

**ARTICLES OF INCORPORATION  
OF THE COMPANY HOTELURI RESTAURANTE SUD S.A.**

**Art. 1 CONTRACTING PARTIES/FUNDING SHAREHOLDERS**

1. TRANSILVANIA INVESTMENTS ALLIANCE S.A., with registered office in Brasov municipality, 2 Nicolae Iorga street, Brasov county, registered at the Trade Register under no. J08/3306/92, with CUI RO3047687, legally represented by its Chief Executive Director- Mr. Roșca Radu - Claudiu
2. MAMAIA NORTH INVESTMENTS S.A., with registered office in Constanța municipality, 144 Aurel Vlaicu boulevard, Phoenix Resort, office no.1 B.A., Constanta county, registered at the Trade Register of Constanta under no. J13/3754/2017, with CUI RO 38515950, legally represented by .....
3. CONSULTING & CONSTRUCTION INVESTMENTS S.A., with registered office in Constanta municipality, 144 Aurel Vlaicu boulevard, Lot 2, C22, Constanta county, registered at the Trade Register of Constanta under no. J13/7142/2004, with C.U.I. RO 16644776, legally represented by .....

**Art. 2 LEGAL FORM**

The Commercial Company "HOTELURI RESTAURANTE SUD" S.A. is a Romanian legal company, having the legal form of a joint-stock company, in accordance with the provisions of Law 31/1990, republished.

It operates in accordance with the laws of Romania, its status being regulated by Romanian law and by its articles of incorporation.

**Art. 3 NAME OF THE COMPANY**

The company will be named HOTELURI RESTAURANTE SUD S.A.

The registered office of the company will be in Mangalia municipality, 29 Lavrion Street, Office no. 1, Mangalia, Constanta county.

The registered office of the company may be moved to any place in the country, in compliance with the legal provisions. In any document, letter or publication issued by the

company, the name, legal form, registered office, registration number in the Trade Register and unique registration code must be mentioned.

Depending on needs and opportunities, the sole administrator may establish or close subsidiaries, branches, agencies, representative offices and work points in localities in the country and/or abroad, in compliance with the legal requirements regarding authorization and publicity.

#### **Art. 4 OBJECT OF ACTIVITY**

The main field of activity is:

##### **68 Real estate transactions**

##### **682 Renting and subletting of own or leased real estate**

having as **main activity**:

##### **6820 Renting and subletting of own or leased real estate**

Secondary activities: according to codification (Order 337/2007) Rev. Caen (2)

1011 - Processing and preserving of meat

1012 - Processing and preserving of poultrymeat

1013 - Manufacture of meat products (including poultry meat)

1020 - Processing and preserving of fish, crustaceans and molluscs

1031 - Processing and preserving of potatoes

1032 - Manufacture of fruit and vegetable juices

1039 - Processing and preserving of fruit and vegetables

1051 - Manufacture of dairy products and cheese

1052 - Manufacture of ice cream

1071 - Manufacture of bread; manufacture of cakes and fresh pastry goods

1072 - Manufacture of rusks and biscuits; manufacture of preserved pastry goods and cakes

1073 - Manufacture of macaroni, noodles, couscous and similar farinaceous products

1082 - Manufacture of cocoa products, chocolate and sugar confectionery

1084 - Manufacture of condiments and seasonings

1085 - Manufacture of prepared meals and dishes

1086 - Manufacture of homogenised food preparations and dietetic food

1089 - Manufacture of other food products n.e.c.

1101 - Distilling, refining and blending of alcoholic beverages

1102 - Manufacture of wine from grapes

1105 - Brewing

1107 - Manufacture of soft drinks; production of mineral waters and other bottled waters

3312 - Repair of machinery

3511 - Production of electricity

3513 - Electricity distribution

3514 - Electricity marketing

3530 - Steam and air conditioning supply

3600 - Water collection, treatment and distribution

4110 - Real estate development (promotion)

4120 - Construction work on residential and non-residential buildings

4211 - Road and motorway construction works

4212 - Surface and underground railway construction works

4213 - Construction of bridges and tunnels

4221 - Construction works of utility projects for fluids

4222 - Construction work on utility projects for electricity and telecommunications

4291 - Hydrotechnical constructions

4299 - Construction work for other engineering projects n.e.c.

4311 - Demolition of buildings

4312 - Site preparation works

4313 - Building drilling and boring work

4321 - Electrical installation works

4322 - Plumbing, heating and air-conditioning works

4329 - Other building installation work

4331 - Plastering work

4332 - Carpentry and joinery work

4333 - Wall tiling and cladding works

4334 - Painting, painting and glazing work

4339 - Other finishing work

4391 - Roofing, roofing and terracing work on buildings

4399 - Other special construction works, etc.

4511 - Sale of cars and light motor vehicles (under 3.5 tonnes)

4519 - Sale of other motor vehicles

4520 - Maintenance and repair of motor vehicles

4531 - Wholesale trade of motor vehicle parts and accessories

4532 - Retail sale of motor vehicle parts and accessories

4540 - Sale of motorcycles and related parts and accessories; maintenance and repair of motorcycles

4611 - Agents involved in the sale of agricultural raw materials, live animals, textile raw materials and semi-finished goods

4612 - Agents involved in the sale of fuels, ores, metals and chemical products for industry

4613 - Agents involved in the sale of wood and building materials

4614 - Agents involved in the sale of machinery, industrial equipment, ships and boats

4615 - Agents involved in the sale of furniture, household goods and ironmongery

4616 - Agents involved in the sale of textiles, fur, footwear and leather goods

4617 - Agents involved in the sale of food, beverages and tobacco products

4618 - Agents involved in the sale of goods of a specific character, n.e.c.

4619 - Agents involved in the sale of other products

4622 - Wholesale of flowers and plants

4631 - Wholesale of fruit and vegetables

4632 - Wholesale of meat and meat products

4633 - Wholesale of dairy products, eggs, edible oils and fats

4634 - Wholesale of beverages

4635 - Wholesale of tobacco products

4636 - Wholesale of sugar, chocolate and sugar confectionery

4637 - Wholesale of coffee, tea, cocoa and spices

4638 - Specialized wholesale trade of other food, including fish, crustaceans and molluscs

4639 - Non-specialized wholesale of food, beverages and tobacco

4641 - Wholesale of textiles

4642 - Wholesale of clothing and footwear

4643 - Wholesale of electrical household appliances, radios and lifts

4644 - Wholesale of ceramic, glassware, and household goods

4645 - Wholesale of cosmetic and toilet preparations and perfumery

4646 - Wholesale of pharmaceutical goods

4647 - Wholesale of furniture, carpets and lighting equipment

4648 - Wholesale of watches, clocks and jewellery

4649 - Wholesale of other household goods

4651 - Wholesale of computers, peripheral equipment and software

4652 - Wholesale of electronic and telecommunications components and equipment

4661 - Wholesale of agricultural machinery, equipment and supplies

4662 - Wholesale of machinery and equipment

4663 - Wholesale of mining and construction machinery

4664 - Wholesale of machinery for the textile industry and of sewing and knitting machines

4665 - Wholesale of office furniture

4666 - Wholesale of other office machinery and equipment

4669 - Wholesale of other machinery and equipment

4671 - Wholesale of solid, liquid and gaseous fuels and related products

4672 - Wholesale of metals and metal ores

4673 - Wholesale of wood, building materials and sanitary equipment

4674 - Wholesale of plumbing and heating equipment and supplies

4690 - Non-specialized wholesale trade

4711 - Retail sale in non-specialized stores, with food, beverages and tobacco predominating

4719 - Retail sale in non-specialized stores, selling mainly non-food products

4721 - Retail sale of fresh fruit and vegetables in specialised stores

4722 - Retail sale of meat and meat products in specialised stores

4723 - Retail sale of fish, crustaceans and molluscs in specialised stores

4724 - Retail sale of bread, pastry, cakes, confectionery and sugar confectionery in specialized stores

4725 - Retail sale of beverages in specialised stores

4726 - Retail sale of tobacco products in specialised stores

4729 - Retail sale of other food products in specialised stores

4741 - Retail sale of computers, computer peripherals and software in specialised stores

4742 - Retail sale of telecommunications equipment in specialised stores

4743 - Retail sale of audio/video equipment in specialised stores

4751 - Retail sale of textiles in specialised stores

4752 - Retail sale of ironmongery, glassware and paintwork in specialized stores

4753 - Retail sale of carpets, rugs, tapestries and other floor coverings in specialised stores

4754 - Retail sale of electrical household goods in specialised stores

4759 - Retail sale of furniture, lighting equipment and household articles n.e.c. in specialised stores

- 4761 - Retail sale of books in specialised stores
- 4762 - Retail sale of newspapers and stationery in specialized stores
- 4763 - Retail sale of discs and magnetic tapes, whether or not incorporating audio or video tapes, in specialized stores
- 4764 - Retail sale of sports equipment in specialised stores
- 4765 - Retail sale of games and toys in specialized stores
- 4771 - Retail sale of clothing in specialised stores
- 4772 - Retail sale of footwear and leather goods in specialised stores
- 4775 - Retail sale of cosmetic and toilet articles in specialised stores
- 4776 - Retail sale of flowers, plants and seeds; retail sale of pet animals and pet feeds in specialised stores
- 4777 - Retail sale of watches, clocks and jewellery in specialised stores
- 4778 - Retail sale of other new goods in specialised stores
- 4779 - Retail sale of second-hand goods through stores
- 4781 - Retail sale of food, beverages and tobacco products via stalls, kiosks and markets
- 4782 - Retail sale of textiles, clothing and footwear via stalls, kiosks and markets
- 4789 - Retail sale via stalls, kiosks and markets of other products
- 4791 - Retail sale via mail order houses or via Internet
- 4799 - Retail sale not in shops, stalls, kiosks and markets
- 4931 - Urban, suburban and underground passenger transport
- 4932 - Taxi transport
- 4939 - Other passenger land transport n.e.c.
- 4941 - Freight transport by road
- 4942 - Removal services
- 5210 -Warehousing
- 5221 - Supporting service activities for land transportation
- 5224 - Handlers
- 5320 - Other postal and courier activities
- 5510 - Hotels and similar accommodation facilities
- 5520 - Holiday and short-stay accommodation facilities
- 5530 - Caravan parks, camping sites and campsites
- 5590 - Other accommodation services
- 5610 - Restaurant
- 5621 - Event catering activities

5629 - Other food services n.e.c.  
5630 - Bars and other drinking activities  
5811 - Book publishing activities  
5812 - Editing activities of guides, compendia, mailing lists, etc.  
5813 - Newspaper publishing activities  
5814 - Publishing activities of periodicals  
5819 - Other publishing activities  
5821 - Computer game publishing activities  
5829 - Editing activities of other software products  
5920 - Sound recording and music publishing activities  
6010 - Radio broadcasting activities  
6020 - Television broadcasting activities  
6110 - Telecommunications activities via wireless networks  
6120 - Telecommunications activities via wireless networks (except satellite)  
6130 - Satellite telecommunications activities  
6190 - Other telecommunications activities  
6201 - Custom software development activities (client-oriented software)  
6203 - Management and operation of computing equipment  
6209 - Other information technology service activities  
6311 - Data processing, web administration and related activities  
6312 - Web portal activities  
6399 - Other computer service activities n.e.c.  
6420 - Activities of holding companies  
6430 - Mutual funds and similar financial entities  
6492 - Other lending activities  
6499 - Other financial intermediation n.e.c.  
6612 - Financial intermediation activities  
6619 - Activities auxiliary to financial intermediation, except insurance and pension  
funding activities  
6810 - Buying and selling of own real estate  
6820 - Renting and subletting of own or leased real estate  
6832 - Management of real estate on a fee or contract basis  
7120 - Technical testing and analysis activities  
7311 - Activities of advertising agencies  
7312 - Media representation services

- 7410 - Specialized design activities
- 7420 - Photographic activities
- 7490 - Other professional, scientific and technical activities n.e.c.
- 7711 - Renting and leasing activities of passenger cars and light motor vehicles  
(without leasing)
- 7712 - Renting and leasing activities of heavy motor vehicles (except leasing)
- 7732 - Renting and leasing activities of construction machinery and equipment  
(except leasing)
- 7911 - Travel agency activities
- 7912 - Tour operator activities
- 7990 - Other tourist reservation and assistance services
- 8020 - Security systems service activities
- 8110 - Combined support service activities
- 8121 - General cleaning of buildings
- 8122 - Specialised cleaning activities
- 8129 - Other cleaning activities
- 8219 - Photocopying, document preparation and other specialized secretarial  
activities
- 8220 - Activities of call centres
- 8230 - Activities of organizing exhibitions, fairs and congresses
- 8291 - Activities of collection agencies and credit reporting bureaus (offices)
- 8299 - Other business support service activities n.e.c.
- 8532 - Secondary, ethnic or vocational education
- 8551 - Sports and recreational education
- 8552 - Cultural education (foreign languages, music, theatre, dance, fine arts, etc.)
- 8559 - Other education n.e.c.
- 8610 - Hospital care activities
- 8621 - General medical practice activities
- 8622 - Specialized health care activities
- 8690 - Other human health activities
- 8710 - Activities of nursing homes
- 8790 - Other social work activities with accommodation n.e.c.
- 9001 - Performing arts activities (performances)
- 9002 - Support activities for artistic performances (performances)
- 9003 - Creative arts activities



- 9004 - Theatre management activities
- 9200 - Gambling and betting activities
- 9311 - Activities of sports centres
- 9312 - Activities of sports clubs
- 9313 - Activities of fitness centres
- 9319 - Other sporting activities
- 9321 - Amusement arcades and amusement parks
- 9329 - Other amusement and recreation n.e.c.
- 9511 - Repair of computers and peripheral equipment
- 9512 - Repair of communication equipment
- 9523 - Repair of footwear and leather goods
- 9529 - Repair of personal and household goods n.e.c.
- 9601 - Washing and (dry-)cleaning of textile and fur products
- 9602 - Hairdressing and other beauty treatment activities
- 9604 - Body maintenance activities
- 9609 - Other service activities n.e.c.

#### **Art. 5 SHARE CAPITAL**

The share capital of the company is 25.044,849 lei, subscribed and fully paid, cash contribution, taken over from the divided company Turism Hoteluri Restaurante Marea Neagra SA and is divided into 250.448,490 shares with a nominal value of 0,10 lei each. The company's shares are registered shares in dematerialized form.

#### **Art. 6 CONTRIBUTION TO SHARE CAPITAL**

- a) **TRANSILVANIA INVESTMENTS ALLIANCE S.A. BRASOV-** contribution 22.694.293,60 lei, representing 226.942.936 shares, full cash contribution, representing a percentage of 90,615 % of the total share capital;
- b) **MAMAIA NORTH INVESTMENTS S.A.** - contribution of 2.104,000.00 lei, representing 21.040.000 shares, full cash contribution, representing 8.401% of the total share capital;
- c) **CONSULTING & CONSTRUCTION INVESTMENTS S.A.** - contribution 246.555.40 lei, representing 2.465.554 shares, full cash contribution, representing 0.984% of the total share capital;

## **Art. 7 CHANGES IN SHARE CAPITAL**

The share capital can be increased by:

- the issue of new shares;
- increasing the nominal value of existing shares.

The increase of the share capital may also be made by contribution in kind, in compliance with the legal conditions.

Share capital can be reduced by:

- reduction in the number of shares;
- reduction of the nominal value of the shares;
- the acquisition of own shares, followed by their cancellation.

Share capital can also be reduced, when the reduction is not motivated by losses, by:

- total or partial exemption of the shareholders from the payment of the due instalments;
- the return to the shareholders of a part of the contributions, proportional to the capital reduction and calculated equally for each share;
- other procedures provided by law.

The shares issued by increasing the share capital shall be offered for subscription first to the other shareholders, in proportion to the number of shares they hold and with the obligation that they exercise their preference rights within the term decided by the general meeting of shareholders.

## **3**

## **Art. 8 ACTIONS**

The total subscribed share capital is divided into 250.448.490 registered shares in dematerialized form, with a value of 0,10 lei each, being divided as follows by shareholders:

- 1) TRANSILVANIA INVESTMENTS ALLIANCE S.A. BRASOV owns 226.942.936 shares;
- 2) MAMAIA NORTH INVESTMENTS S.A holds a total of 21.040.000 shares.
- 3) CONSULTING & CONSTRUCTION INVESTMENTS S.A. holds a total of 2.465.554 shares;

All shares issued by the company are registered, dematerialised and indivisible.

Each shareholder holds a number of registered shares corresponding to the subscribed share capital.

Shares have equal value and give holders equal rights. The share capital may not be increased and new shares may not be issued until the previous issue has been fully paid up.

The transfer of shares is carried out in accordance with the legal provisions.

Every share gives the right to one vote in the general meeting.

#### **Art. 9 MANAGEMENT AND REPRESENTATION OF THE COMPANY**

The company is managed by a sole administrator. Administrator of the company is appointed Mr. Rosu Bogdan - Nicolae, Romanian citizen, married, born on 27.11.1980, in Slatina municipality, Olt county, domiciled in Bucharest municipality, Sector 1, 341 Ion Mihalache boulevard, staircase A, 2<sup>nd</sup> floor, ap. 6, identified with identity card series RX, no. 823073, issued by S.P.C.E.P. Sector 1, on 03.12.2015, valid until 27.11.2025, with personal code 1801127284547.

The term of office of the administrator is 2 years. The administrator has full powers.

The sole administrator may complete and restrict the secondary object of activity, and the modification of the main object of activity can only be done by resolution of the shareholders.

The Administrator appoints the Managing Director, the Administrator may also be the Managing Director with the approval of the AGM.

The Managing Director may decide to hire executive directors. The operations of the company may be carried out by one or more executive directors, who shall be officers of the company and may not be directors.

#### **Art. 10 GENERAL MEETING**

The supreme governing body of the company is the general meeting of shareholders of the company.

General meetings are ordinary and extraordinary. They shall be held at the registered office of the company or at the place fixed in the convocation.

The ordinary general meeting of shareholders shall meet at least once a year, not later than five months after the end of the financial year. The powers of the ordinary meeting are those provided for in Article 111 of Law 31/1990 republished. The presence of shareholders representing at least one-fourth of the share capital is necessary for the validity of the deliberations, and the resolutions are taken by a majority of the votes cast.

If the Ordinary General Meeting cannot work due to the non-fulfilment of the conditions provided for in the previous paragraph, the meeting to be convened at a second convocation may deliberate on the items on the agenda of the first meeting, regardless of the quorum present, taking decisions by a majority of the votes cast.

The extraordinary general meeting of shareholders may be convened by the persons provided for by law, whenever situations expressly provided for therein arise (Article 113 of Law 31/1990 republished).

For the validity of the deliberations of the Extraordinary General Meeting of Shareholders, the presence of shareholders holding at least one fourth of the total number of voting rights is required at the first convocation, and at subsequent convocations, the presence of shareholders representing at least one fifth of the total number of voting rights.

Resolutions are passed by a majority of votes held by shareholders present or represented. A decision to change the main object of activity of the company, to reduce or increase the share capital, to change the legal form, to merge, to split up or to dissolve the company shall be taken by a majority of at least two thirds of the voting rights held by the shareholders present or represented.

Shareholders representing the entire share capital may, if none of them objects, hold a general meeting and take any resolution within its competence, without complying with the formalities required by law for its convening.

At general meetings, shareholders may be represented by persons other than those who are shareholders, in accordance with the law.

Each paid share entitles you to one vote. The exercise of voting rights is suspended for shareholders who are not up to date with payments when due.

Decisions shall be taken by open vote, except those concerning the election and revocation of administrators and auditors as well as the responsibility of administrators which shall be taken by secret vote.

Shareholders who do not agree with the resolutions taken by the general meeting concerning the change of the main object of activity, the change of the registered office or the form of the company have the right to withdraw from the company and to obtain the consideration for the shares they hold.

#### **Art. 11 AUDITORS**

The company will have three auditors and one alternate auditor. Their term of office is three years and they may be re-elected. The members of the board of auditors are:

1. Bogdan Ivascu - residing at ..... ID .....
2. Stancu George Cosmin - residing in ....., ID.....
3. Esanu Daniela - residing in ..... ID.....

ALTERNATE AUDITOR:

Negrila Gabriel Darie - residing in ..... ID.....

The auditors will execute their mandate personally.

The auditors are obliged to supervise the management of the company, to check whether the financial statements are legally drawn up and in accordance with the books, whether the latter are kept regularly and whether the valuation of the assets and liabilities has been made in accordance with the rules established for the preparation and presentation of financial statements. They shall also perform other duties prescribed by law in accordance with the conditions laid down by law.

#### **Art. 12 COMPANY REGISTERS**

The company shall keep records of shares and shareholders in a register in which the identification data of the shareholders, the number of shares held and the payments made are mentioned. The company shall keep all the registers provided for in Article 177 of Law 31/1990.

#### **Art. 13 ACCOUNTING EVIDENCE**

The company hereby incorporated, as a trader, is legally obliged to organize and conduct its own accounts.

The balance sheet and profit and loss account shall be prepared in accordance with the law.

#### **Art. 14 DURATION OF COMPANY**

The company is established for an indefinite period of time, starting from the date of registration in the Trade Register.

#### **Art. 15 BENEFITS AND LOSSES**

Profits and losses will be divided among the shareholders of the company in proportion to the participation in the share capital.

#### **Art. 16 FINANCIAL STATEMENT**

The financial year begins on January the 1<sup>st</sup> and ends on December the 31<sup>st</sup> each year.

For the first year of activity, the financial year begins on the date of registration of the company in the Trade Register, and for the last year, it ends on the date of deregistration from the Trade Register.

#### **Art. 17 AMORTIZATION OF FIXED ASSETS**

The administrator of a company shall establish, according to the law, the way of depreciation of fixed assets, in compliance with the legal provisions in force.

#### **Art. 18 INSURERS**

The administrator of the company shall order the insurance of goods for which the law provides for their obligation. For goods for which insurance is optional, the administrator of a company shall order for which of them insurance shall be effected.

#### **Art. 19 COMPANY STAFF**

Employment contracts to be concluded with employees of the company shall be signed by the administrator of the company or his authorized representative.

Salary, tuition, calculation and payment of salary obligations to the budget, will be established by the administrator or his delegate, in compliance with the legal conditions in this matter.

#### **Art. 20 WINDING UP AND LIQUIDATION OF THE COMPANY**

The company will be dissolved in the following cases:

- the impossibility of achieving the object of activity;
- bankruptcy;
- the decision of the shareholders;
- other cases provided for by law;

The liquidation of the company shall be carried out in accordance with the legal provisions.

#### **Art. 21 MERGER AND DIVISION OF COMPANIES**

Merger with other companies or to other companies and division will be made in compliance with the legal provisions.

#### **Art. 22 OTHER CLAUSES**

The regulations contained in these Articles of Incorporation shall be supplemented by the corresponding legal provisions.

Any amendment to the articles of incorporation shall be made under the conditions and in accordance with the legal procedure.

In fulfilling their obligations, the shareholders of the company shall act in good faith.

**SHAREHOLDERS:**

**TRANSILVANIA INVESTMENTS ALLIANCE S.A.**

**MAMAIA NORTH INVESTMENTS S.A.**

**CONSULTING & CONSTRUCTION INVESTMENTS S.A.**

The undersigned Visan Denisa, certified interpreter and translator for English language, by force of Licence no. 14834 of 05.12.2005, issued by the Ministry of Justice in Romania, hereby certify the accuracy of the translation made from Romanian into English language, that the text presented has been translated completely, without omissions, and that the translation does not alter the content and meaning of the text.

CERTIFIED INTERPRETER AND TRANSLATOR