

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 07.02.2023;

Taking into account requests no. 1310 and 1311 dated 23.02.2023 of the shareholder Transilvania Investments Alliance SA, which owns 78.79% of the company's share capital, requesting the completion of the agenda of the AGEA and AGOA meetings of 13/ 14.03.2023;

Pursuant to art. 117[^]1 of Law no. 31/1990, completes the agenda of the Extraordinary General Meeting of Shareholders on 13.03.2023, at 11.00 a.m., at the company's headquarters, which will be:

1. Approval of the election of the secretariat of the meeting consisting of one person, namely Costina Zaberca, 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. Establishing the destination of the sums collected following the valorization of some assets according to AGEA Decision no. 2/29.11.2022

3. Approval of the amendment to art.18 - (1) of the Constitutive Act, as follows:
Art.18 - (1) The company is administered, in a unitary system, by a Board of Directors, a collegial governing body made up of 3 members, temporary and revocable, natural and/or legal persons. The duration of each administrator's mandate is established by the decision of the ordinary general meeting of shareholders that elects the administrators, it cannot exceed 4 years.

4. Designation of the authorized person to sign the updated Constitutive Act of the company

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

Pursuant to art. 117[^]1 of Law no. 31/1990, completes the agenda of the Ordinary General Meeting of Shareholders on 13.03.2023, at 12.00, at the company headquarters, which will be:

1. Approval of the election of the secretariat of the meeting consisting of one person, namely Costina Zaberca, 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 supplement of the "Plan for the capitalization of the company's assets", approved by art. 2 of AGOA Decision no. 8 of 29.11.2022 and AGOA Decision no. 9/29.11.2022, by renting out at public auction the following buildings: Cleopatra Tourist Complex, Narcis Tourist Complex, Balada Tourist Complex, Cerna Tourist Complex, Narcis Buffet and Hora Garden - from Saturn Resort, Vraja Marii Tourist Complex from Eforie Nord and Bai Recu Namol from Eforie Sud and by direct assignment - Hora Tourist Complex.

3. Approval of the authorization of the Board of Directors and the executive management of the company in order to establish the rental conditions for the buildings mentioned in point 2 and the calendar of the auction meetings that will take place until 30.11.2023.

4. Ratification of the leases of the assets mentioned in point no. 2, for which tenders will be organized in the first decade of March 2023.

5. Finding the restructuring of the Company's Board of Directors by reducing the number of board members from five to three;

6. Acknowledging the relinquishment of the administrator mandate of Mr. Vatuiu Mihaita-Giani and Mr. Busu Cristian and approving their deletion from the records of the Trade Register;

7. Approval of the continuation of the mandate of the current Board of Directors, consisting of three members, namely Ms. Ichim Mihaela, Mr. Gavril Stelian and Mr. Marin Serban Valentin, until 20.03.2026, the date of expiry of the mandate of the Board of Directors elected within the A.G.O.A. of 21.03. 2022;

8. Approval of the mandate of the Board of Directors to take all the necessary measures to restructure the company, as a result of the implementation of the Plan for capitalizing the company's assets, approved by the AGM.

9. Approval of performance indicators and objectives for the year 2023.

10. Approval of the conclusion of the Additional Act to the Administration Contract concluded with the members of the Board of Directors, according to the draft of the Additional Act presented by the shareholder Transilvania Investments Alliance;

11. Designation of the person who will sign the Additional Act to the Administration Contract concluded with the members of the Board of Directors, as a conventional representative on behalf of the company.

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

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 **03.03.2023**, 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.

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 24.02.2023

b) *to present decision projects for the points included or proposed* to be included on the agenda of the general meetings, not later than 24.02.2023.

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 13/14.03.2023.

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 09.02.2023, 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 01.03.2023. The documents certifying the shareholder's quality of legal representative issued in a foreign language, another 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 issuant 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 09.02.2023 between 9a.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 11.03.2023 until 11:00, a copy being put at the representative's disposal, for him to prove this quality. The empowerments can also be trasmitted 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 09.02.2023, 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 trasmitted at the head office of the company, in Romanian or English, until 11.03.2023, in sealed envelope, with the clear written mention, with capital letters: "FOR THE (EXTRA)ORDINARY GENERAL MEETING OF THE SHAREHOLDERS at the date of 13/14.03.2023"

The vote ballots that are not received until the above mentioned date cannot be taken into account for determining the cvorum 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 09.02.2023.

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-accomplishmeny of the validity situations for the meeting at the first call, the general shareholders' meetings are conveyed for the date of 14.03.2023, maintaing the agenda, the hour and the place of development of their works.

President of the Administration Council,
Ichim Mihaela