



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

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Constanta Trade Register Registration No.: J13/696/1991, CIF: RO2980547,

IBAN account: RO71 RNCB 0117 0151 6314 0001, Romanian Commercial Bank – Mangalia Agency

Subscribed and paid-up share capital: 19,679,451.40 lei

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INFORMATIVE MATERIAL ON THE ITEMS PROPOSED ON THE AGENDA OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (EGMS) OF 14/15.10.2025

Item 2 of the EGMS Agenda:

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 based on valuation reports ("Capitalization Transactions"):

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

2.2. The Siret tourist complex in Saturn Resort, consisting of land and buildings

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

In continuation of the restructuring measures, the consequence of the implementation of the **"Plan for the capitalization of the company's assets"** approved by OGMS Decisions no. 8 and no. 9 of 29.11.2022 and in compliance with the **"Policy for ensuring an efficient management of the company"**, as well as the **"Procedure regarding the sale of assets"** approved in the OGMS meeting of 28.04.2023, the Company proposes the sale of the listed assets:

1. The BRAN – BRAD - BEGA tourist complex in Eforie Nord Resort is built in 1958, classified at 3*, has 219 rooms, restaurant, treatment base with 80 seats, and the related free land is in the area of 17,186 sqm. The BBB complex is leased for 5 years, until 31.12.2030, the annual rent is 515,000 Euro + VAT, with a right of pre-emption for the Lessee, if it offers a price equal to the one resulting from a competitive procedure.



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2. The SIRET tourist complex in Saturn Resort is built in 1971, classified as 3*, has 153 rooms and a restaurant, and the related free land has an area of 9,436 sqm. The Siret complex is leased for 5 years, respectively until 31.12.2027, with an annual rent of 201,000 Euro + VAT.

3. The MAGURA tourist complex in Eforie-Sud Resort is built in 1969 and has 227 rooms. The complex was declassified at the time of lease, was closed / non-functional and not operated by the Company, with zero income since 2015. Currently the Complex is rented until 31.12.2028. The annual rent is 120,000 Euro + VAT for 2025, 140,000 Euro + VAT for 2026, 160,000 Euro + VAT for 2027 and 180,000 Euro plus VAT for 2028. The lease agreement grants a right of pre-emption to the Lessee, if it offers a price equal to the one resulting from a competitive procedure.

The related land with a total area of 8,594 sqm is the property of UAT Oras Eforie. The company will conclude a Surface Contract for the related land, according to the Decision of the Eforie Local Council, and the rights and obligations of the Surface Contract will be taken over by the successful bidder and buyer of the Complex.

The capitalization of all these three assets of the Company will be done through competitive processes, starting from prices representing at least the market values established based on valuation reports that will be carried out or will be reviewed and updated where they exist.



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Item 3 of the EGMS Agenda:

Approval of the direct sale of the land with an area of 539 sqm in Venus Resort to Atlas Appliance Solutions DRL.

The land is located within the Mera Complex in Venus Resort, owned by Atlas Appliance Solutions SRL. THR sold in 2014 to Atlas Appliance Solutions SRL the Pajura and Cocor Hotels, with the related land, except for the 539 sqm land, which was affected by a litigation. The land has no access road and is surrounded by the property of Atlas Appliance Solutions SRL, and cannot be used or capitalized otherwise by the Company. The sale price will be at least the market value resulting from an Appraisal Report.

Item 4 of the EGMS Agenda:

The approval of the Company's waiver of the claim of the property rights or, as the case may be, the approval of the transmission free of charge by the Company to the third authorities or interested persons, of the property 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 deleting these assets from the patrimonial and accounting records of the Company. Society:

1. Land with an area of 53 sqm affected by the ruins of a disused water pump.

The land is entirely surrounded by the property of Romsilva SA, which has also registered this land. THR does not have property documents, there is no cadastre and tabulation, the property being only registered in the accounting records in the process of merger with Saturn SAd in 2004. The company proposes to renounce any action to claim the property or to transfer this property free of charge in favor of Romsilva SA or the interested guardianship authorities (Ministry of Environment).



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2. Land with an area of 60 sqm located in Saturn, fully surrounded by another land owned by Simpa Trans SRL and fully occupied by a Post Trafo that belongs to Enel. THR does not hold ownership documents over the asset, it is recorded only in the accounting records taken over at the merger with Saturn SA in 2004. According to the opinion of the evaluators, it is not possible to draw up an Evaluation Report according to standards. The company proposes to renounce any action to claim the property or to transfer this property free of charge to the interested persons.

3. The ground floor of the DDD Workshop building (disinfestation, rat control, disinfection) located in Eforie Sud, Dr. Cantacuzino Street. It was taken over in the merger process with Prodprest SA (formerly UPPI) in 2006 under the name of "Cabana Chitara". It consists of 6 rooms located on the ground floor of the building, and the first floor belongs to the Eforie City Hall for social housing. The building as a whole is non-functional and in an advanced state of degradation, it has no cadastre and is not registered. The company does not hold ownership deeds on this part of the construction, which is only in the accounting records, as a result of the merger. The company proposes to renounce any action to claim the asset or to transfer this asset free of charge to UAT Oras Eforie or the directly interested subordinate entities.

4. Boxes located in the basement of the "Personal Accommodation Dormitory" building in Eforie Nord. According to the Decision of the General Shareholders' Meeting of 18.12.1999, Eforie SA sold to its own employees the individual rooms on the GF, 1st and 2nd floors that they occupied at that time, except for the rooms in the basement which were unsanitary, without electricity and which were later called boxes or sheds. THR does not hold ownership documents on these properties or their identification documents, they are in THR's accounting records following the takeover by merger with Eforie SA in 2004. An evaluation report cannot be drawn up due to lack of access and the impossibility of meeting the evaluation standards. The company proposes to



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renounce any action to claim these goods either to the owners or tenants of the individual rooms in the building or to their association.

Item 5 of the EGMS Agenda:

The Company proposes to the shareholders the authorization of the Board of Directors to issue any decision and to perform all the necessary, useful and/or opportune legal acts and facts for the fulfillment of the resolutions to be adopted by the EGMS on Items 2, 3 and 4 on the agenda, with the empowerment, as the case may be, of the General Manager to sign any such documents and to fulfill any such necessary formalities and actions.

Managing Director

Mihaela ICHIM