



S.C. TOURISM, HOTELS, RESTAURANTS MAREA NEAGRA S.A.

Headquarters: Eforie Nord, Traian Street no. 1 B, Lot.1, ground floor, commercial space no. 1 and no. 3, Constanta County

Romania, Tel:+40-241-751-656 [Tel:+40-241-755-559](tel:+40-241-755-559), e-mail office@thrmareaneagra.ro
Constanta Trade Register Registration No.: J13/696/1991, CIF: RO2980547,
IBAN account: RO71 RNCB 0117 0151 6314 0001, Banca Comercială Romanian – Agenția Mangalia
Subscribed and paid-up share capital: RON 19,679,451.40

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Board of Directors of the Company Turism Hoteluri Restaurante Marea Neagră S.A. headquartered in Eforie Nord, str. Traian nr. 1 B, ground floor, Constanta County, having J13/696/1991, C.U.I. RO2980547, in accordance with the provisions of art. 117¹ para. 1, 2 and 3 of Law no. 31/1990, art. 105 of Law no. 24/2017, of the ASF Regulations and of the Articles of Incorporation, decided on 12.09.2025 **to supplement the Agenda of the Convening Notice of the Extraordinary General Meeting of Shareholders ("EGMS") dated 14.10.2025, from 11:00 a.m., Romanian time, at the Company's headquarters**, initially published in the Official Gazette of Romania Part IV no. 4013/27.08.2025 and in the newspaper Cuget Liber on 27.08.2025, the text having the following form:

The Board of Directors of the Turism Hoteluri Restaurante Marea Neagră S.A. company with headquarters in Eforie Nord, str. Traian nr. 1 B, ground floor, Constanta county, having J13/696/1991, C.U.I. RO2980547, in accordance with the provisions of Law no. 31/1990, of Law no. 24/2017, of the ASF Regulations and of the Articles of Incorporation, meeting on 22.08.2025, convenes:

The Extraordinary General Meeting of Shareholders ("EGMS"), on 14.10.2025, from 11:00 a.m., Romanian time, at the Company's headquarters, Eforie Nord, str. Traian nr. 1 B, ground floor, Constanta county.

If, on 14.10.2025, the quorum provided by law and the Articles of Incorporation of the Company for holding the EGMS is not met, the Board of Directors shall convene and establish, pursuant to art. 118 of Law no. 31/1990, the second EGMS meeting, for 15.10.2025, at the same time, 11:00, in the same place, respectively at the Company's headquarters in Eforie Nord, str. Traian nr. 1 B, ground floor, Constanta county, and having the same agenda.

The Extraordinary General Meeting of Shareholders has the following Agenda:

1. Election of the meeting secretariat, composed of a single person, Ion Calipetre, lawyer, with the identification data at the Company's headquarters, in charge of verifying the presence of the shareholders, fulfilling the formalities required by law and the articles of incorporation for holding the general meeting, counting the votes cast at the meeting and drawing up the minutes of the meeting.

2. Approval of the capitalization of the following assets, land and buildings, owned by the Company, located in Constanta County, through competitive processes, starting from prices representing at least the market values established on the basis of valuation reports ("Capitalization Transactions"):

2.1. The Bran-Brad-Bega tourist complex in Eforie Nord Resort, consisting of land and buildings



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2.2. Siret Tourist Complex in Saturn Resort, consisting of land and buildings

2.3. Magura Tourist Complex in Eforie Sud Resort, composed exclusively of constructions, the land being owned by the Eforie City TAU

3. Approval of the direct sale of the 539 sqm land in Venus Resort to Atlas Appliance Solutions SRL, at a price representing at least the market value established on the basis of an appraisal report ("Valuation Transaction").

4. Approval of the Company's waiver of the claim of property rights or, as the case may be, approval of the transmission free of charge by the Company to third authorities or interested persons, of the ownership rights over the following assets that appear in the Company's accounting records with zero value, are not in its possession, are not useful to the Company, but generate expenses, with the consequence of the deletion of these assets from the Company's patrimonial and accounting records:

4.1. The land with an area of 53 sqm, related to a disused water pump, located on the territory registered by Romsilva SA, Herghelia Mangalia, to this entity or to its supervisory authorities.

4.2. The land with an area of 60 sqm located in Saturn, related to a Post Trafo belonging to Enel SA, surrounded by a land belonging to Simpa Trans SRL, to these entities or to the successor entities directly interested.

4.3. The ground floor of the DDD Workshop (disinfestation, rat control, disinfection) construction located in Eforie Sud, Dr. Cantacuzino Street, to the Eforie City ATU or the subordinate entities directly interested.

4.4. The boxes located in the basement of the building "Personal accommodation home" in Eforie Nord, to the owners or tenants of the individual rooms in the building or to their association.

5. Authorization of the Board of Directors to issue any decision and to carry out all the legal acts and facts necessary, useful and/or appropriate for the implementation of the decisions to be adopted by the EGMS on Items 2, 3 and 4 on the agenda, including regarding, but not limited to: (i) negotiating as well as establishing and approving the final terms and conditions of the Recovery Transactions, (ii) negotiating, approving and signing any contracts in relation to the approved Recovery Transactions or any other arrangements, documentation, contracts, certificates, declarations, registers, notifications, reports, addenda and any other necessary, useful and/or timely acts and documents, (iii) fulfilling any formalities and authorizing and/or executing any other actions necessary to give full effect to the Capitalization Transactions, and (iv) empowering, as the case may



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be, the General Manager of the Company to sign any such documents and perform any such necessary formalities and actions.

6. Approval of the granting of a bonus to the General Manager and the members of the Board of Directors, up to the amount of RON 435,000, for long-term stimulation and motivation and in full accordance with the Company's sustainability principles, for the result of the capitalization of assets in the first half of 2025, previously approved by the General Shareholders' Meeting.

7. Approval of the date of: (i) 31.10.2025 as the Registration Date, according to art. 87 para. (1) of Law no. 24/2017; and (ii) 30.10.2025 as the "Ex Date", the date from which the financial instruments are traded without the rights deriving from the EGMS, according to art. 2 para. 2 letter l) of Regulation no. 5/2018.

8. Designation of the Chairman of the Board of Directors, Mr. Cosmin-Vasile Turcu, as the person empowered to sign the decisions to be adopted and to carry out the legal publicity formalities for the fulfillment of the adopted decisions, with the possibility of sub-mandating third parties, including lawyers.

On the date for which the call is made, the subscribed and paid-up share capital of the Company is RON 19,679,451.40 and is divided into 196,794,514 registered shares, dematerialized, each in the amount of RON 0.10, each share giving the right to one vote at the general meeting of shareholders.

Only persons registered in the Register of Shareholders of the company kept by Depozitarul Central S.A. on 26.09.2025, established as the Reference Date, will be able to participate and vote in the EGMS. In the event of a second convocation of the EGMS, the Reference Date remains the same.

The documents, informative materials and draft decisions of the general meeting regarding the issues included on the agenda can be consulted on the company's website www.thrmareaneagra.ro in the "GSM/EGMS" section and/or at the company's headquarters in Eforie Nord, 1 B Traian Street, ground floor, Constanta County, starting with 26.08.2025, on weekdays between 9:00 – 13:00.

Shareholders representing, individually or jointly, 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, by 15.09.2025 at the latest

b) to present draft decisions for the items included or proposed to be included on the agenda of the General Assembly, no later than 15.09.2025.



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Each shareholder has the right to ask questions regarding the items on the agenda of the general meetings. The company may also respond by posting the response on the company's website.

The shareholders mentioned in the previous paragraphs have the obligation to send the projects or materials or questions in writing, accompanied by the following documents: In the case of individual shareholders, an account statement issued by Depozitarul Central SA showing the status of shareholder and the number of shares held; In the case of legal entity shareholders, the registration certificate and account statement showing the status of shareholder and the number of shares held, issued by Depozitarul Central SA or, as the case may be, by the participants providing custody services, according to the law. The documents will be sent to the company's address, with the mention: 'For the Extraordinary General Meeting of Shareholders on 14/15.10.2025'. The documents can also be sent electronically with an extended electronic signature, according to the law, to the e-mail address: aga@thrmareaneagra.ro, mentioning in the subject: "For the Extraordinary Meeting of Shareholders on 14/15.10.2025".

The shareholders registered on the reference date may participate and vote at the General Meeting directly or may 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, or they can vote by correspondence.

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

The access of legal person shareholders, entitled to participate in the General Meeting, is allowed on the basis of proof of the quality of legal representative when the legal representative of the shareholder is present. If the legal representative is not present, along with the proof of the quality of legal representative, the power of attorney given to the natural person representing the shareholder will be presented. The quality of legal representative is proven by a certificate of ascertainment issued by the Trade Register, presented in original or a true copy of the original, or any other document, in original or in true copy of the original, issued by a competent authority of the state in which the shareholder is legally registered, which certifies the quality of legal representative. The documents attesting the legal representative of the legal entity shareholder will be issued after 26.09.2025. The documents certifying the quality 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.



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The shareholders of legal persons or entities without legal personality who participate in the General Meeting of Shareholders through a person other than the legal representative, will necessarily use a special or general power of attorney, as the case may be. The shareholders will fill in and sign the special powers of attorney in three original examples: one for the shareholder, one for the representative and one for the company. The general power of attorney may be granted for a period not exceeding three years, allowing the designated representative to vote in all matters under debate at the General Meeting, 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) item 20 of Law no. 24/2017 or to a lawyer. Shareholders cannot be represented in the General Meeting based on a general power of attorney by a person who is in a situation of conflict of interest, in accordance with the provisions of Law no. 24/2017.

The special powers of attorney forms can be downloaded from the company's website www.thrmareaneagra.ro or can be obtained from the company's headquarters, starting with 26.08.2025, between 9:00-13:00. The proxy forms, completed and signed in Romanian or English, will be sent to the company's address in a sealed envelope, with the mention: "For the Extraordinary General Meeting of Shareholders on 14/15.10.2025". The powers of attorney can also be sent electronically with an extended electronic signature according to the law to the e-mail address: aga@thrmareaneagra.ro, mentioning in the subject: "For the Extraordinary Meeting of Shareholders on 14/15.10.2025". The special power of attorney will be accompanied by a copy of the identity document, identity card/identity card in the case of natural persons, certified copy for conformity under the handwritten signature of the holder, respectively registration certificate in the case of legal persons, under the signature of the legal representative, with the application of the initial. A copy of the special power of attorney accompanied by the related documents shall be submitted to the company's headquarters, in Romanian or English, no later than 48 hours before the date of the first convocation of the general meeting, a copy being made available to the representative, so that he can prove his capacity.

The requirements referred to in the preceding paragraphs shall also apply accordingly for proving the quality of legal representative of the shareholder who proposes the introduction of new items on the agenda of the general meeting of shareholders or who asks questions to the issuer regarding items on the agenda of the general meeting.

Shareholders registered on the reference date have the opportunity to vote by correspondence, before the General Meeting, by using the Postal Voting Ballot form that can be downloaded from the company's website www.thrmareaneagra.ro or can be obtained from the company's headquarters, starting with 26.08.2025, between 9:00-13:00.



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Postal ballots can be sent to the company's headquarters, in Romanian or English, no later than 48 hours before the date of the first EGMS call, in a sealed envelope, with the mention: "For the Extraordinary General Meeting of Shareholders on 14/15.10.2025". The postal ballot will be accompanied by a copy of the identity document (identity card/identity card in the case of natural persons, certified copy for conformity under the handwritten signature of the holder, respectively registration certificate in the case of legal persons, under the signature of the legal representative, with the application of the initial).

The ballot paper by correspondence can also be sent as an electronic document with an extended electronic signature incorporated, according to Law no. 455/2001, to the [address voturiaga@thrmareaneagra.ro](mailto:voturiaga@thrmareaneagra.ro) at least 48 hours before the EGMS meeting, mentioning in the subject: "for the Extraordinary General Meeting of Shareholders on 14/15.10.2025". Postal ballots that are not received at least 48 hours before the date of the first EGMS call will not be taken into account for determining the quorum and majority at the general meeting.

The special powers of attorney and the Postal Ballots will also be available in English, on the company's website, starting with 28.08.2025.

Additional information can be obtained from the company's headquarters, at the telephone number 0241751656, or at the e-mail address office@thrmareaneagra.ro, on working days between 9:30 – 13:00.

Chairman of the Board of Directors, Vasile-Cosmin Turcu