



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

Headquarters: Eforie Nord, Traian street no. 1 B, Lot.1, ground floor, commercial space no. 1 and no. 3, Constanta county

Romania, Tel:+40-241-751-656 [Tel:+40-241-755-559](tel:+40-241-755-559), e-mail [office@thrmareaneagra.ro](mailto:office@thrmareaneagra.ro)  
Constanta Trade Register Registration No.: J13/696/1991, CIF: RO2980547,  
IBAN account: RO71 RNCB 0117 0151 6314 0001, Romanian Commercial Bank – Mangalia Agency  
Subscribed and paid-up share capital: 27,679,451.40 lei

[www.thrmareaneagra.ro](http://www.thrmareaneagra.ro)

## SPECIAL POWER OF ATTORNEY LEGAL ENTITIES

Society..... with its registered office in ..... county unique ..... registration code, registered at the Trade Register Office attached to the Court ..... under no. ...., legally represented by ....., having the position of ....., holding a number of ..... shares, representing .....% of the share capital of ....., which gives me a number of ..... votes in the **Extraordinary General Meeting of Shareholders of THR Marea Neagra S.A.** which will take place on **29.04.2025, 11.00 a.m., at the company's headquarters**, established for the first call, or on the date of **30.04.2025 at the same time and at the same address**, established as the second convocation, if the first one could not take place, I hereby empower the ....., domiciled in....., identified by C.I. series ..... No ..... , to represent me in this general meeting and to exercise the right to vote related to my holdings registered on the reference date in the Register of Shareholders, as follows:

<b>Agenda items put to the vote the Extraordinary General Meeting of Shareholders</b>	<b>in</b>	<b>For</b>	<b>Against</b>	<b>Abstention</b>
1. Election of the meeting secretariat, composed of a single person, Ion Calipetre, in charge of verifying the presence of the shareholders, fulfilling the formalities required by law and the articles of incorporation for holding the general meeting, counting the votes cast during the meeting and drawing up the minutes of the meeting.				
2. Approval of the reduction of the share capital from RON 27,679,451.40 to RON 19,679,451.40, with the value of a number of 80,000,000 shares repurchased within the Public Tender Offer approved by art. 5 of EGMS Decision no. 2/15.11.2024 and concluded on 28.02.2025.				
3. Approval of the amendment of 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 consisting of a contribution in kind of RON 19,296,456.7 and a cash contribution of RON 382,994.7 and is divided into RON 196,794,514. registered shares, dematerialized,				



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each worth 0.10 lei".			
4. Designation of the Chairman of the Board of Directors, Mr. Cosmin-Vasile Turcu, as the person empowered to sign the updated Articles of Association of the company.			
5. Ratification of the Lease Agreement concluded in December 2024, having as object the Bran-Brad-Bega Tourist Complex in Eforie Nord.			
6. Approval of the sale and the conditions of sale for some of the Company's buildings, according to the informative material proposed by the executive management and made available according to the law			
7. Approval of the date of: (i) 20.05.2025 as the Registration Date, according to art. 87 para. (1) of Law no. 24/2017; and (ii) 19.05.2025 as the "Ex Date", the date from which the financial instruments are traded without the rights deriving from the EGMS, according to art. 2 para. 2 letter l) of Regulation no. 5/2018.			
8. Designation of the Chairman of the Board of Directors, Mr. Cosmin-Vasile Turcu, as the person empowered to sign the decisions to be adopted and to carry out the legal publicity formalities for the fulfillment of the adopted decisions, with the possibility of subcontracting third parties in this regard, including lawyers.			

Date \_\_\_\_\_

Signature \_\_\_\_\_

**NOTE:** X" in a single box corresponding to the voting intention, respectively "**For**", "**Against**" or "**Abstaining**", for each resolution.

According to item 23<sup>3</sup> of Law no. 24/2017, the position of "abstention" adopted by the shareholder regarding the items on the agenda of the General Shareholders' Meeting does not represent a vote cast.

This form will be submitted, in original, at the headquarters of the company THR Marea Neagra S.A. in Eforie Nord, 1B Traian Street, ground floor or at the e-mail address [aga@thrmareaneagra.ro](mailto:aga@thrmareaneagra.ro) with an extended electronic signature incorporated no later than 48 hours before the date of the meeting, under penalty of losing the voting exercise in the meeting.