



S.C. 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



CONVOCAȚION

The Board of Directors of the company THR Marea Neagra S.A. with headquarters in Mangalia, 29 Lavrion Street, Constanța county, having J13/696/1991, C.U.I. RO2980547, in accordance with Law no. 31/1990, Law no. 24/2017, FSA (Financial Supervisory Authority) Regulations and with the provisions of the Constitutive Act, met on 09.11.2023;

Convenes the Extraordinary General Meeting of Shareholders on 12.12.2023, at 11.00, at the company headquarters, with the following agenda:

1. The election of the meeting secretariat consisting of Dragos Calin, Rosu Bogdan-Nicolae and Zaberca Costina, with the identification data available at the company's headquarters, in charge of verifying the presence of shareholders, fulfilling the formalities required by law and the Constitutive Act for holding the general meeting, counting the votes cast during the meeting of the general assembly and drawing up the minutes of the meeting.

2. Approval of the partial, asymmetric division, in the interest of the shareholders, without dissolution of the company THR Marea Neagra SA, according to the provisions of art. 2501 (a) from Law no. 31/1990 and the express ratification of all the actions and decisions of the Company and the Board of Directors, taken in connection with the division operation, as presented in the Report of the administrators drawn up in accordance with art. 243² paragraph (1) of Law no. 31/1990.

3. Approval of the Project for the division of the company THR Marea Neagra SA published on the web page of the Trade Registry Office attached to the Constanța Court and on the web page of the company as from 09.11.2023.

4. Approval for the division of the Company to be carried out based on the financial statements drawn up on 31.12.2022, audited by the financial auditor BDO Audit SRL, representing the reference date of the division according to the Division Project, with the appropriate application of the relevant legal provisions.

5. Approval of the transfer in the interest of the shareholders of a part of the Company's patrimony representing the assets and liabilities of T.H.R. Marea Neagra S.A., to the "Beneficiary Company" Hoteluri Restaurante Sud SA which is to be established as a result of the division, as it appears from the name reservation issued by the National Office of the Trade Register, pursuant to art. 2501 in conjunction with art. 238 and the following of Law no. 31/1990 and approving the effects of the division, according to the Division Project.

6. Approval of the effective date of the division as the date of registration with the Trade Register of the new company Hoteluri Restaurante Sud SA, the "Beneficiary Company" established following the division, in accordance with the provisions of art. 249 (a) from Law no. 31/1990 of commercial companies.

7. Approval of the price to be paid by THR Marea Neagra SA to the shareholders who will exercise their right of withdrawal under the conditions of art. 134 of Law no.31/1990, respectively the amount of 0.4414 lei/share, established in accordance with the ANEVAR (National Association of Romanian Valuers) National Standards through the Evaluation Report no. 886/26.10.2023 prepared by the expert evaluator Darian DRS S.A. identified with ANEVAR ID no. 15355 and FSA ID no. PJR16EVPJ/120011, appointed by Conclusion no. 19289/01.08.2023 of the Trade Registry Office attached to the Constanța Court, in file no. 83048/31.07.2023, for estimating the value of the Company's shares according to art. 92 of Law no. 24/2017.

8. Approval of the reduction of the Company's share capital as a result of the implementation of the division, thus, the share capital of T.H.R. Marea Neagra will be reduced by 25,044,849 lei, from 57,600,848.7 lei, to 32,555,999.7 lei, by canceling a number of 250,448,490 shares. The fully subscribed and paid-up social capital is 32,555,999.7 lei consisting of 19,296,456.7 lei contribution in kind and 13,259,543 lei contribution in cash.

9. Approval of the amendment of art. 7 (1) of the Constitutive Act of THR Marea Neagra SA, which will have the following wording: "Art. 7(1) The subscribed and paid-up capital is 32,555,999.7 lei consisting of a contribution in kind of 19,296,456.7 lei and a cash contribution of 13,259,543 lei and is divided into 325,559,997 dematerialized registered shares, each in the amount of 0.10 lei" and the approval of the updated Constitutive Act of THR Marea Neagra SA as a result of the asymmetric partial division and the reduction of the share capital.

10. Approval of the Constitutive Act of the "Beneficiary Company" Hoteluri Restaurante Sud SA.

11. Approval of the mandate of the sole administrator of the Beneficiary Company - Rosu Bogdan Nicolae, with the identification data available at the company's headquarters, as in the name and on behalf of the shareholders to sign the Constitutive Act of the company Hoteluri Restaurante Sud SA, as well as any other documents that subscribe to the establishment of this company.

12. Approval of the power of attorney of Mrs. Ichim Mihaela, president of the company's Board of Directors, with the possibility of submandating third parties, to sign in the name and on behalf of the shareholders of THR Marea Neagra SA, the adopted resolutions of the EGMS(Extraordinary General Meeting of the Shareholders), the company's updated Articles of Association as well as any other documents necessary for carrying out all the legal formalities for the registration, publication, opposition and execution of the decisions adopted by the Extraordinary General Meeting of Shareholders, including, but not limited to, filing, receiving documents, any completion of the necessary documents for the establishment of the Beneficiary Company, mandate granted in relation to the Trade Register, the Official Gazette of Romania and any public or private entity involved, so that the purpose of the Division Project and the Resolutions of the Extraordinary General Meeting of Shareholders is fulfilled.

13. Approval of the date of 11.04.2024 as the registration date for the identification of the shareholders on whom the effects of the decisions of the general meeting of shareholders are reflected, of the date of 10.04.2024 as ex-date and 12.04.2024 - the date of payment.

14. Giving discharge of the members of the Board of Directors and the executive management, for the activity carried out in 2022.

At the General Meeting of Shareholders, only shareholders registered in the Company's Shareholder Register on **04.12.2023**, established as **the reference date**, will be able to participate and vote.

On the date for which the convocation is made, the share capital of THR Marea Neagra S.A. is 57,600,848.70 lei and is divided into 576,008,487 registered and dematerialized shares with a nominal value of 0.10 lei, each share giving the right to one vote at the general meeting of shareholders.

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 resolution proposed for adoption by the general assembly, by 25.11.2023 at the latest.

b) to present draft decisions for the items included or proposed to be included on the agenda of the general assembly, by 25.11.2023 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 headquarters, with the mention written clearly, in capital letters: "For the Extraordinary General Meeting of Shareholders of 12/13.12.2023".

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, as from 09.11.2023, on the days working hours, between 9.00 and 13.00.

Shareholders registered in the shareholders' register on the reference date may participate in the General Meeting of Shareholders directly, may be represented by other persons, or may vote by mail or by electronic means.

The shareholders registered on the reference date can participate and vote at the General Meeting of Shareholders directly or can be represented by persons other than the shareholders, based on a special or general power of attorney, drawn up in accordance with the provisions of Law no. 24/2017 and the FSA Regulation. no. 5/2018. Shareholders, legal entities or entities without legal personality that participate in the General Meeting of Shareholders through a person other than the legal representative, will compulsorily use a special or general power of attorney, as the case may be, under the conditions mentioned above. The shareholders will complete and sign the special powers of attorney in three original copies: one for the shareholder, one for the representative and one for the company.

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 (1) point 20 of Law no. 24/2017 or a lawyer. Shareholders cannot be represented in the General Meeting of Shareholders based on 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 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 legal entities shareholders 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 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 certifying the legal representative capacity of the legal person shareholder will be issued after 01.12.2023. 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.

The special power of attorney forms can be obtained at the company's headquarters as from 10.11.2023, between 09.00 and 13.00 or they can be downloaded from the company's website. A copy of the special power of attorney will be submitted to the company's headquarters, in Romanian or English, up to and including 10.12.2023, 11.00 a.m., a copy will be made available to the representative, so that he can prove it quality. Powers of attorney can also be sent electronically with an extended electronic signature according to the law to the e-mail address office@thrmareaneagra.ro

Shareholders registered on the reference date have the opportunity to vote by mail, before the general meeting, by using the ballot form by mail. The ballot form can be obtained, as from 10.11.2023, between 09.00 and 13.00 at the company's registered office or on the website www.thrmareaneagra.ro.

In the case of voting by mail, the completed and signed ballot, respectively the registration certificate in the case of legal entities, under the signature of the legal representative, with initials applied, can be sent to the company's headquarters, in Romanian or English, until the date of 10.12.2023, 11.00 a.m., in a sealed envelope, clearly written in capital letters: "For the Extraordinary General Meeting of Shareholders of 12/13.12.2023".

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 EGMS meeting, mentioning in the subject: "for the Extraordinary General Meeting of Shareholders of 12/13.12.2023".

Ballots that are not received by 10.12.2023, 11.00 a.m., cannot be considered for determining the quorum and majority in the general meeting.

The postal ballot forms and special powers of attorney will also be available in English, on the company's website, as from 11.11.2023.

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 meetings of shareholders are convened for 13.12.2023, with the maintenance of the agenda, time and place of their work.

The Bord of Directors
through the President Ichim Mihaela