

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 23.03.2023;

Taking into account requests no. 2554/11.04.2023 of the shareholder Transilvania Investments Alliance SA, which owns 78.80% of the company's share capital, requesting the completion of the agenda of the AGOA meeting from 28/29.04.2023, as follows:

Pursuant to art. 117[^]1 of Law no. 31/1990, completes the agenda of the Ordinary General Meeting of Shareholders on 28/29.04.2023, at 09.30, at the company headquarters, which will be:

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. Presentation, debate and approval of the related individual financial statements financial year 2022, based on the reports presented by the Board of Directors and the financial auditor.

3. Approval of the discharge of the members of the Board of Administration and the executive management, for the activity carried out in 2022.

4. Approval of the Budget of revenues and expenses for the year 2023, as well as The investment program for 2023.

5. Approval of the Remuneration Report for 2022.

6. Ratification of the rental conditions of the Hora tourist complex from the Saturn resort, assigned to Mangalia Spa and Recovery Sanatorium.

7. Approval of the implementation of "Policies to ensure an efficient management of the company".

8. Approval of the coverage of the loss carried forward of 4.461.880,70 lei, related to the litigation with Mangalia City Hall and of the net loss recorded on 31.12.2022 of 6.367.701,95 lei, from the amounts recorded in the account 1068 other reserves*.

9. Approval of the distribution of the amount of 12.500.018 lei, respectively of a gross dividend of 0.0217011 lei/share, by using the amounts recorded in the account 1068 other reserves, as a result of the return on the distribution approved by AGOA in previous years of the net profit.

10. Approval of the date of 18.05.2023 as the registration date and the date of 17.05.2023 exdate issued, in accordance with the applicable legal provisions, for the establishment of the shareholders on whom the effects of the proposed decisions are distributed.

11. Establishing the date of 09.06.2023 as the date of payment of the dividends due to the company's shareholders, proportional to the share of social capital held by each of them on the date of registration.

12. Approval of the update of performance indicators and objectives for 2023, annex to the management and mandate contract.

13. Designation of the authorized person to carry out the forms of legal advertising for the implementation of the adopted decisions

* the amount of 6,367,701.95 lei represents current loss as of 31.12.2022 according to the unaudited financial statements, published for the AGOA convened for 28/29.04.2023, updated accordingly in the event that it will be modified according to the audit report.

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 **18.04.2023**, 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.

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 28/29.04.2023.

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 28.03.2023, in the working days 9 a.m.-1 p.m.

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

Shareholders registered on the reference date have the opportunity to vote by mail, before the general assembly, by using the postal ballot form can be obtained starting on

28.03.2023, between 09.00 and 13.00, from the registered office of the company or from the website www.thrmareaneagra.ro. Ballot by mail, completed and signed, respectively registration certificate in the case of legal entities, under the signature to the legal representative, with initials applied, can be sent to the company's headquarters, in the Romanian language or in English, until 26.04.2023, at 09.00, in a sealed envelope, clearly written, with capital letters: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS DATED FROM 28/29.04.2023".

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 AGOA meeting, mentioning in the subject: "for Ordinary General Shareholders' Meeting of 28/29.04.2023".

Ballots by mail that are not received until 26.04.2023, 09.00, will not be taken into account for determining the quorum and majority in the meetings general.

Shareholders registered on the reference date can participate and vote in the meeting general directly or they can be represented by persons other than the shareholders, on the basis of power of attorney special or general, drawn up in accordance with the provisions of Law no. 24/2017 and the Regulation ASF no. 5/2018.

A shareholder can appoint only one person to represent him and a representative substitute for the situations in which the designated representative is unable to fulfill his duties the mandate. A shareholder is allowed to grant a special power of attorney to only one representative.

Special power of attorney forms can be obtained at the company's headquarters starting from the date of 28.03.2023, between 09.00 and 13.00 or can be downloaded from the company's website. One copy of the special power of attorney will be submitted to the company headquarters, in Romanian or English, up to and including 26.04.2023, 09.00 a.m., a copy to be made available the representative, so that he can prove this quality. Powers of attorney can also transmit electronically with extended electronic signature according to the law to the e-mail address aga@thrmareaneagra.ro, mentioning in the subject: "for the Ordinary General Meeting of Shareholders from 28/29.04.2023".

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 to 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 postal ballot forms and the special powers of attorney will be also available in English, on the company's website, starting on 28.03.2023 The access of natural person shareholders, entitled to participate in the general meeting, 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 legal entity shareholders, entitled to participate in the general meeting, 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 of the state in that the shareholder is legally registered, that certifies the quality of legal representative. The documents which certifies the capacity of legal representative of the legal entity shareholder will be issued after the date of 04/01/2023. The documents certifying the capacity of legal representative drawn up in a foreign language, other than English will be accompanied by a translation, made by an authorized translator, into the language Romanian or English.

The requirements mentioned in the previous paragraphs apply accordingly and for proof of the quality of legal representative of the shareholder who proposes 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.

Additional information can be obtained from the company headquarters or at the telephone number 0241.752.452, between 09.30 and 13.00.

In case of non-fulfillment of the conditions for the validity of the meeting at the first convocation, the general meeting of shareholders is convened for 29.04.2023, with the maintenance of the agenda, time and place of its work.

President of the Administration Council,
Ichim Mihaela