

TURISM, HOTELURI, RESTAURANTE MAREA NEAGRA S.A.

Head office: Romania, Mangalia, 29 Lavrion Street, Constanta County, tel:+40-241-752-452
fax.: +40-241-755-559

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 15.01.2024;

Conveys the Extraordinary Meeting of the Shareholders at the date of **19.02.2024, hour 11.00 in Eforie Nord, 1B Traian Street, ground floor**, with the following agenda:

1.Choosing the meeting secretary formed by one person-Costina Zaberca, with the identification data available at the head office of the company, delegated with the verification of the shareholders' attendance, accomplishing the formalities required by law and the articles of incorporation for the general gathering, counting the votes expressed within the general gathering session and the elaboration of the meeting report.

2.Approval of the change of the head office of the company in the locality *Eforie Nord, 1B Traian Street, Parcel 1, ground floor, business premises no. 1 and no.3, Constanta county.*

3.Approval of the sale and conditions for sale for some real estates in the patrimony of the company.

4.Approval of contracting a credit (loan) on a medium term from Banca Transilvania, in amount of 4 mil. Euro or the equivalent in lei, and also guaranteeing it with range I mortgage on the real estates (buildings with afferent lands) Complex Semiramis and Complex Tosca of Saturn locality. Empowering madam Ichim Mihaela -president of the Administration Council, for signing all the necessary documents in view of taking the credit and constituting the real estate guarantees.

5.Ratification of some rentals that comply with the conditions stipulated by art. 91 par. (2) of the Law no. 24/2017, concerning the issuing of financial instruments and market operations.

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

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1.Choosing the meeting secretary formed by one person-Costina Zaberca, with the identification data available at the head office of the company, delegated with the verification of the shareholders' attendance, accomplishing the formalities required by law and the articles of incorporation for the general gathering, counting the votes expressed within the general gathering session and the elaboration of the meeting report.

2.Seeing the renouncement at the administrator mandate of Mr. Marin Serban Valentin and the approval of his radiation from the records of Trade Register.

3.Choosing a member in the Administration Council for a period equal to the diference of mandate that remained to be executed by the administrators in function, respectively until the date of 20.03.2026

4.Delegating the person empowered to effect the forms of legal publicity for accomplishing the adopted decisions.

The list of candidates for the function of administrator in the Directorate, comprising the information concerning their name, locality of domicile and professional qualification of the persons candidating to the function of administrator, will be at the shareholders' disposition starting with the date of 06.02.2024 and can be consulted at the head office of the company or on webiste www.thrmareaneagra.ro after the termination of the period in which the shareholders can make nominees. The date of candidate submission is of 05.02.2024 inclusively, hour 15.00. The shareholders can make nominees for the persons that will be chosen in the Directorate until the date of 05.02.2024. The legal persons that will candidate for the function of administrator will submit the canditate submissions along with the Articles of incorporation of the company, in copy and an extended certificate issued by the Trade Register after the date of 29.01.2024, and in the case of natural persons the submissions will be accompanied by a Curriculum Vitae. The vote for chosing the administrator is secret. At the General Gatherings of the Shareholders will participate and vote only the shareholders registered in the Shareholders Register at the date of 12.02.2024, established as reference date.

At the date of the conveing, the social capital of THR Marea Neagră S.A. is of 57.600.848,70 lei (valid until the date of the operation of reducing the social capital at Depozitarul Central SA according to the Decision AGEA no. 4/12.12.2023 and after the

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operation, the social capital will be of 32.555.999,70 lei and is divided in 576.008.487 nominative shares and dematerialized with the nominal value of 0,10 lei, each share giving the right to vote within the general gathering of the shareholders.

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

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 06.02.2024

b) *to present decision projects for the points included or proposed* to be included on the agenda of the general meetings, not later than 06.02.2024

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: "For the Ordinary/Extraordinary General Meeting of the Shareholders' at the date of 19/20.02.2024".

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 19.01.2024 in the working days 9 a.m.-1 p.m.

The registered shareholders in the shareholders' register at the reference date can participate and vote at the Shareholders' General Meeting directly or can be represented by other persons or can vote by mail of other electronic means.

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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 01.02.2024. The documents certifying the shareholder's quality of legal representative issued in a foreign language, another then 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

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of new points on the agenda of the shareholders' general meeting or which ask questions to the issuer concerning points on the agenda of the shareholders' general meeting.

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 (for open vote and secret vote), Mangalia, str. Lavrion no. 29, or from the site www.thrmareaneagra.ro.

The vote ballots by mail can be transmitted at the head office of the company, in Romanian or English, until the date of 17.02.2024, hour 11 a.m. in a sealed envelope, with the mention written clearly: "For the Ordinary/Extraordinary General Meeting of the Shareholders' at the date of 19/20.02.2024". The vote ballot sent by post mail will be accompanied by the copy of the identity card (ID card in the case of natural persons, certified copy for conformity under holograph signature of the holder, respectively registration certificate in case of legal persons, under signature of the legal representative, applying the stamp). The vote ballot by mail for secret vote will be introduced in a small envelope, closed, having the mention written on the envelope "Ballot of secret vote for choosing the administrator" and this envelope will be introduced in the big envelope for AGOA, along with the vote ballot with opened vote. The small envelope, closed, containing the vote ballot for exerting the secret vote will be handed in at the date of the gathering, to the secretary delegated with counting the votes.

The vote ballot by mail can be transmitted as electronic document with extended integrated online signature, according to the Law no. 455/2001, at the address aga@thrmareaneagra.ro, with 48 hours before the AGA meeting, mentioning at the subject: "For the Ordinary/Extraordinary General Meeting of the Shareholders' at the date of 19/20.02.2024". The secret vote ballot, as electronic document, will be sent at the address voturiaga@thrmareaneagra.ro

The vote ballots by mail that are not received until the date of 17.02.2024, hour 11 a.m., will not be taken into account for determining the quorum and the majority in within the general meetings.

The forms of special proxies (for the open vote and for the secret vote) can be obtained from Mangalia, 29 Lavrion Street, starting with the date of 19.01.2024, between hours 9 a.m.- 1 p.m. or can be downloaded from the website of the company. The forms for proxies, filled in and signed in Romanian or English idiom will be introduced in a big envelope, closed, with the clear written mention: "For the Ordinary/Extraordinary General Meeting of the Shareholders' at the date of 19/20.02.2024". The vote ballot sent by post mail will be accompanied by the copy of the identity card (ID card in the case of natural persons, certified copy for conformity under holograph signature of the holder, respectively registration certificate in case of legal persons, under signature of the legal representative, applying the

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stamp). The special proxy with secret vote will be introduced in a small envelope, closed, having the mention written on the envelope “*Special proxy with secret vote for choosing the administrator*” and this envelope will be introduced in the big envelope for AGOA, along with the vote ballot with opened vote. The closed envelope containing the proxy with secret vote will be handed in at the date of the gathering, to the secretary delegated with counting the votes.

A copy of the special proxy will be submitted at the head office of the company, Romanian or English idiom, until the date of 17.04.2024, hour 11.00, a copy will be put at the representative’s disposal, so he can prove this quality.

The proxies can also be transmitted online with extended electronic signature, according to the law at the address aga@thrmareaneagra.ro, mentioning at the subject: “For the Ordinary/Extraordinary General Meeting of the Shareholders’ at the date of 19/20.02.2024”. the proxies for the secret vote, as electronic document, will be transmitted to the address voturiaga@thrmareaneagra.ro

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 19.01.2024

Additional information can be obtained from the head office or at the phone number 0241.751656, 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 20.02.2024, maintaing the agenda, the hour and the place of development of their works.

The Directorate,
through president Ichim Mihaela