



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 Black Sea Sea Restaurants Tourism Company S.A. headquartered in Eforie Nord, 1 B Traian Street, ground floor, Constanta County, having J13/696/1991, C.U.I. RO2980547, in accordance with the provisions of Law no. 31/1990, Law no. 24/2017, of the ASF Regulations and of the Articles of Incorporation, met on **23.03.2026**,
Convenes:

The Ordinary General Meeting of Shareholders ("OGMS"), on 27.04.2026, at 11:00 a.m., at the Company's headquarters, in Eforie Nord, 1 B Traian Street, ground floor, Constanta County.

In the event that on **27.04.2026** the quorum provided by law and the Articles of Incorporation of the Company for holding the OGMS is not met, the Board of Directors convenes and sets, pursuant to art. 118 of Law no. 31/1990, the second OGMS meeting, on **28.04.2026**, at the same time, 11:00, in the same place and having the same agenda.

The Ordinary 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.** Presentation, debate and approval of the annual individual financial statements, related to the financial year ended on 31.12.2025, based on the report of the Board of Directors and the report of the financial auditor.
- 3.** Approval of 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.
- 4.** Approval of the distribution of the net profit achieved in the financial year 2025 and the setting of the gross dividend per share at the amount of RON 0.07 per share, as detailed, presented and proposed in the informative materials.
- 5.** Approval of the coverage of the loss resulting from the cancellation of treasury shares, account 149 "Losses related to the sale/cancellation of equity instruments", account 1068



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"Other reserves" and account 1175.02 "Retained result arising from taxed revaluation surplus reserves".

6. Approval of the discharge of all members of the Board of Directors, respectively 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.

7. Approval of the achievement of the performance indicators and objectives set for 2025.

8. Approval of the variable remuneration for 2025 for the Board of Directors and the General Manager.

9. Approval of the Remuneration Report of the Company's management structure, for the financial year 2025, 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).

10. Approval of the Income and Expenditure Budget for the financial year 2026.

11. Approval of the performance indicators and objectives for the financial year 2026 for the Board of Directors and the General Manager.

12. Approval of the date of: (i) **14.07.2026** 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.

13. Designation of the Chairman of the Board of Directors as the person empowered to sign the decisions to be adopted and to carry out the formalities of legal publicity for the fulfillment of the adopted decisions, with the possibility of sub-mandating third parties in this regard, 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.



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Only persons registered in the Register of Shareholders of the company kept by Depozitarul Central S.A. will be able to vote at the meeting, on 20.04.2026, established as the Reference Date. In the event of a second convening of the OGMS, the Reference Date remains the same.

This Convening Notice, the documents and informative materials regarding the items on the agenda, including the financial statements for the financial year ended on 31.12.2025, the financial auditor's report, the annual financial report, the remuneration report, as well as the draft decisions of the ordinary general meeting regarding the issues included on the agenda are available and can be consulted on the company's website and/or at the company's headquarters in Eforie Nord, str. Traian nr. 1 B, ground floor, Constanta county, starting with 25.03.2026.

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

- a) introduce new items on the agenda of the General Meetings, provided that each item is accompanied by a justification or a draft decision proposed for adoption by the General Assembly, no later than the date of **9.04.2026**.
- b) to submit draft decisions for the items included or proposed to be included on the agenda of the general assemblies, no later than **9.04.2026**.

Each shareholder has the right to ask questions regarding the items on the agenda of the general meetings, no later than 48 hours before the date of the first call of the OGMS. The Company may 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 individual shareholders, an account statement issued by the Central Depository 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 the Central Depository SA or, as the case may be, by the participants providing custody services, according to the law. The mentioned



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documents will be sent to the company's headquarters, with the mention: "For the Ordinary General Meeting of Shareholders on **27.04.2026**".

The shareholders registered on the reference date may participate and vote in the General Meeting of Shareholders 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, with the power of attorney given to the natural person who represents them.

The access of shareholders who are legal persons 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 respective 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 certifying the quality of legal representative of the legal entity shareholder will be issued after **1.04.2026**. 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.

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, under the conditions mentioned above. 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 of



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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) item 20 of Law no. 24/2017 or to a lawyer. Shareholders may not be represented in the General Meeting of Shareholders 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 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, who presents draft decisions or who asks questions to the issuer regarding items on the agenda of the general meeting of shareholders.

Shareholders registered on the reference date have the possibility to vote by correspondence, before the general meeting, by using the postal ballot form that can be obtained, starting with **25.03.2026**, from the company's headquarters in Eforie Nord, str. Traian nr. 1 B, ground floor, Constanta county, or downloaded from the company's website, including in English.

Postal ballots may be sent to the company's headquarters, in Romanian or English, no later than 48 hours before the date of the first OGMS call, in a sealed envelope, with the mention: "For the Ordinary General Meeting of Shareholders on **27.04.2026**". 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 postal ballot 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 OGMS meeting, mentioning in the subject: "For the Ordinary General Meeting of Shareholders on **27.04.2026**". Postal ballots that are not received at least 48 hours before the date of the first OGMS call will not be taken into account for determining the quorum and majority at the general meeting.

The special powers of attorney forms can be obtained from the company's headquarters, starting with **25.03.2026**, or can be downloaded from the company's website, including in English. The proxy forms, completed and signed in Romanian or English, will be placed in a



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large, sealed envelope, with the mention: "For the Ordinary General Meeting of Shareholders on **27.04.2026**". 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 at the company's headquarters, in Romanian or English, no later than 48 hours before the date of the first OGMS call, a copy being made available to the representative, so that he can prove his quality.

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 Ordinary General Meeting of Shareholders on **27.04.2026**".

Additional information can be obtained from the company's headquarters or at the telephone number 0241/75.16.56, on weekdays, between 9:30 – 16:00.

Chairman of the Board of Directors

Vasile-Cosmin Turcu