

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 25.10.2022;

Calls the Ordinary Shareholders' General Meeting at the date of 29.11.2022, at 09.30, at the head office of the company, with the following AGENDA:

1. Approval of the election of the secretariat of the meeting consisting of one person, namely Costina Zaberca, a shareholder of the company, with the 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. Revocation of the Development and Restructuring Strategy of THR Marea Neagra SA, approved by A.G.O.A Decision no. 3/22/04/2020.

3. Approval of the Real Estate Valorization Program of T.H.R. Marea Neagra S.A. in the period between the date of the decision of the general meeting and 31.12.2023.

4. Approval of the mandate of the Board of Directors of the company to lease the assets of the company, presented in the Real Estate Valorization Program of T.H.R. Marea Neagră S.A., based on a procedure approved by the Board of Directors to ensure that the company receives the best price. The mandate granted to the Board of Directors for the implementation of those approved under this point of the agenda is valid until 31.12.2023.

5. Approval of the rectification of the investment and repair budget approved for the 2022 financial year.

6. Finding the termination in August 2022, by reaching the term, of the mandates of Mr. Zamfir Mihai- General Director and Rosu Bogdan Nicolae- Deputy General Director and their deletion from the Trade Register.

7. Power of attorney for Mrs. Costina Zaberca - head of the legal office and Mr. Cristian Mares - legal advisor, alone or together, to carry out the necessary steps in order to register at the Trade Registry Office at the Constanța Court and to publish in the Official Monitor of Romania, Part IV -a, of the decisions approved by this general meeting of shareholders.

Calls the Extraordinary Shareholders' General Meeting at the date of 29.11.2022, at 11.30, at the head office of the company, with the following AGENDA:

1. Approval of the election of the secretariat of the meeting consisting of one person, namely Costina Zaberca, a shareholder of the company, with the 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. Approval of the sale of the following assets of the company: Hotel Minerva, Complex Diana, Hotel Jupiter, Grup Gospodaresc Eforie and Ateliere from the Eforie Nord resort; Complex Capitol from Eforie Sud, Grup Gospodaresc Jupiter, Pelican Restaurant and free land with an area of 21,366 square meters - from the Saturn resort. The sale of these assets will be carried out based on a procedure drawn up and approved by the Board of Directors that will lead to the collection by the company of the best price, a procedure that will contain at least the following stages: (i) the assessment of the asset, by a authorized appraiser A.N.E.V.A.R., for the purpose of capitalizing the property; (ii) the sale by public auction and the observance of the right of pre-emption provided for by the rental contracts (iii) the communication by means of a current report of the conclusion of the sale purchase contract/contracts, (iv) the detailing, in the annual report of the board of directors, of the stage leading to fulfillment of the asset capitalization program, with the appropriate reflection in the annual income and expenditure budget. The mandate granted to the board of directors for the implementation of those approved under this point of the agenda is valid until 31.12.2023.

3. Power of attorney for Mrs. Costina Zaberca - head of the legal office and for Mr. Cristian Mares, legal advisor, alone or together, to carry out the necessary steps for registration at the Office of the Trade Register at the Constanța Court and publication in the Official Monitor of Romania, Part IV -a, of the decisions approved by this general meeting of shareholders.

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 **18.11.2022**, 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.

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 12.11.2022

b) *to present decision projects for the points included or proposed* to be included on the agenda of the general meetings, not later than 12.11.2022

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 (EXTRA)ORDINARY GENERAL MEETING OF THE SHAREHOLDERS at the date of 29.11.2022.

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 28.10.2022, 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 01.11.2022. The documents certifying the shareholder's quality of legal representative issued in a foreign language, other 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 issuer 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 28.10.2022 between 9 a.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 27.11.2022, a copy being put at the representative's disposal, for him to prove this quality. The empowerments can also be transmitted 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 28.10.2022, 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 transmitted at the head office of the company, in Romanian or English, until 27.11.2022, in sealed envelope, with the clear written mention, with capital letters: "FOR THE (EXTRA)ORDINARY GENERAL MEETING OF THE SHAREHOLDERS at the date of 29.11.2022"

The vote ballots that are not received until the above mentioned date cannot be taken into account for determining the quorum 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 28.10.2022.

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 30.11.2022, maintaining the agenda, the hour and the place of development of their works.

President of the Administration Council,
Ichim Mihaela