

TURISM, HOTELURI, RESTAURANTE MAREA NEAGRA S.A.

Head office: Romania, Mangalia, 29 Lavrion Street, Constanta County, tel.: +40-241-752-452;
fax:+40-241-755-559

No. registration at Trade Register Constanta: J13/696/1991, CIF: RO2980547,
IBAN account: RO71 RNCB 0117 0151 6314 0001, Romanian Trade Bank- Mangalia subsidiary
Social subscribed and paid up capital: 57.600.848,70 lei

www.thrmareaneagra.ro

CONVENING

The Directorate of the Company **THR Marea Neagră S.A.**, with the head office in Mangalia city, no. 29 Lavrion street, Constanța county, with J13/696/1991, C.U.I. RO2980547, according to the Law no. 31/1990, with subsequent changes and additions, of Law no. 24/2007, ASF Regulation issued in their application and the provisions of the Articles of Incorporation of the company, gathered at 23.06.2023;

Considering the request dated 02.06.2023 of the shareholder Transilvania Investments Alliance SA, which owns 78.80% of the company's share capital;

In accordance with art. 119 paragraph (1) of Law no. 31/1990, Calls the Ordinary Shareholders' General Meeting at the date of 28.07.2023, at 12.00, at the head office of the company, with the following AGENDA:

1. Approval of the election of the meeting secretariat consisting of one person, namely Costina Zaberca, with 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 elements of the restructuring plan operational of the company .

3. Presentation of the internal analysis/internal audit regarding the way in which the company, through its executive and administrative management structures in operation on the respective dates, prepared the 2022 tourist season. Within the analysis, as far as the Board of Directors deems appropriate and relevant, opinions of independent external consultants regarding these aspects can and will be relevant.

4. Approval of the appointment of the financial auditor for a period of 2 years, for the audit of the financial exercises 2023, 2024 and the authorization of the board of directors to establish the related remuneration.

5. Designation of the authorized person to carry out the forms of legal publicity for the implementation of the adopted decisions.

Offers regarding the contracting of financial audit services can be submitted to the company headquarters until 07.07.2023. The vote for the election of the auditor is secret.

At the Shareholders' General Meeting may participate and vote only the shareholders registered in the Register of Shareholders of the company at the date of **18.07.2023**, established as **reference date**.

At the date of call, the share capital of S.C. THR Marea Neagră S.A. is of 57.600.848,70 lei and is divided in 576.008.487 nominal and dematerialized shares with a nominal value of 0,10 lei, each share giving the right to a vote within the shareholders' general meeting.

Shareholders representing, individually or together, 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 decision proposed for adoption by the general assembly, until 12.07.2023 at the latest

b) to present draft decisions for the items included or proposed to be included on the agenda of the general meeting, until 12.07.2023 at the latest.

Each shareholder has the right to ask questions regarding the items on the agenda of the general meetings. The company can 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 natural person shareholders - statement of account issued by Depozitarul Central SA, which shows the shareholder status 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 Depozitarul Central SA or, as the case may be, by the participants who provide custody services, according to the law. The mentioned documents will be sent to the company's headquarters, with the clearly written mention, in capital letters: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS on 28/29.07/2023".

The documents, informative materials and draft decisions of the general assembly regarding the issues included on the agenda can be consulted on the company's website - www.thrmareaneagra.ro and/or at the company's headquarters, starting from 27.06.2023, in weekdays between 900 and 1300.

Shareholders registered in the shareholders' register on the reference date can participate in the General Meeting of Shareholders directly, can be represented by other persons - on the basis of a special or general power of attorney - or can vote by mail or by electronic means.

Shareholders registered on the reference date have the opportunity to vote by mail, before the general meeting, by using the mail ballot form that can be obtained starting on 28.06.2023, between 09.00 - 13.00, at the registered office of the company or from the website www.thrmareaneagra.ro. The postal ballot can be sent to the company's headquarters, in Romanian or English, until 26.07.2023, 12.00, in a sealed envelope, clearly written in capital letters: "FOR THE ORDINARY GENERAL MEETING OF TO THE SHAREHOLDERS FROM 28/29/07/2023 .

The postal ballot forms (for the open vote and for the secret vote), completed and signed, will be inserted in a large, closed envelope, with the mention written clearly, in capital letters: "FOR THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS FROM 28/29.07.2023", as follows: The form of the postal ballot for open voting will be accompanied by the copy of the identity document (bulletin/identity card in the case of natural persons, certified copy for compliance under the holder's holographic signature, respectively certificate of registration in the case of legal entities, under the signature of the legal representative, with

initials applied). The postal ballot form for the secret ballot will be inserted in a small, closed envelope with the note written on the envelope "*Secret ballot for the election of the auditor*" and this envelope will be inserted in the large envelope, together with the ballot form of voting with open voting. The small, closed envelope containing the ballot paper for the exercise of the secret ballot will be handed over, on the date of the meeting, to the secretariat in charge of counting the votes.

The postal ballot can also be sent as an electronic document with an incorporated extended electronic signature, according to Law no. 455/2001, to the address aga@thrmareaneagra.ro, 48 hours before the AGOA meeting, mentioning in the subject: "for the Ordinary General Meeting of Shareholders of 19/20.06.2023". The secret ballot, as an electronic document, will be sent to the address voturiaga@thrmareaneagra.ro.

Ballots by mail that are not received by 26.07.2023, 12.00, will not be taken into account for determining the quorum and majority in the general meetings.

The shareholders registered on the reference date can participate and vote in the general assembly directly or can 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.

A shareholder can appoint only one person to represent him and an alternate representative for situations in which the designated representative is unable to fulfill his mandate. A shareholder is allowed to grant a special power of attorney to only one representative.

Special power of attorney forms (for open voting and for secret voting) can be obtained at the company's headquarters starting on 28.06.2023, between 9:00 – 13:00 or can be downloaded from the company's website. Powers of attorney (for the open vote and for the secret vote), completed and signed in Romanian or in English, will be placed in a large, closed envelope, with the mention written clearly, in capital letters: "FOR THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS DATED DE 28/29.07.2023", as follows: the special power of attorney with open vote will be accompanied by the copy of the identity document (identity bulletin/card in the case of natural persons, copy certified for compliance under the holder's holographic signature, respectively registration certificate in the case of legal entities, under the signature of the legal representative, with initials applied). The special power of attorney with secret vote will be inserted in a small, closed envelope, with the note written on the envelope "*Special power of attorney with secret vote* ", and this envelope will be inserted in the large envelope, together with the special power of attorney with open vote. The closed envelope containing the proxy with a secret vote will be handed over, on the date of the meeting, to the secretariat in charge of counting the votes.

A copy of the special power of attorney will be submitted to the company's headquarters, in Romanian or English, up to and including 26.07.2023, 12.00., a copy will be made available to the representative, so that he can prove its quality.

Powers of attorney can also be sent electronically with 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 of 28/29/07/2023.. Powers of attorney for secret vote, as an electronic document, they will be sent to the address voturiaga@thrmareaneagra.ro.

The general power of attorney can be granted for a period that will not exceed three years, allowing the designated representative to vote in all aspects under discussion at the General Meeting of 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) point 20 of Law no. 24/2017 or a lawyer. Shareholders cannot be represented in

the General Meeting of Shareholders on the basis of a general power of attorney, by a person who is in a situation of conflict of interests, in accordance with the provisions of Law no. 24/2017.

The postal ballot forms and special powers of attorney will also be available in English, on the company's website, starting on 28/06/2023.

The access of natural person shareholders, entitled to participate in the general meeting, is allowed by 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 of legal entities, 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, the power of attorney given to the natural person representing the respective shareholder will be presented along with the proof of the quality of legal representative.

The quality of the legal representative is proven with a finding certificate issued by the Trade Register, presented in the original or a copy conforming to the original, or any other document, in the original or a copy conforming to the original, issued by a competent authority in the state in which the shareholder is legally registered, which certifies the quality of legal representative. The documents attesting to the legal representative capacity of the legal entity shareholder will be issued after 15.07.2023. The documents certifying the capacity 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 requirements mentioned in the preceding paragraphs are also applied appropriately to prove the quality of the 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 of shareholders.

Additional information can be obtained from the company headquarters or at the telephone number 0241.752.452, between 09:30 and 13:00.

In the event of non-fulfillment of the conditions for the validity of the meeting at the first call, the general meeting of shareholders is convened for 29.07.2023, maintaining the agenda, time and place of its work.

President of the Administration Council,
Ichim Mihaela