



## S.C. TURISM, HOTELURI, RESTAURANTE MAREA NEAGRA S.A.

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Nr. Inregistrare Registrul Comertului Constanta: J13/696/1991, CIF: RO2980547,  
Cont IBAN: RO71 RNCB 0117 0151 6314 0001, Banca Comerciala Romana-Agentia Mangalia  
Capital social subscris si varsat : 57.894.993.9 lei

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

### DRAFT DECISION

#### **of the Ordinary General Meeting of Shareholders of SC THR Black Sea SA from 20.04.2015. 09.00**

The General Meeting of Shareholders of SC THR Black Sea SA, met on 20.04.2015, at the company's headquarters, in accordance with the published convener, under the law nr.31/1990 and the Article of Association, with a number of ... valid votes, representing ... shares and ... % of the share capital, decides :

**Art.1.** We approve the annual financial statements for the fiscal year 2014 based on the reports presented by the Administration Council and the financial auditor.

**Art.2.** We approve the distribution on destinations of net profit accomplished in fiscal year 2014 and the granting dividends in the total gross amount of 2,026,325 lei, representing a gross dividend of 0,0035 lei/share, as proposed by the Administration Council.

**Art.3.** We approve the consolidated financial statements on 31.12.2014, based on the reports presented by the Administration Council and the financial auditor.

**Art.4.** We approve the discharge of the administrators for the financial year 2014,

**Art.5.** We approve the remuneration of the administrators and the General Director according to the management contracts and mandate contracts.

**Art.6.** We approve the the company's administration by an Administration Council formed by 5 members.

**Art.7.** We approve the completion the Administration Council by choosing 2 members on the available positions by increasing the number of administrations from 3 to 5 persons, for a mandate equal to the already appointed administrators.

**Art.8.** We approve the establishing the ensurance's level of professional liability concerning the new elected ministrators.

**Art.9.** We approve the designation of the conventional trustee on behalf of the company in order to sign the Administration Contract with the new elected administrators.

**Art.10.** We approve the electing the financial auditor, establishing the proper honorarium regarding the auditor and also establishing the minimal duration of the audit contract.

**Art.11.** We approve the presentation, analysis and approval of the income and expenses Budget Project, of the investment program and the activity program for 2015.

**Art.12.** We approve the mortgage of the following real estates, in order to guarantee loans totaling 13,500,000 RON: Hotel Restaurant Lidia with adjoining land, Hotel Restaurant Brandusa with adjoining land, Hotel Restaurant Siret with adjacent land, Hotel Diana with adjoining land and the Hotel Restaurant Aida with adjoining land.

**Art.13.** We approve the date of 25.09.2015 as registration date for identifying shareholders who are affected by the decisions of the general meeting of shareholders, according to art.238 of Law no. 297/2004.

**Art.14.** We approve the date of 24.09.2015 as ex-date, according to art.2, letter f of NSC Regulation No.6/2009.

**Art.15.** We approve the date of 30.09.2015 as the date of payment according to art, 129.2 from NSC Regulation no. 1/2006.

**Art.16.** We approve the empowering of Mrs. Costina Zaberca- chief legal office and / or Mrs. Graur Ileana- legal advisor, alone or together, as they will find fit, for taking the necessary steps regarding the registration at the Trade Register and of the publication in the Official Gazette, the IV th Part, of the decisions adopted in the Ordinary General Meeting of Shareholders.

President of the Administrative Council,  
Ec.Radu Toia