



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

Sediul: Romania, Mangalia, str.Lavrion nr.29, jud.Constanta Tel:+40-241-752-452 Fax:+40-241-755-559
Nr. Inregistrare Registrul Comertului Constanta: J13/696/1991, CIF: RO2980547,
Cont IBAN: RO73BTRL01401202691185XX, Banca Transilvania Sucursala Constanta

www.thrmareaneagra.ro

SPECIAL MANDATE LEGAL ENTITIES

The undersigned S.C., with the registered office in, str., no., county , unique registration code, registered at the National Trade Register attached to the Court under the no., legally / conventionally represented (as applicable) by, in the position of, holding a number of shares, representing% from its share capital, which grants me a number of votes within the Ordinary General Meeting of Shareholders of S.C. THR Marea Neagra S.A. which will be held on 21.04.2016, 9.00 a.m., ., at the premises of the company, fixed for the first convocation, or on 22.04.2016 at the same hour and address, fixed for the second convocation, if the former cannot take place, I empower through this Ms./Mr., domiciled in identified with I.D. series no., Personal Identification Number....., to represent me in this general meeting and to exercise the voting right related to my holdings registered at the reference date in the Register of Shareholders, as follows:

The points from the agenda submitted to the vote In the General Meeting of Shareholders	For	Against	Abstain
1. Presentation, discussion and approval of the financial statements, for the fiscal year 2015, based on reports presented by the Board of Directors and the financial auditor.			
2. Approval of the distribution of the net profit, on destinations: 2.1 Coverage of uncovered loss from previous years, amounting to 11,289,509.54 lei, with the surplus achieved from savings of revaluation. 2.2 Net profit's distribution, in a value of 4.368.054, 21 lei, achieved from the fiscal year 2015, as follows: legal savings 284.393,68 lei, development fund 957.330,86 lei and dividends, in a total gross value of 3.126.329, 67 lei, representing a gross dividend of 0.0054 lei lei / share.			



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<p>3. Presentation, discussion and approval of the consolidated financial statements, on the date of 31.12.2015, based on the reports of the Board of Directors and the financial auditor.</p>			
<p>4. Discharge of the administrators' inventory, for the fiscal year 2015.</p>			
<p>5. Approval of the administrator remuneration and of the general director, according to the management contracts and mandate contracts.</p>			
<p>6. a) Presentation, analysis and approval of the income and expenses of the investment program and work program for 2016 year, as the Board of Directors request.</p>			
<p>b) Approval of the income and expenses of the investment program, as the SIF Transilvania decision draft.</p>			
<p>7. The election of a member of the Board of Directors, for a period equal to the difference of mandate that remained to be executed by the administrators in office, until the 19th of March 2019.</p>	Secret ballot		
<p>8. The appointment of conventional representative from the company to sign the management contract with the newly elected administrator.</p>			
<p>9. The approval of criteria and performance targets for 2016, Annex to the management contract and the contract of mandate</p>			
<p>10. Approval of the Lidia Hotel Restaurant real estate mortgage, with the related land, Cerna Hotel Restaurant,</p>			



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<p>with the related land, Sirena Hotel Restaurant, with the related land, Diana Hotel, with the related land and Balada Hotel Restaurant, with the related land, in order to guarantee a loan and extension of two lines of credit, totaling 15.200.000 lei.</p>			
<p>11. Approval of the strategy of development and reorganization of the company.</p>			
<p>12. Approval of the date of 17.08.2016, as registration date for identifying the shareholders, who will be affected by the decisions of the general meeting of shareholders, in accordance with art. 238 of Law no. 297/2004.</p>			
<p>13. Approval of the date of 16.08.2016, as former date, according to the art.2, f let., of the CNVM Regulation no. 6/2009.</p>			
<p>14. Approval of the date of 31.08.2016, as payment date, according to the dispositions of the art. 129.2, of the CNVM Regulation, no. 1/2006.</p>			
<p>15. Empowering Mrs.Costina Zaberca- head of the legal department and/or Mrs.Graur Ileana- legal advisor, alone or together, as they find fit to take the necessary steps, for the registration with the Trade Register and the publication in the Official Gazette, Part -IV, of the decisions adopted by the Ordinary General Meeting of Shareholders.</p>			



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* the vote will be expressed by marking an "X" in one box corresponding to the voting intention , respectively "For", "Against" or "Abstain", for each resolution separately.

Date _____

Stamp and Signature _____