

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 15.05.2023;

Calls the Ordinary Shareholders' General Meeting at the date of 19.06.2023, at 09.00, at the head office of the company, with the following AGENDA:

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

3. Approval of the coverage of the loss carried forward of 4,461,880.70 lei from the amounts recorded in account 1068 "Other reserves" and the allocation/coverage of the current net loss recorded on 31.12.2022 of 6,463,143.33 lei as follows: the allocation to the legal reserve of the amount of 356,713 lei and the coverage from the amounts recorded in account 1068 "Other reserves" of the amount of 6,819,856.33 lei.

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

5. Approval of the Remuneration Report for 2022.

6. Update of the Investment Program for 2023.

7. Approval of the distribution of dividends in the amount of 6,893,494.06 lei, respectively a gross dividend of 0.0119677 lei/share.

8. Approval of the date of 14.07.2023 as the registration date and the date of 13.07.2023 issued, in accordance with the applicable legal provisions, for the establishment of the shareholders on whom the effects of the proposed decisions are distributed.

9. Establishing the date of 04.08.2023 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.

10. Approval of the appointment of the financial auditor for a period of 2 years, for the auditing of the 2023, 2024 financial exercises and the establishment of the related remuneration.

11. Approval of the rental conditions of the Tosca Complex in the Saturn resort.

12. Designation of the authorized person to carry out the forms of legal publicity for the implementation of the adopted decisions.

Offers regarding the contracting of financial audit services can be submitted to the company headquarters until 29.05.2023. The vote for the election of the auditor is secret.

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 **09.06.2023**, 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.

Shareholders representing, individually or together, at least 5% of the share capital, have the right:

a) to introduce new items on the agenda of the general assembly, provided that each item is accompanied by a justification or a draft decision proposed for adoption by the general assembly, until 02.06.2023 at the latest

b) to present draft decisions for the items included or proposed to be included on the agenda of the general meeting, until 02.06.2023 at the latest.

Each shareholder has the right to ask questions regarding the items on the agenda of the general meetings. The company can 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 person shareholders - statement of account issued by Depozitarul Central SA, which shows the shareholder status 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 clearly written mention, in capital letters: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS on 19/20.06/2023".

The documents, informative materials and draft decisions of the general assembly regarding the issues included on the agenda can be consulted on the company's website - www.thrmareaneagra.ro and/or at the company's headquarters, starting from 18.05.2023, in weekdays between 900 and 1300.

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

The postal ballot forms (for the open vote and for the secret vote), completed and signed, will be inserted in a large, closed envelope, with the mention written clearly, in capital letters: "FOR THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS FROM 19/20.06.2023", as follows: The form of the postal ballot for open voting will be accompanied by the copy of the identity document (bulletin/identity card in the case of natural persons, certified copy for compliance under the holder's holographic signature, respectively certificate of registration in the case of legal entities, under the signature of the legal representative, with initials applied). The postal ballot form for the secret ballot will be inserted in a small, closed envelope with the note written on the envelope "*Secret ballot for the election of the auditor*" and this envelope will be inserted in the large envelope, together with the ballot form of voting with open voting. The small, closed envelope containing the ballot paper for the exercise of the secret ballot will be handed over, on the date of the meeting, to the secretariat in charge of counting the votes.

The postal ballot can also be sent as an electronic document with an incorporated extended electronic signature, according to Law no. 455/2001, to the address aga@thrmareaneagra.ro, 48 hours before the AGOA meeting, mentioning in the subject: "for the Ordinary General Meeting of Shareholders of 19/20.06.2023". The secret ballot, as an electronic document, will be sent to the address voturiaga@thrmareaneagra.ro.

Ballots by mail that are not received by 17.06.2023, 09.00, will not be taken into account for determining the quorum and majority in the general meetings.

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

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

Special power of attorney forms (for open voting and for secret voting) can be obtained at the company's headquarters starting on 18.05.2023, between 9:00 – 13:00 or can be downloaded from the company's website. Powers of attorney (for the open vote and for the secret vote), completed and signed in Romanian or in English, will be placed in a large, closed envelope, with the mention written clearly, in capital letters: "FOR THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS DATED DE 19/20.06.2023", as follows: the special power of attorney with open vote will be accompanied by the copy of the identity document (identity bulletin/card in the case of natural persons, copy certified for compliance under the holder's holographic signature, respectively registration certificate in the case of legal entities, under the signature of the legal representative, with initials applied). The special power of attorney with secret vote will be inserted in a small, closed envelope, with the note written on the envelope "*Special power of attorney with secret vote for the election of the auditor*" and this envelope will be inserted in the large envelope, together with the special power of attorney with open vote. The closed envelope containing the proxy with a secret vote will be handed over, on the date of the meeting, to the secretariat in charge of counting the votes.

A copy of the special power of attorney will be submitted to the company's headquarters, in Romanian or English, up to and including 17.06.2023, 09.00 a.m., a copy will be made available to the representative, so that he can prove it quality.

Powers of attorney can also be sent 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 of 19/20/06/2023.. Powers of attorney for secret vote, as an electronic document, they will be sent to the address voturiaga@thrmareaneagra.ro.

The general power of attorney can be granted for a period that will not exceed three years, allowing the designated representative to vote in all aspects under discussion 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 art. 2 paragraph (1) point 20 of Law no. 24/2017 or 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 situation of conflict of interests, in accordance with the provisions of Law no. 24/2017.

The postal ballot forms and special powers of attorney will also be available in English, on the company's website, starting on 18/05/2023.

The access of natural person shareholders, entitled to participate in the general meeting, is allowed by simple proof of their identity, made with the identity document and in the case of represented natural person shareholders, with the power of attorney given to the natural person who represents them.

The access of shareholders of legal entities, entitled to participate in the general meeting, is allowed based on the proof of the quality of legal representative when the legal representative of the shareholder is present. If the legal representative is not present, the power of attorney given to the natural person representing the respective shareholder will be presented along with the proof of the quality of legal representative.

The quality of the 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 a copy conforming to the original, issued by a competent authority in the state in which the shareholder is legally registered, which certifies the quality of legal representative. The documents attesting to the legal representative capacity of the legal entity shareholder will be issued after 10.06.2023. 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, in Romanian or English.

The requirements mentioned in the preceding paragraphs are also applied appropriately to prove the quality of the legal representative of the shareholder who proposes the introduction of new items on the agenda of the general meeting of shareholders or who addresses 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 the event of non-fulfillment of the conditions for the validity of the meeting at the first call, the general meeting of shareholders is convened for 20.06.2023, maintaining the agenda, time and place of its work.

President of the Administration Council,
Ichim Mihaela

