



S.C. TURISM, HOTELURI, RESTAURANTE 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 Română – Agenția Mangalia
Subscribed and paid-up share capital: RON 19,679,451.40

www.thrmareaneagra.ro

Draft Resolutions of the OGMS of THR Marea Neagra S.A. of 27/28.04.2026

Resolution of the Ordinary General Meeting (OGMS) THR Marea Neagra S.A. no. 1/27.04.2026

The Ordinary General Meeting of Shareholders ("OGMS") of THR Marea Neagră S.A., legally convened on 27/28.04.2026 at 11:00 a.m., at the Company's headquarters, in accordance with the Convening Notice published in the Official Gazette and in the newspaper "Cuget liber" on 25.04.2026, and with the provisions of the Articles of Incorporation, in the presence of the shareholders holding _____ voting rights, representing _____% of the total of 196,794,514 voting rights within the Company, With unanimity/majority of the votes cast, respectively with _____ votes "for", _____ "against" and _____ "abstentions" decides:

The secretariat of the meeting is elected, 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.

Chair of the meeting, Secretariat of the meeting
Vasile-Cosmin Turcu

Av. Ion Calipetre



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Resolution of the Ordinary General Meeting (OGMS) THR Marea Neagra S.A. no. 2/27.04.2026

The Ordinary General Meeting of Shareholders ("OGMS") of THR Marea Neagră S.A., legally convened on 27/28.04.2026 at 11:00 a.m., at the Company's headquarters, in accordance with the Convening Notice published in the Official Gazette and in the newspaper "Cuget liber" on 25.04.2026, and with the provisions of the Articles of Incorporation, in the presence of the shareholders holding _____ voting rights, representing _____% of the total of 196,794,514 voting rights within the Company, With unanimity/majority of the votes cast, respectively with _____ votes "for", _____ "against" and _____ "abstentions" decides:

The annual individual financial statements for the financial year ended on 31.12.2025 are approved, based on the report of the Board of Directors and the report of the financial auditor.

**Chair of the meeting, Secretariat of the meeting
Vasile-Cosmin Turcu**

Av. Ion Calipetre



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Resolution of the Ordinary General Meeting (OGMS) THR Marea Neagra S.A. no. 3/27.04.2026

The Ordinary General Meeting of Shareholders ("OGMS") of THR Marea Neagră S.A., legally convened on 27/28.04.2026 at 11:00 a.m., at the Company's headquarters, in accordance with the Convening Notice published in the Official Gazette and in the newspaper "Cuget liber" on 25.04.2026, and with the provisions of the Articles of Incorporation, in the presence of the shareholders holding _____ voting rights, representing _____% of the total of 196,794,514 voting rights within the Company, With unanimity/majority of the votes cast, respectively with _____ votes "for", _____ "against" and _____ "abstentions" decides:

The Annual Financial Report for the financial year ended on 31.12.2025, prepared on the basis of the audited annual financial statements and the reports of the Board of Directors and the financial auditor, is approved.

Chair of the meeting, Secretariat of the meeting
Vasile-Cosmin Turcu

Av. Ion Calipetre



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Resolution of the Ordinary General Meeting (OGMS) THR Marea Neagra S.A. no. 4/27.04.2026

The Ordinary General Meeting of Shareholders ("OGMS") of THR Marea Neagră S.A., legally convened on 27/28.04.2026 at 11:00 a.m., at the Company's headquarters, in accordance with the Convening Notice published in the Official Gazette and in the newspaper "Cuget liber" on 25.04.2026, and with the provisions of the Articles of Incorporation, in the presence of the shareholders holding _____ voting rights, representing _____% of the total of 196,794,514 voting rights within the Company, With unanimity/majority of the votes cast, respectively with _____ votes "for", _____ "against" and _____ "abstentions" decides:

The distribution of the net profit achieved in the financial year 2025 is approved and the gross dividend per share is set at RON 0.07 per share, as detailed, presented and proposed in the informative materials.

Chair of the meeting, Secretariat of the meeting
Vasile-Cosmin Turcu

Av. Ion Calipetre



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Resolution of the Ordinary General Meeting (OGMS) THR Marea Neagra S.A. no. 5/27.04.2026

The Ordinary General Meeting of Shareholders ("OGMS") of THR Marea Neagră S.A., legally convened on 27/28.04.2026 at 11:00 a.m., at the Company's headquarters, in accordance with the Convening Notice published in the Official Gazette and in the newspaper "Cuget liber" on 25.04.2026, and with the provisions of the Articles of Incorporation, in the presence of the shareholders holding _____ voting rights, representing _____% of the total of 196,794,514 voting rights within the Company, With unanimity/majority of the votes cast, respectively with _____ votes "for", _____ "against" and _____ "abstentions" decides:

The coverage of the loss resulting from the cancellation of treasury shares is approved, account 149 "Losses related to the sale/cancellation of equity instruments", account 1068 "Other reserves" and account 1175.02 "Retained result arising from taxed surplus revaluation reserves".

**Chair of the meeting, Secretariat of the meeting
Vasile-Cosmin Turcu**

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Resolution of the Ordinary General Meeting (OGMS) THR Marea Neagră S.A. no. 6/27.04.2026

The Ordinary General Meeting of Shareholders ("OGMS") of THR Marea Neagră S.A., legally convened on 27/28.04.2026 at 11:00 a.m., at the Company's headquarters, in accordance with the Convening Notice published in the Official Gazette and in the newspaper "Cuget liber" on 25.04.2026, and with the provisions of the Articles of Incorporation, in the presence of the shareholders holding _____ voting rights, representing _____% of the total of 196,794,514 voting rights within the Company, With unanimity/majority of the votes cast, respectively with _____ votes "for", _____ "against" and _____ "abstentions" decides:

The discharge of all members of the Board of Directors, namely Vasile-Cosmin Turcu, Răzvan-Legian Raț, Dumitru Carapiti and Gabriela Alexe, for the activity carried out by each of them in the financial year 2025, is approved.

Chair of the meeting, Secretariat of the meeting
Vasile-Cosmin Turcu

Av. Ion Calipetre



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Resolution of the Ordinary General Meeting (OGMS) THR Marea Neagra S.A. no. 7/27.04.2026

The Ordinary General Meeting of Shareholders ("OGMS") of THR Marea Neagră S.A., legally convened on 27/28.04.2026 at 11:00 a.m., at the Company's headquarters, in accordance with the Convening Notice published in the Official Gazette and in the newspaper "Cuget liber" on 25.04.2026, and with the provisions of the Articles of Incorporation, in the presence of the shareholders holding _____ voting rights, representing _____% of the total of 196,794,514 voting rights within the Company, With unanimity/majority of the votes cast, respectively with _____ votes "for", _____ "against" and _____ "abstentions" decides:

The achievement of the performance indicators and objectives set for 2025 is approved.

Chair of the meeting, Secretariat of the meeting
Vasile-Cosmin Turcu

Av. Ion Calipetre



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Resolution of the Ordinary General Meeting (OGMS) THR Marea Neagra S.A. no. 8/27.04.2026

The Ordinary General Meeting of Shareholders ("OGMS") of THR Marea Neagră S.A., legally convened on 27/28.04.2026 at 11:00 a.m., at the Company's headquarters, in accordance with the Convening Notice published in the Official Gazette and in the newspaper "Cuget liber" on 25.04.2026, and with the provisions of the Articles of Incorporation, in the presence of the shareholders holding _____ voting rights, representing _____% of the total of 196,794,514 voting rights within the Company, With unanimity/majority of the votes cast, respectively with _____ votes "for", _____ "against" and _____ "abstentions" decides:

The variable remuneration for 2025 for the Board of Directors and the General Manager is approved.

Chair of the meeting, Secretariat of the meeting
Vasile-Cosmin Turcu

Av. Ion Calipetre



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Resolution of the Ordinary General Meeting (OGMS) THR Marea Neagra S.A. no. 9/27.04.2026

The Ordinary General Meeting of Shareholders ("OGMS") of THR Marea Neagră S.A., legally convened on 27/28.04.2026 at 11:00 a.m., at the Company's headquarters, in accordance with the Convening Notice published in the Official Gazette and in the newspaper "Cuget liber" on 25.04.2026, and with the provisions of the Articles of Incorporation, in the presence of the shareholders holding _____ voting rights, representing _____% of the total of 196,794,514 voting rights within the Company, With unanimity/majority of the votes cast, respectively with _____ votes "for", _____ "against" and _____ "abstentions" decides:

The Remuneration Report of the Company's management structure, for the financial year 2025, is approved, taking into account the provisions of art. 107, paragraph (6) of Law no. 24/2017 on issuers of financial instruments and market operations, republished (advisory vote).

Chair of the meeting, Secretariat of the meeting
Vasile-Cosmin Turcu

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Resolution of the Ordinary General Meeting (OGMS) THR Marea Neagră S.A. no. 10/27.04.2026

The Ordinary General Meeting of Shareholders ("OGMS") of THR Marea Neagră S.A., legally convened on 27/28.04.2026 at 11:00 a.m., at the Company's headquarters, in accordance with the Convening Notice published in the Official Gazette and in the newspaper "Cuget liber" on 25.04.2026, and with the provisions of the Articles of Incorporation, in the presence of the shareholders holding _____ voting rights, representing _____% of the total of 196,794,514 voting rights within the Company, With unanimity/majority of the votes cast, respectively with _____ votes "for", _____ "against" and _____ "abstentions" decides:

The Revenue and Expenditure Budget for the financial year 2026 is approved.

Chair of the meeting, Secretariat of the meeting
Vasile-Cosmin Turcu

Av. Ion Calipetre



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Resolution of the Ordinary General Meeting (OGMS) THR Marea Neagra S.A. no. 11/27.04.2026

The Ordinary General Meeting of Shareholders ("OGMS") of THR Marea Neagră S.A., legally convened on 27/28.04.2026 at 11:00 a.m., at the Company's headquarters, in accordance with the Convening Notice published in the Official Gazette and in the newspaper "Cuget liber" on 25.04.2026, and with the provisions of the Articles of Incorporation, in the presence of the shareholders holding _____ voting rights, representing _____% of the total of 196,794,514 voting rights within the Company, With unanimity/majority of the votes cast, respectively with _____ votes "for", _____ "against" and _____ "abstentions" decides:

The performance indicators and objectives for the financial year 2026 for the Board of Directors and the General Manager are approved.

Chair of the meeting, Secretariat of the meeting
Vasile-Cosmin Turcu

Av. Ion Calipetre



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Resolution of the Ordinary General Meeting (OGMS) THR Marea Neagra S.A. no. 12/27.04.2026

The Ordinary General Meeting of Shareholders ("OGMS") of THR Marea Neagră S.A., legally convened on 27/28.04.2026 at 11:00 a.m., at the Company's headquarters, in accordance with the Convening Notice published in the Official Gazette and in the newspaper "Cuget liber" on 25.04.2026, and with the provisions of the Articles of Incorporation, in the presence of the shareholders holding _____ voting rights, representing _____% of the total of 196,794,514 voting rights within the Company, With unanimity/majority of the votes cast, respectively with _____ votes "for", _____ "against" and _____ "abstentions" decides:

The date of: (i) **14.07.2026** is approved as the Registration Date, for the identification of the shareholders on whom the effects of the OGMS resolutions are reflected, according to art. 87 para. (1) of Law no. 24/2017; (ii) **13.07.2026** as the "Ex Date", the date from which the financial instruments are traded without the rights deriving from the OGMS, according to art. 2 paragraph 2 letter l) of Regulation no. 5/2018 and (iii) **30.07.2026** as the date of payment.

**Chair of the meeting, Secretariat of the meeting
Vasile-Cosmin Turcu**

Av. Ion Calipetre



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Resolution of the Ordinary General Meeting (OGMS) THR Marea Neagra S.A. no. 13/27.04.2026

The Ordinary General Meeting of Shareholders ("OGMS") of THR Marea Neagră S.A., legally convened on 27/28.04.2026 at 11:00 a.m., at the Company's headquarters, in accordance with the Convening Notice published in the Official Gazette and in the newspaper "Cuget liber" on 25.04.2026, and with the provisions of the Articles of Incorporation, in the presence of the shareholders holding _____ voting rights, representing _____% of the total of 196,794,514 voting rights within the Company, With unanimity/majority of the votes cast, respectively with _____ votes "for", _____ "against" and _____ "abstentions" decides:

The Chairman of the Board of Directors is appointed 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 in this regard, including lawyers.

Chair of the meeting, Secretariat of the meeting
Vasile-Cosmin Turcu

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