

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 up capital: 57.600.848,70 lei

www.thrmareaneagra.ro

CONVENING

The Directorate of the Company **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 10.08.2023;

Calls the Extraordinary Shareholders' General Meeting at the date of 18.09.2023, at 12.00, at the head office of the company, with the following AGENDA:

1. Approval of the election of the meeting secretariat consisting of one person, namely Costina Zaberca, with identification data available at the registered office, in charge of verifying the presence of shareholders, fulfilling the formalities required by law and the articles of incorporation for holding general meetings, counting the votes cast during the general assembly meeting and drawing up the minutes of the meeting.

2. Elimination of the company's obligation to reintegrate the amount of 7,733,109.24 lei obtained from capitalization of assets, obligation established by art. 2 of AGEA Decision no. 1/13/03/2023.

3. Designation of the person who will carry out all the steps necessary for the publication and registration of adopted decisions.

At the Shareholders' General Meeting may participate and vote only the shareholders registered in the Register of Shareholders of the company at the date of **07.09.2023**, established 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.

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 decision proposed for adoption by the general assembly, until 31.08.2023 at the latest.

b) to present draft decisions for the items included or proposed to be included on the agenda of the general meeting, until 31.08.2023 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's headquarters, with the clearly written mention, in capital letters: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS on 18/19/09/2023".

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, starting from 18.08.2023, in weekdays between 9:00 and 13:00.

Shareholders registered in the shareholders' register on the reference date can participate in the General Meeting of Shareholders directly, can be represented by other persons - on the basis of a special or general power of attorney - or can vote by mail or by electronic means.

The shareholders registered on the reference date can participate and vote in the general assembly directly or can be represented by persons other than the shareholders, on the basis of a special or general power of attorney, drawn up in accordance with the provisions of Law no. 24/2017 and ASF Regulation no. 5/2018. Shareholders of legal persons or entities without legal personality who participates in the General Meeting of Shareholders through a person other than the legal representative, they will obligatorily use a special or general power of attorney, as the case may be, in the conditions mentioned above. The shareholders will complete and sign the special powers of attorney in three copies originals: 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 appointed representative to vote in all aspects under debate in the Assembly General of the Shareholders, provided that the general power of attorney is granted by the shareholder, in as a client, to an intermediary defined according to the provisions of art. 2 paragraph (1) point 20 of the Law no. 24/2017 or a lawyer. Shareholders cannot be represented in the General Meeting of Shareholders on the basis of a general power of attorney, by a person who is in a conflict situation of interests, in accordance with the provisions of Law no. 24/2017.

The access of natural person shareholders, entitled to participate in the General Assembly, is allowed by the simple proof of their identity, made with the identity document and in the case of shareholders natural persons represented, with the power of attorney given to the natural person who represents them.

The access of shareholders of legal entities entitled to participate in the General Assembly is allowed on the basis of proof of the quality of legal representative when the legal representative is present of the shareholder. If the legal representative is not present, together with the proof of quality

legal representative, the power of attorney given to the natural person representing the shareholder will be presented respectively.

The quality of legal representative is proven with a finding 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 in a copy conforming to 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 legal representative capacity of the legal person shareholder will be issued after 01.09.2023. The documents certifying the quality of legal representative drawn up in a foreign language, other than English, will be accompanied by a translation, made by authorized translator, in Romanian or English.

The requirements mentioned in the previous paragraphs apply accordingly and for proof of the quality of the legal representative of the shareholder proposing the introduction of new points on the agenda of the general meeting of shareholders or that address questions to the issuer regarding items on the agenda of the general meeting of shareholders.

Special power of attorney forms (for open voting and for secret voting) can be obtained at the company's headquarters starting on 18.08.2023, between 9:00 – 13:00 or 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 16.09.2023, 12.00 a.m., a copy will be made available to the representative, so that he can prove its quality.

Powers of attorney can also be sent electronically with extended electronic signature according to the law to the e-mail address office@thrmareaneagra.ro.

Shareholders registered on the reference date have the possibility to vote also by mail, before the general meeting, by using the form of the devotional bulletin by mail.

The ballot form can be obtained, starting from 18.08.2023, between 09.00 -13.00 from the company's headquarters or from the website www.thrmareaneagra.ro.

In the case of voting by mail, the ballot, completed and signed, respectively certificate of registration in the case of legal entities, under the signature of the legal representative, with application of initials, can be sent to the company's headquarters, in Romanian or English, until on 16.09.2023, at 12.00, in a closed envelope, with the mention written clearly, in capital letters: "For Extraordinary General Shareholders' Meeting of 18/19.09.2023".

The postal ballot can also be sent as an electronic document with incorporated extended electronic signature, according to Law no. 455/2001, at the address aga@thrmareaneagra.ro, 48 hours before the AGEA meeting, mentioning in the subject: "for Extraordinary General Meeting of Shareholders of 18/19.09.2023".

Ballots that are not received by 16.09.2023, 12.00, cannot be taken into account for determining the quorum and majority in the general meeting.

The postal ballot forms and the special powers of attorney will be also available in English, on the company's website, starting on 18.08.2023.

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 meeting of shareholders is convened for 19.09.2023, maintaining the agenda, time and place of its work.

President of the Administration Council,
Ichim Mihaela

