



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, Romanian Commercial Bank – Mangalia Agency

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

www.thrmareaneagra.ro

The Board of Directors of the Company Turism Hoteluri Restaurante Marea Neagră 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, ASF Regulations and the Articles of Incorporation, meeting on 22.08.2025, **Convenes:**

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

If, on 14.10.2025, the quorum provided by law and by the Articles of Association of the Company for holding the EGMS is not met, the Board of Directors convenes and fixes, 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 identification data at the Company's headquarters, in charge of verifying the presence of shareholders, fulfilling the formalities required by law and the articles of association for holding the general meeting, counting the votes cast during the meeting and drawing up the minutes of the meeting.
2. Approval of the valuation 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 ("Valuation 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
3. Approval of the direct sale of the land with an area of 539 sqm in Venus Resort to Atlas Appliance Solutions SRL, at a price representing at least the market value established based on an evaluation 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 party authorities or interested persons, of



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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 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, Mangalia Stud Farm, to this entity or to its tutelary 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 building (disinfestation, rat control, disinfection) located in Eforie Sud, Dr. Cantacuzino Street, to the Eforie City TAU or the directly interested subordinate entities.

4.4. The boxes located in the basement of the "Personal Accommodation Dormitory" building 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 perform all 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, including but not limited to: (i) negotiating as well as establishing and approving the final terms and conditions of the Redemption Transactions, (ii) negotiating, approving and signing any contracts in connection with the approved Redemption Transactions or any other arrangements, documentation, contracts, certificates, statements, records, notifications, reports, addenda and any other necessary, useful and/or timely acts and documents, (iii) carrying out 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 be, the Company's Chief Executive Officer to sign any such documents and perform any such necessary formalities and actions.

6. 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.

7. 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 subcontracting by third parties, including lawyers.



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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 worth 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 EGM call, the Reference Date shall remain the same.

The documents, informative materials and draft resolutions of the general meeting regarding the issues included on the agenda can be consulted on the company's website www.thrmareaneagra.ro at the "AGM/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 working days 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 resolution proposed for adoption by the General Assembly, no later than 15.09.2025
- 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.

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, a statement of account issued by Depozitarul Central SA showing the quality of shareholder and the number of shares held; In the case of legal entity shareholders, the registration certificate and account statement showing the shareholder status and the number of shares held, issued by the Central Depository SA or, as the case may be, by the participants who provide 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 submitted 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 special or



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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 mail.

The access of the 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 the represented natural person shareholders, by the power of attorney given to the natural person who represents them.

The access of the shareholders who are legal persons, entitled to participate in the General Meeting, is allowed based on the proof of the quality of legal representative when the legal representative of the shareholder is present. If the legal representative is not present, together with the proof of the quality of legal representative, the power of attorney given to the natural person representing the shareholder shall be presented. The quality of legal representative is proven by a certificate of ascertainment issued by the Trade Register, presented in original or 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, attesting the quality of legal representative. The documents attesting the quality of legal representative of the legal entity shareholder will be issued after 26.09.2025. The documents attesting 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, into Romanian or English.

Shareholders who are 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. The shareholders cannot be represented in the General Meeting on the basis of 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 power 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



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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 compliance 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 to be made available to the representative, so that he can prove his capacity.

The requirements mentioned in the preceding paragraphs shall also be applied 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 addresses questions to the issuer regarding items on the agenda of the general meeting.

Shareholders registered on the reference date have the possibility to vote by mail, before the General Meeting, by using the Postal Ballot form that can be downloaded from the company's [website](http://www.thrmareaneagra.ro) www.thrmareaneagra.ro or can be obtained from the company's headquarters, starting with 26.08.2025, between 9:00-13:00.

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 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 individuals, certified copy for compliance under the handwritten signature of the holder, respectively registration certificate in the case of legal entities, 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 voturiaga@thrmareaneagra.ro address 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.



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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 weekdays between 9:30 and 13:00.

Chairman of the Board of Directors, Vasile-Cosmin Turcu