in Romanian or in English, will be placed in a large, closed envelope, with the mention written clearly, in capital letters: "FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS DATED DE 14/15.07.2023",

A copy of the special power of attorney will be submitted to the company's headquarters, in Romanian or English, up to and including 12.07.2023, 09.00 a.m., a copy will be made available to the representative, so that he can prove it quality.

Powers of attorney can also be sent electronically with extended electronic signature according to the law to the e-mail address aga@thrmareaneagra.ro, mentioning in the subject: "for the Extraordinary General Meeting of Shareholders of 14/15/07/2023.. Powers of attorney for secret vote, as an electronic document, they will be sent to the address voturiaga@thrmareaneagra.ro.

The general power of attorney can be granted for a period that will not exceed three years, allowing the designated representative to vote in all aspects under discussion at the General Meeting of Shareholders, provided that the general power of attorney is granted by the shareholder, as a client, to an intermediary defined according to the provisions of art. 2 paragraph (1) point 20 of Law no. 24/2017 or a lawyer. Shareholders cannot be represented in the General Meeting of Shareholders on the basis of a general power of attorney, by a person who is in a situation of conflict of interests, in accordance with the provisions of Law no. 24/2017.

The postal ballot forms and special powers of attorney will also be available in English, on the company's website, starting on 12.06.2023.

The access of natural person shareholders, entitled to participate in the general meeting, is allowed by simple proof of their identity, made with the identity document and in the case of represented natural person shareholders, with the power of attorney given to the natural person who represents them.

The access of shareholders of legal entities, entitled to participate in the general meeting, is allowed based on the proof of the quality of legal representative when the legal representative of the shareholder is present. If the legal representative is not present, the power of attorney given to the natural person representing the respective shareholder will be presented along with the proof of the quality of legal representative.

The quality of the legal representative is proven with a finding certificate issued by the Trade Register, presented in the original or a copy conforming to the original, or any other document, in the original or a copy conforming to the original, issued by a competent authority in the state in which the shareholder is legally registered, which certifies the quality of legal representative. The documents attesting to the legal representative capacity of the legal entity shareholder will be issued after 01.06.2023. The documents certifying the capacity of legal representative drawn up in a foreign language, other than English, will be accompanied by a translation, made by an authorized translator, in Romanian or English.

The requirements mentioned in the preceding paragraphs are also applied appropriately to prove the quality of the legal representative of the shareholder who proposes the introduction of new items on the agenda of the general meeting of shareholders or who addresses questions to the issuer regarding items on the agenda of the general meeting of shareholders.

Additional information can be obtained from the company headquarters or at the telephone number 0241.752.452, between 09:30 and 13:00.

In the event of non-fulfillment of the conditions for the validity of the meeting at the first call, the general meeting of shareholders is convened for 15.07.2023, maintaining the agenda, time and place of its work.

President of the Administration Council,
Ichim Mihaela