



# 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 versat : 57.894.993,9 lei  
Societate administrată în sistem dualist

[www.thrmareaneagra.ro](http://www.thrmareaneagra.ro)

## MEETING NOTICE

The Board of Directors of **THR Marea Neagră S.A.** headquartered in Mangalia Place, Lavrion Street, No. 29, Constanța County, having J13/696/1991, C.U.I. RO2980547, according to the Law No. 31/1990, with the subsequent amendments and completions, of the Law No. 24/2017, ASF Regulations no.5/2018 and with the Constitutive Act's provisions, met on 14<sup>th</sup> of March 2019;

Hereby notifies about the upcoming **General Meeting of Shareholders** that shall be held on **19.04.2019 at 09.30 at company headquarters**, with the following **AGENDA**:

- 1. Presentation, debate and approval of the individual financial statements for the financial year 2018, based on the reports of the Supervisory Board, the Executive Board and the financial auditor.**
- 2. Presentation, debate and approval of the consolidated financial statements for the financial year 2018, based on the reports of the Supervisory Board, the Executive Board and the financial auditor.**
- 3. Approval of the distribution of the net profit amounting to 9.823.215 lei as follows : 565.153 lei –legal reserve, 4.348.566,52 lei –own financing sources and 4.909.495,48 lei – dividends, representing a gross dividend of 0,00848 lei/share, as proposed by the Executive Board.**
- 4. Successful completion by the members of the Supervisory Board and by the members of the Executive Board of their tasks for the financial year 2018.**
- 5. Analysis of the achievement of the indicators and performance targets approved for the financial year 2018, the annex to the management and mandate contracts, the approval of the variable remuneration.**
- 6. Approval of the strategy for the development and restructuring of the company.**
- 7. Approval to extend the duration of the 7.500.000 lei credit line contracted with BCR and mortgage of Sirena Complex, with the afferent land.**
- 8. Approval of key performance indicators and objectives approved for financial year 2019, the annex to the management and mandate contracts.**
- 9. Approval of the appointment of the financial auditor for a period of 2 years, ie auditing the financial years 2019 and 2020 and determining the related remuneration.**
- 10. Approval of the date of 19/08/2019 as registration date for identifying shareholders who will be affected by the decisions General Meeting of Shareholders, approval of the date 16.08.2019 as ex–date and approval of the date 30.08.2019 as the date of payment.**
- 11. Appointing the person authorized to perform publicity formalities for carrying out the decisions taken.**

Tenders concerning the contracting of financial audit services may be submitted at the company's headquarters until 12.04.2019.



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The General Shareholders' Meetings will be entitled to participate and will be able to vote only the shareholders registered in the Shareholders Register of the Company on **08.04.2019**, set as the **reference date**.”

On the date of the convocation, the share capital of THR Marea Neagră S.A. is 57,894,993.9 lei and is divided into 578,949,939 nominative and dematerialized shares with a nominal value of 0,10 lei, each share giving the right to one vote at the general meeting of the shareholders.

The shareholders representing, individually or together, at least 5% of the share capital, are entitled to:

a) to introduce new points on the agenda of the general assemblies provided that each item is accompanied by a justification or a draft resolution proposed for adoption by the general assembly no later than 03.04.2019;

b) to submit draft decisions for the items included or proposed to be included on the agenda of the general meetings until 03.04.2019 at the least.

Each shareholder has the right to ask questions about the items on the agenda of the general meetings. The company can also respond by posting the response on the company's website under the „*Frequently Questions*” section.

The shareholders mentioned in the previous paragraphs have the obligation to send the materials / questions in writing in enclosed envelopes, accompanied by the following documents: In the case of the natural persons shareholders - a certified copy of the identity document and the statement of account issued by the Central Depository SA from which the quality shareholder and number of shares held; In the case of the legal persons - the registration certificate, the legalized copy of the legal representative's identity card and the statement of account that results in the ownership of the shareholder and the number of shares held, issued by the Depository Central SA or, as the case may be, by the participants providing the services of custody, according to the law. The aforementioned documents will be sent to the company's registered office, with the clear written mention, in capital letters:

„FOR THE ORDINARY / EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF 19/20.04.2019”.

Documents, informative materials and draft decisions of general meetings on issues included on the agenda can be consulted on the company's website - [www.thrmareaneagra.ro](http://www.thrmareaneagra.ro) and/or from the company's Head Office, starting with 19.03.2019, on the working days between 9<sup>00</sup> - 13<sup>00</sup>.

Shareholders registered at the reference date may participate and vote at the General Shareholders' Meetings directly or may be represented by persons other than shareholders, on special or general empowerment basis, drafted in accordance with the provisions of Law No. 24/2017 and ASF Regulation no.5/2018. Shareholders who are legal persons or entities without legal personality who participate in the General Shareholders' Meetings through a person other than the legal representative, will necessarily use a special or general authorization, under the conditions mentioned above. The shareholders will fill in and sign the special powers in three original excerpts: one for the shareholder, one for the representative and one for the company.



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General Empowerment may be granted for a period not exceeding three years, allowing the appointed representative to vote on all aspects of the General Meeting of Shareholders, provided that the shareholder's general power of attorney is granted as a client to an intermediary defined in accordance with Article 92 of Law No.24 / 2017 or a lawyer. Shareholders can not be represented in the General Meeting of Shareholders on the basis of a general mandate by a person in a situation of conflict of interest, in accordance with the provisions of Law no. 24/2017.

The access of the natural persons 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 natural persons represented, with the empowerment of the natural person representing them.

The access of legal persons shareholders entitled to participate in general meetings is permitted on the basis of evidence of the status of legal representative when the legal representative of the shareholder himself is present. If the legal representative is not present, together with the proof of the legal representative shall be given the date of the natural person representing the respective shareholder.

The quality of legal representative shall be evidenced by a certificate issued by the Trade Registry in the original or a copy corresponding to the original or any other document, in original or in a copy corresponding to the original, issued by a competent authority in the state where the shareholder is legally registered, attesting to the status of legal representative. The documents certifying the status of legal representative of the legal person shareholder will be issued after 28.02.2019. Documents certifying the status of a legal representative drawn up in a foreign language other than English will be accompanied by a translation by an authorized translator in English or Romanian.

The requirements mentioned in the preceding paragraphs also apply adequately to prove the status of legal representative of the shareholder proposing the introduction of new items on the agenda of the general meeting of shareholders or asking questions to the issuer on items on the agenda of the general meeting shareholders

Special powers (for open vote and for secret ballot) can be obtained at the headquarters of the company from 19.03.2019 between 9<sup>00</sup> - 13<sup>00</sup> or can be downloaded from the company's website. A copy of the special power of attorney will be deposited at the Company's headquarters, Romanian or in English, until and including 18.04.2019, 09<sup>00</sup>, a copy to be made available to the representative so that he can prove this quality. Special powers may also be transmitted electronically with an extended electronic signature according to the law at the e-mail address [thrmareaneagra@yahoo.com](mailto:thrmareaneagra@yahoo.com).

Shareholders registered on the reference date have the opportunity to vote by correspondence, before the general meeting, by using the correspondence ballot form. The voting form can be obtained from 19.03.2019, from 9<sup>00</sup> to 13<sup>00</sup> at the registered office of the company or on the website [www.thrmareaneagra.ro](http://www.thrmareaneagra.ro).

The ballot papers by correspondence completed and signed, shall be enclosed in a sealed envelope: The form of the ballot paper with the updated correspondence for open vote shall be accompanied by the copy of the identity document (identity card / identity card for



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individuals, certified copy for conformity under the holographic signature of the holder , respectively registration certificate for legal entities, under the signature of the legal representative, until 18.04.2019, a 09.<sup>00</sup>, in sealed envelope with the clear written word, in capital letters: "FOR THE ORDINARY / EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS ON THE DATE 19/20.04.2019.

The ballot papers that are not received until the mentioned date cannot be taken into consideration for determining quorum or majority in the meetings of shareholders.

Correspondence ballots and special proxies will also be available in English on the company's website, starting 19.03.2019. Additional information can be obtained from the company's headquarters or at 0241.752.452 from 9.00 to 13.00.

In the event of non-fulfillment of the conditions for the validity of the meetings at the first convocation, the General Shareholders' Meetings are convened for the day of 20.04.2019, keeping the agenda, the time and the place of their work.

## **GENERAL MANAGER /PRESIDENT OF THE BOARD OF DIRECTORS**

Narcisa Georgiana Mosoiu

## **TECHNICAL MANAGER/VICE-PRESIDENT OF THE BOARD OF DIRECTORS**

Constantin Stănescu

## **ECONOMIC MANAGER / MEMBER OF THE BOARD OF DIRECTORS**

Mircea Cristian Gheorghe