

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

Head office: Romania, Mangalia, 29 Lavrion Street, Constanta County, tel.: +40-241-752-452;
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No. registration at Trade Register Constanta: J13/696/1991, CIF: RO2980547,
IBAN account: RO71 RNCB 0117 0151 6314 0001, Romanian Trade Bank- Mangalia subsidiary
Social subscribed and paid upcapital: 57.600.848,70lei

www.thrmareaneagra.ro

To:
Bucharest Stock Exchange
Financial Supervisory Authority

CURRENT REPORT according to Law no.24 / 2017 on issuers of financial instruments and market operations and the ASF Regulation no. 5/2018

Date of report: **24.08.2022**

Name of issuers: **TURISM , HOTELURI , RESTAURANTE MAREA NEAGRA S.A.**

Headquarters : Lavrion Street no. 29, Mangalia , Constanta County

Telephone/fax : 0241 75 24 52; 0241 75 55 59

Trade register No: J13/696/1991

Sole registration number at the Trade Register Office : RO 2980547

Subscribed and paid capital: 57.600.848,70 lei

Regulated market on which the issued shares are traded : **Bucharest Stock Exchange**

Important event to be reported: Convening OGMS

The Administration Council of THR Marea Neagra SA inform supervisors of the Capital Market shareholders and potential investors about convening Ordinary General Meeting of Shareholders for the date of **29.09.2022** at the first convocation and **30.09.2022** at the second convocation.

We present the full text of the convocation:

CONVENING

The Administration Council of **THR Marea Neagră S.A.**, with the head office in Mangalia city, no. 29 Lavrion street, Constanța county, with J13/696/1991, C.U.I. RO2980547, according to the Law no. 31/1990, with subsequent changes and additions, of Law no. 24/2007, ASF Regulation issued in their application and the provisions of the Articles of Incorporation of the company, gathered at 24.08.2022;

Taking into account the address transmitted at the date of 03.08.2022 of the shareholder Madar Horea, who owns a number of 29.545.800 shares, representing 5,12 % of the social capital of the company, through which is demanded the convening of AGA based on the art. 119 par. (1) of Law 31/1990 with the following agenda:

1. Information concerning the manner in which it was accomplished the Shareholders' decision no. 4 at the date of 11.08.2020 art. 5 by which "It is approved the naming of an independent assessor, internationally certified, to effect an assessment of the assets of the company in view of establishing their business potential and identifying existent synergies between the assets in the same tourism area. The publication of the assessment report/s will be made on the website of the company."

2. Information concerning the assessment reports of the assets that determined the result of the account of profit and loss at 31.12.2021 in the written form. The publication of the assessment reports of the tangible assets of the company will be made on the website of the company and it will comprise at least the Denomination of the asset, its localization, the value determined after the assessment, the method used for assessment, manner of administration (direct/indirect) or outside the exploitation.

3. Approving the administration strategy of the assets of the company, comprising all the assets of the company, at least as they are detailed on work points according to art. 2 par.3 of the Articles of Incorporation, the manner of their administration and any other information considered necessary and useful in supporting the proposed strategy.

Conveys the Ordinary Meeting of the Shareholders at the date of 29.09.2022, hour 12.00 at the head office of the company, with the following agenda:

1. Information concerning the manner in which it was accomplished the Decision of the shareholders no. 4 at the date of 11.08.2020 art.5 by which It is approved the naming of an independent assessor, internationally certified, to effect an assessment of the assets of the company in view of establishing their business potential and identifying existent synergies between the assets in the same tourism area. The publication of the assessment report/s will be made on the website of the company."

2. Information concerning the assessment reports of the assets that determined the result of the account of profit and loss at 31.12.2021 in the written form. The publication of the assessment reports of the tangible assets of the company will be made on the website of the company and it will comprise at least the Denomination of the asset, its localization, the value determined after the assessment, the method used for assessment, manner of administration (direct/indirect) or outside the exploitation.

3. Approving the administration strategy of the assets of the company, comprising all the assets of the company, at least as they are detailed on work points according to art. 2 par.3 of the Articles of Incorporation, the manner of their administration and any other information considered necessary and useful in supporting the proposed strategy.

4. Designating the person empowered to effect the legal publicity forms for accomplishing the adopted decision.

At the General Meeting of the Shareholders will participate and vote only the shareholders registered in the Shareholder Register at the date of **15.09.2022**, set out as **reference date**.

At the date of call, the share capital of S.C. THR Marea Neagră S.A. is of 57.600.848,70 lei and is divided in 576.008.487 nominal and dematerialized shares with a nominal value of 0,10 lei, each share giving the right to a vote within the shareholders' general meeting.

The shareholders representing, individually or together, at least 5% of the share capital, have the right:

a) *to introduce new points* on the agenda of the general meeting, if any point is accompanied by a justification or a decision draft proposed for adoption by the general meeting, until the date of 10.09.2022

b) *to present decision projects for the points included or proposed* to be included on the agenda of the general meetings, not later than 10.09.2022

Every shareholder is entitled to ask questions about the matters on the agenda of the general meeting. The company can respond inclusively by posting the answer on the website of the company, at the section "Frequent questions".

The shareholders mentioned in the previous paragraphs have the obligation to send materials/ questions in writing, in sealed envelopes, accompanied by the following documents: In the case of shareholders natural persons- certified copy of the identity card and bank account extract issued by Depozitarul Central SA from which it results the quality of shareholder and the number of owned shares or, as the case may be, by the participants providing custody services, according to the law. The mentioned documents will be sent to the head office of the company, with the clear mention, with capitals: "FOR THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS at the date of 29/30.09.2022.

The documents, informative materials and draft decisions of the general meeting referring to the problems included in the agenda, can be consulted on the company site- www.thrmareaneagra.ro and/or at the head office of the company, starting with the date of 29.08.2022, in the working days 9 a.m.-1 p.m.

The registered shareholders at the reference date can participate and vote at the Shareholders' General Meeting directly or can be represented by other persons than the shareholders, based on special or general proxy, made according to the provisions of the Law no. 24/2017 and the Regulation ASF no. 5/2018. The shareholders legal persons or entities without legal personality, who participate at the Shareholders' General Meeting through other person than the legal representative, will mandatory use a special or general proxy, in the above conditions. The shareholders will fill in and sign all the proxies in three original copies: one for the shareholder, one for the representative and one for the company.

The general proxy can be granted on a maximum three years period, allowing to the named representative to vote in all aspects in debate of the Shareholders' General Meeting, if the general proxy is granted by the shareholder, as client, to an intermediate defined according to art. 92 of the Law no 24/2017 or a lawyer. The shareholders cannot be represented in the Shareholders' General Meeting based on a general proxy, by a person being in a situation of conflict of interest, according to the dispositions of the Law no. 24/2017.

The access of the shareholders natural persons, entitled to participate to the general meeting, is allowed by the simple proof of their identity, made with the identity card and in the case of shareholders natural persons represented, with the proxy given to the natural person, which represents them.

The access of the shareholders legal persons, entitled to participate to the general meeting, is allowed based on the proof of quality of legal representative when it is present the shareholder's legal representative himself. If the legal representative is not present with the proof of legal representative, he will come with the proxy given to the natural person, which represents the respective shareholder.

The quality of legal representative is proved with a confirmation of company details issued by the Trade Register, presented in original or certified copy or any other in original or in a certified copy with the original, issued by a competent authority from the state in which the shareholder is legally registered, which certifies the quality of legal representative. The documents certifying the shareholder's quality of legal representative will be issued after the date of 01.08.2022. The documents certifying the shareholder's quality of legal representative issued in a foreign language, another than English will be accompanied by a translation, realized by an authorized translator, in Romanian or in English.

The requests mentioned at the previous paragraphs are applied correspondingly and for proving the quality of legal representative of the shareholder which proposes the introduction of new point on the agenda of the shareholders' general meeting or which ask questions to the issuant concerning points on the agenda of the shareholders' general meeting.

The forms of special proxies can be obtained at the head office of the company starting with the date of 29.08.2022 between 9a.m.- 1 p.m. or can be downloaded from the company's site. A copy of the special proxy will be filed at the company's office, in Romanian or English, until inclusively the date 27.09.2022hour12.00, a copy being put at the representative's disposal, for him to prove this quality. The empowerments can also be transmited online with online signature issued according to the law at the email address office@thrmareaneagra.ro

The shareholders registered at the reference date have the possibility to vote by post mail, before the general meeting, by using the form of vote ballot by mail. The vote form can be obtained, starting with the date of 29.08.2022, between the hours 9 a.m.- 1 p.m. from the head office of the company or from the site www.thrmareaneagra.ro.

In the case of vote by post mail, the vote ballot, filled in and signed, respectively registration certificate for legal persons, under the legal representative's signature, applying the stamp, can be trasmitted at the head office of the company, in Romanian or English, until 27.09.2022, hour 12.00., in sealed envelope, with the clear written mention, with capital letters: "FOR THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS at the date of 29/30.09.2022"

The vote ballots that are not received until the above mentioned date cannot be taken into account for determining the cvorum and the majority in the case of general meeting.

The vote ballots by post mail and special empowerments will be available in English also, on the company's site, starting with the date of 30.09.2022.

Additional information can be obtained from the head office or at the phone number 0241.752.452, between the hours 9.30 a.m.- 1 p.m.

In case of non-accomplishment of the validity situations for the meeting at the first call, the general shareholders' meetings are conveyed for the date of 30.09.2022, maintaing the agenda, the hour and the place of development of their works.

President of the Administration Council,
Ichim Mihaela