



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

Sediul: România, Mangalia, str.Lavrion nr.29, jud.Constanța Tel:+40-241-752-452 Fax:+40-241-755-559
Nr. Înregistrare Registrul Comerțului Constanța: J13/696/1991, CIF: RO2980547,
Cont IBAN: RO71 RNCB 0117 0151 6314 0001, Banca Comercială Română – Agenția Mangalia
Capital social subscris și varsat : 57.600.848,70 lei



www.thrmareaneagra.ro

Draft AGEA Decision of 12/13.12.2023

The Extraordinary General Meeting of Shareholders of the company THR Marea Neagra S.A., convened on 12/13.12.2023 at the company's headquarters, in accordance with the published notice, under the conditions of Law no. 31/1990 republished and of the Constitutive Act, with a number ofvotes validly expressed representing.....shares and% of the share capital, decides:

1. Approves the meeting secretariat consisting of Dragos Calin, Rosu Bogdan-Nicolae and Zaberca Costina, with the identification data available at the company's headquarters, in charge of verifying the presence of shareholders, fulfilling the formalities required by law and the Constitutive Act for holding the general meeting, counting the votes cast during the meeting of the general assembly and drawing up the minutes of the meeting.
2. Approves the partial, asymmetric division, in the interest of the shareholders, without dissolution of the company THR Marea Neagra SA, according to the provisions of art. 2501 (a) from Law no. 31/1990 and the express ratification of all the actions and decisions of the Company and the Board of Directors, taken in connection with the division operation, as presented in the Report of the administrators drawn up in accordance with art. 243² paragraph (1) of Law no. 31/1990.
3. Approves the Project for the division of the company THR Marea Neagra SA published on the web page of the Trade Registry Office attached to the Constanța Court and on the web page of the company as from 09.11.2023.
4. Approves for the division of the Company to be carried out based on the financial statements drawn up on 31.12.2022, audited by the financial auditor BDO Audit SRL, representing the reference date of the division according to the Division Project, with the appropriate application of the relevant legal provisions.
5. Approves the transfer in the interest of the shareholders of a part of the Company's patrimony representing the assets and liabilities of T.H.R. Marea Neagra S.A., to the "Beneficiary Company" Hoteluri Restaurante Sud SA which is to be established as a result of the division, as it appears from the name reservation issued by the National Office of the Trade Register, pursuant to art. 2501 in conjunction with



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art. 238 and the following of Law no. 31/1990 and approving the effects of the division, according to the Division Project.

6. Approves of the effective date of the division as the date of registration with the Trade Register of the new company Hoteluri Restaurante Sud SA, the "Beneficiary Company" established following the division, in accordance with the provisions of art. 249 (a) from Law no. 31/1990 of commercial companies.

7. Approves of the price to be paid by THR Marea Neagra SA to the shareholders who will exercise their right of withdrawal under the conditions of art. 134 of Law no.31/1990, respectively the amount of 0.4414 lei/share, established in accordance with the ANEVAR (National Association of Romanian Valuers) National Standards through the Evaluation Report no. 886/26.10.2023 prepared by the expert evaluator Darian DRS S.A. identified with ANEVAR ID no. 15355 and FSA ID no. PJR16EVPJ/120011, appointed by Conclusion no. 19289/01.08.2023 of the Trade Registry Office attached to the Constanța Court, in file no. 83048/31.07.2023, for estimating the value of the Company's shares according to art. 92 of Law no. 24/2017.

8. Approves of the reduction of the Company's share capital as a result of the implementation of the division, thus, the share capital of T.H.R. Marea Neagra will be reduced by 25,044,849 lei, from 57,600,848.7 lei, to 32,555,999.7 lei, by canceling a number of 250,448,490 shares. The fully subscribed and paid-up social capital is 32,555,999.7 lei consisting of 19,296,456.7 lei contribution in kind and 13,259,543 lei contribution in cash.

9. Approves of the amendment of art. 7 (1) of the Constitutive Act of THR Marea Neagra SA, which will have the following wording: "Art. 7(1) The subscribed and paid-up capital is 32,555,999.7 lei consisting of a contribution in kind of 19,296,456.7 lei and a cash contribution of 13,259,543 lei and is divided into 325,559,997 dematerialized registered shares, each in the amount of 0.10 lei" and the approval of the updated Constitutive Act of THR Marea Neagra SA as a result of the asymmetric partial division and the reduction of the share capital.

10. Approves of the Constitutive Act of the "Beneficiary Company" Hoteluri Restaurante Sud SA.

11. Approves of the mandate of the sole administrator of the Beneficiary Company - Rosu Bogdan Nicolae, with the identification data available at the company's headquarters, as in the name and on behalf of the shareholders to sign the Constitutive Act of the company Hoteluri Restaurante Sud SA, as well as any other documents that subscribe to the establishment of this company.

12. Approves of the power of attorney of Mrs. Ichim Mihaela, president of the company's Board of Directors, with the possibility of submandating third parties, to sign in the name and on behalf of the shareholders of THR Marea Neagra SA, the adopted resolutions of the EGMS(Extraordinary General



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Meeting of the Shareholders), the company's updated Articles of Association as well as any other documents necessary for carrying out all the legal formalities for the registration, publication, opposition and execution of the decisions adopted by the Extraordinary General Meeting of Shareholders, including, but not limited to, filing, receiving documents, any completion of the necessary documents for the establishment of the Beneficiary Company, mandate granted in relation to the Trade Register, the Official Gazette of Romania and any public or private entity involved, so that the purpose of the Division Project and the Resolutions of the Extraordinary General Meeting of Shareholders is fulfilled.

13. Approves of the date of 11.04.2024 as the registration date for the identification of the shareholders on whom the effects of the decisions of the general meeting of shareholders are reflected, of the date of 10.04.2024 as ex-date and 12.04.2024 - the date of payment.

14. Approves discharge of the members of the Board of Directors and the executive management, for the activity carried out in 2022.

The Board of Administration