



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

SPECIAL POWER OF ATTORNEY LEGAL PERSONS

The undersigned S.C., resident in , Street, No. , County, Unique Registration Code , entered at the Trade Registry Office from the Court, under the no. , legally represented by , having the profession of , holder of a number of actions, representing % from its social capital, which gives me a number of votes within the **Shareholders' Extraordinary General Assembly of THR Marea Neagră S.A.**, that will take place on 29.11.2022, at 11.30, at the head office of the company, established for the first summons, or on 30.11.2022 at the same time and at the same address, established as being the second summons, in case of the first couldn't unfold, I hereby empower , resident in , identified by B.I./C.I. Series, No. , Personal Identification Number , should represent me in this general assembly and should exercise the right to vote related to my holdings entered at the reference date in the Shareholders' Register, as it follows:

The points of the agenda subject to the vote in the Shareholders' Extraordinary General Assembly	For	Against	Abstention
1. Approval of the election of the secretariat of the meeting consisting of one person, namely Costina Zaberca, a shareholder of the company, with the identification data available at the registered office, in charge of verifying the presence of shareholders, fulfilling the formalities required by law and the articles of incorporation for holding general meetings, counting the votes cast during the general assembly meeting and drawing up the minutes of the meeting.			
2. Approval of the sale of the following assets of of the company: Complexul Brad-Bran-Bega, Complex Venus, Minerva Hotel, Diana Complex, Jupiter Hotel, Group Gospodaresc Eforie and Workshops from the resort Eforie Nord, Magura Complex, Bai Reci mol si Complex Capitol from Eforie Sud, Grup I own Jupiter, Pelican Restaurant and land free with an area of 21,366 sq.m. in the resort Saturn. The sale of these assets will be based on a procedures drawn up and approved by The Board of Directors to lead to collection by the company of the best price, the procedure that will comply with the following requirements: (i) valuation of the asset by an appraiser authorized A.N.E.V.A.R., for the purpose of capitalizing on properties; The real estate evaluations will be carried out on time of 30 days from the date of approval in this AGEA. The value the result of the evaluation constitutes a price benchmark below which the sale cannot take place. (ii) the sale will be made by auction public, respecting the right of preemption stipulated in the rental contracts, if applicable. The auction will be organized and will take place no later than on 31.01.2023. The minimum conditions for conducting the auction and rental sale purchase contracts are: *guarantee for participation in the auction, refundable, of 5% of the evaluation price; *the winner of the auction will be the one who offers the highest price big *the contract will be signed within 5 days from the date the auction *payment			



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<p>conditions will be: 30% advance on the date of the conclusion of the contract and the difference payable within 30 days from the date of signing the contract, whenever possible also makes the transfer of ownership. The other conditions will be met public by the Board of Administration. (iii) communication by current report a conclusion of the sale-purchase contract/contracts; (iv) detailing, in the annual report of the board of directors of the stage of the lead to fulfillment of the asset capitalization program; (v) the destination of the amounts received as a result asset valuation will be established by decision a the general meeting of shareholders; (vi) the mandate granted to the board of directors for the fulfillment of those approved within this point of the agenda is valid until 31.01.2023.</p>			
<p>3. Approval of the sale of the following assets of the company: Minerva Hotel, Diana Complex, Jupiter Hotel, Grup Gospodaresc host Eforie and Workshops from the Eforie Nord resort; Complex Capitol from Eforie Sud, Household Group Jupiter, Pelican Restaurant and free land in the area of 21,366 sq m - from Saturn resort. Sale of these assets it will be done based on a drawn up and approved procedure by the Board of Directors leading to collection by the company of the best price, procedure that will contain at least the following steps: (i) valuation of the asset, by an authorized valuer A.N.E.V.A.R., for the purpose of capitalizing the property; (ii) sale by public auction and compliance with the law of pre-emption stipulated by the rental contracts (iii) communication by current report of the conclusion the sales purchase contract/contracts, (iv) detailing, in the annual report of the board of administration of the implementation stage a of the asset capitalization program, with the reflection appropriate in the annual income and expenditure budget. The mandate granted to the board of directors for carrying out those approved within this point of the agenda is valid until 31.12.2023</p>			
<p>4. Approval of the entire distribution of the sums of money results from the sale of company assets, shareholders society. The sums resulting from these sales will be collected in an Escrow account and will be kept in this account until their distribution to the shareholders</p>			
<p>5. Power of attorney for Mrs. Costina Zaberca - head of the legal office and for Mr. Cristian Mares, legal advisor, alone or together, to carry out the necessary steps for registration at the Office of the Trade Register at the Constanța Court and publication in the Official Monitor of Romania, Part IV -a, of the decisions approved by this general meeting of shareholders.</p>			

Date _____

Signature _____



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* The vote will be expressed by marking an „X” in a single matching box to the vote intention, respectively „**For**”, „**Against**” or „**Abstention**”, for each resolution.
According to point 23³ of Law no. 24/2017 republished in 2022, the "abstention" position adopted by the shareholder with regard to the items on the AGM agenda, does not represent a vote.