



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

Sediul: Eforie Nord, strada Traian nr. 1 B, Lot.1, parter, spatiul comercial nr. 1 si nr. 3, judetul Constanta
Romania, Tel:+40-241-751-656 [Tel:+40-241-755-559](tel:+40-241-755-559), e-mail office@thrmareaneagra.ro
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 si varsat : 27.679.451,40 lei

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CALLING

The Directorate of the Company **THR Marea Neagră S.A**, with the head office in Eforie Nord, 1 B Traian Street, ground floor, 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 25.03.2025, **Conveys:**

The Extraordinary General Meeting of the Shareholders and the The Ordinary General Meeting of the Shareholders (named collectively the Meetings) at the date of **29.04.2025**, in this way:

- **The Extraordinary General Meeting of the Shareholders (EGMS)**, starting at 11.00 a.m. (Romanian hour) at the head office of the company, in Eforie Nord, 1 B Traian Street, ground floor, Constanța county

- **The Ordinary General Meeting of the Shareholders (OGMS)**, starting at 12.00 .m. (Romanian hour) at the head office of the company, in Eforie Nord, 1 B Traian Street, ground floor, Constanța county.

In the case in which, at **29.04.2025**, mentioned above does not gather the cvorum stipulated by law and the Articles of Incorporation of the Company for EGMS and respectively OGMS, the Board of Directors conveys and establishes based on art. 118 Law no. 31/1990 the second meeting EGMS and respectively the second meeting OGMS, for the date of **30.04.2025**, at the same hours, 11:00 and respectively 12:00 in the same place, respectively at the head office of the Company in Eforie Nord, Traian street no. 1B, ground floor, Constanta, with the same agenda.

- **The Extraordinary General Meeting of the Shareholders has the following Agenda:**

1. Election of the meeting secretary formed by one person-Ion Calipetre, 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 reduction of the share capital from 27,679,451.40 lei to 19,679,451.40 lei, with the value of a number of 80,000,000 shares redeemed within the Public bid of purchase approved by art. 5 of EGMS Decision no. 2/15.11.2024 and finished at the date of 28.02.2025.

3. Approval of the amendments to the Articles of Association of the company, as follows: "*Art. 7 – (1) The subscribed and paid-up share capital is RON 19,679,451.40 lei consisting of an in-kind contribution of RON 19,296,456.7 and a cash contribution of RON 382,994.7 and is divided into 196,794.514 registered shares, dematerialized, each in the amount of RON 0.10*".



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4.Designation of the President of the Board of Directors, Mister Cosmin-Vasile Turcu, as empowered person to sign the updated Articles of Incorporation of the company.

5.Ratification of the Rental contract concluded in December 2024, having as object the tourism complex Bran-Brad-Bega in Eforie Nord.

6.Approval of the sale and sale conditions for some of the company real estates, according to the informative material proposed by the executive management and put at disposal according to the law.

7.Approval of the date of: (i) 20.05.2025 as Registration Date, according to art. 87 par. (1) of the Law no. 24/2017 and (ii) 19.05.2025 As “Ex Date”, date from which the financial instruments are traded without the rights deriving from EGMS, according to art. 2 let. 1) from the Regulation no. 5/2018.

8. Designation of the President of the Board of Directors, Mister Cosmin-Vasile Turcu, as empowered person to sign the decisions that will be adopted and to effect the formalities of legal publicity to accomplish the adopted decisions, with the possibility of subcontracting of third parties in this sense, including attorneys.

- The Ordinary General Meeting of the Shareholders has the following Agenda:

1. Election of the meeting secretary formed by one person-Ion Calipetre, 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.Presentation, debate and approval of the individual financial situations afferent to the financial exercise 2024, based on the reports presented by the Board of Directors and the financial auditor.

3.Approval of the repartition of the net profit realized in the financial exercise 2024, according to the Law at “Other reserves”.

4.Approval of the coverage of the loss resulting from the cancellation of own shares, account 149 "Losses related to the sale/cancellation of equity instruments" of account 1068 "Other reserves".

5.Discharge approval of all members of the Board of Directors, respectively Vasile-Cosmin Turcu, Gabriela Alexe, Dumitru Carapiti and Mihaela Ichim, for the activity provided in 2024.



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6.Submission of the Remuneration Report of the company's management structure, related to the year 2024, the consulting vote of OGMS, taking into account the provision of art. 107, paragraph (6) of the Law no. 24/2017 concerning the issuers of financial instruments and market operations, republished.

7.Presentation of the stage of implementing the provisions of “The Policy in view of ensuring an efficient management of the company” approved by the decision of the General meeting at 28.04.2023

8.Approval of naming the financial auditor for a 2 years period, for the audit of the financial exercise 2025 and 2026, and empowering the Board of Directors for establishing the afferent remuneration.

9. Approval of the revocation of the mandate of Mrs. Alexe Gabriela of member in the Board of Directors of the Company and deletion from the Trade Register.

10.Choosing a member in the Board of Directors of the Company in the vacant place, for a mandate between the date of the Gathering and the date of 20.03.2026 (date of expiry of the mandate of the present Board of Directors).

11.Delegating the person who will sign in name of the Company the Administration Contract between the Company the new chosen administrator.

12.Ascertainment of the termination of the mandate of administrator of Mrs. Ichim Mihaela, as a result of her resignation from the mandate of 6.11.2024 and deletion from the Trade Register.

13. Approval of the date of: (i) 20.05.2025 as Registration Date, according to art. 87 par. (1) of the Law no. 24/2017 and (ii) 19.05.2025 As “Ex Date”, date from which the financial instruments are traded without the rights deriving from OGMS, according to art. 2 let. 1) from the Regulation no. 5/2018.

14. Designation of the President of the Board of Directors, Mister Cosmin-Vasile Turcu, as empowered person to sign the decisions that will be adopted and to effect the formalities of legal publicity to accomplish the adopted decisions, with the possibility of subcontracting of third parties in this sense, including attorneys.

The list of candidates for the function of administrator in the Board of Directors, comprising the information regarding the name, locality of domicile and the professional qualification of the persons running for the function of administrator, will be at the shareholders' disposal starting with the date of 17.04.2025 and can be consulted at the head office of the company or on the website after the ending of the period in which the shareholders can make nominations. The deadline of depositing the nominations is of 16.04.2025 including, 03.00 p.m. The



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shareholders can make nominations for the persons to be chosen in the Board of Directors until the date of 16.04.2025. The legal persons that will run for the position of administrator will file their applications accompanied by the Articles of Incorporation of the company, in copy, and a certificate issued by the Trade Register after the date of 01.04.2025, and in the case of natural persons the applications will be accompanied by a Curriculum Vitae. The vote for choosing the administrator is secret.

The offers for the contracting of financial audit services can be deposited at the head office of the company until the date of 11.04.2025 including. The vote for the auditor is secret.

At the General Meetings of the Shareholders can participate and vote in EGMS and OGMS respectively only the persons registered in the Shareholders Register of the company kept in Depozitarul Central S.A. at the date of **22.04.2025** set out as **Reference date**. In the case of a second conveying of EGMS and OGMS, the Reference date remains the same.

On the date for which the call is made, the share capital is RON 27,679,451.40 and is divided into 276,794,451.40 registered and dematerialized shares with a nominal value of RON 0.10. Each share gives the right to one vote at the general meeting of shareholders.

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

- a) To introduce new point of the agenda of general meetings, on the condition that each point should be accompanied by a justification or a decision project proposed for adopting by the general meeting, no later than 11.04.2025
- b) To present decision projects for the points included or proposed to be included on the agenda of the general meetings, no later than 11.04.2025

Each shareholder has the right to ask questions regarding the items on the agenda of the general meetings. The Company may 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 persons shareholders - statement of account issued by Depozitarul Central SA showing the quality of shareholder 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 mention clearly written: 'For the Ordinary/Extraordinary General Meeting of Shareholders on 29/30.04.2025'.



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The documents, informative materials and draft resolutions of the general meeting regarding the issues included on the agenda can be consulted on the company's website - and/or at the address in Eforie Nord, 1B Traian Street, ground floor, starting with 28.03.2025, on weekdays between 9.00 a.m. – 1.00 p.m. Shareholders registered in the register of shareholders on the reference date may participate in the General Meeting of Shareholders directly, may be represented by other persons or may vote by correspondence or by electronic means.

The shareholders registered on the reference date may participate and vote in the general meeting directly or may be represented by persons other than the shareholders, on the basis of special or general power of attorney, drawn up in accordance with the provisions of Law no. 24/2017 and ASF Regulation no. 5/2018. The shareholders legal persons or entities without legal personality who participate at the General Meeting of the Shareholders through another person than legal representative, can use mandatory a special or general proxy, as the case may be, in the conditions mentioned above. The shareholders will complete and sign the special proxies in three original copies: one for the shareholders, one for the representative and one for the company. The general power of attorney may be granted for a period not exceeding three years, allowing the designated representative to vote in all matters under debate 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 Article 2 paragraph (1) item 20 of Law no. 24/2017 or to a lawyer. Shareholders cannot be represented in the General Meeting of Shares on the basis of a general power of attorney, by a person who is in a situation of conflict of interest, in accordance with the provisions of Law no. 24/2017.

The access of individual shareholders, entitled to participate in the general meeting, is allowed by simply proving their identity, made with their identity document and in the case of represented individual shareholders, with the power of attorney of the data of the natural person representing them.

The access of shareholders who are legal persons, entitled to participate in the general meeting, is allowed on the basis of proof of the quality of legal representative when the legal representative of the shareholder is present. If the legal representative is not present, together with the proof of the quality of legal representative, the power of attorney given to the natural person representing the respective shareholder shall be presented. The quality of legal representative is proven by a certificate of ascertainment issued by the Trade Register, presented in original or true copy of the original, or any other document, in original or in true copy of the original, issued by a competent authority of the state in which the shareholder is legally registered, attesting the quality of legal representative. The documents attesting the legal representative of the legal entity shareholder will be issued after 01.04.2025. The documents attesting the quality of legal representative drawn up in a foreign language, other than English, will be accompanied by a translation, made by an authorized translator, into Romanian or English.



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The requirements referred to in the preceding paragraphs shall also be applied accordingly for proving the qualities of legal representative of the shareholder who proposes the introduction of new items on the agenda of the general meeting of shareholders or who asks questions to the issuer regarding items on the agenda of the general meeting of shareholders.

Shareholders registered on the reference date have the possibility to vote by correspondence, before the general meeting, by using the postal ballot form by mail (for open vote and for secret vote) that can be obtained starting with 28.03.2025, between 9.00 a.m. – 1p.m., from the company's registered office in Eforie Nord 1B Traian Street, ground floor, Constanta County.

The ballot paper by correspondence can be sent to the company's headquarters, in Romanian or English, with maximum 48 hours before the first call EGMS or OGMS respectively in a sealed envelope, with the mention clearly written: "For the Extraordinary General Meeting of Shareholders on 29/30.04.2025". The vote ballot by mail will be accompanied by the copy of the identity card (ID card in case of natural persons, copy of certificates for compliance under the holographic signature of the respective holder registration certificates in the case of legal entities, under the signature of the legal representative, with the application of the stamp). The vote ballot by mail for secret vote will be introduced in a sealed envelope, having the mention written on the envelope "Confidential-Ballot of secret vote for choosing the administrator and auditor" and this envelope will be introduced in the big envelope for the gathering, 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 voturiaga@thrmareaneagra.ro, minimum 48 hours before the AGA meeting, mentioning at the subject: "For the Ordinary/Extraordinary General Meeting of the Shareholders' at the date of 29/30.04.2025". The secret vote ballot, as electronic document, will be send at the address voturiaga@thrmareaneagra.ro. The vote ballots by mail that are not received with minimum 48 hours before the first call of EMGS respectively OMGS will not be taken into account for determining the cvorum 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 the head office, starting with the date of 28.03.2025 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, sealed, with the clear written mention: "For the Ordinary/Extraordinary General Meeting of the Shareholders' at the date of



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29/30.04.2025”. The special power of attorney will be accompanied by a copy of the identity document (identity card in the case of individuals, certified copy for compliance under the handwritten signature of the holder, respectively registration certificate in the case of legal entities, under the signature of the legal representative, with the application of the stamp). The special proxy with secret vote will be introduced in a sealed envelope having the mention written on the envelope “*Special proxy with secret vote for choosing the administrator and auditor*” and this envelope will be introduced in the big envelope for meeting, 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 along with the afferent document, at the head office of the company, Romanian or English idiom, maximum 48 hours before the date of the first call EGMS or OMGS, 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 29/30.04.2025”. The proxies for the secret vote, as electronic document, will be transmitted to the address aga@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 28.03.2025. Additional information can be obtained from the head office or at the phone number 0241.751656, between the hours 9.30 a.m.- 1.00 p.m.

**The President of the Administration Board,
Vasile-Cosmin Turcu**