



TURISM, HOTELURI, RESTAURANTE MAREA NEAGRA S.A.

Sediul: România, Mangalia, str.Lavrion nr.29, jud.Constanța Tel:+40-241-752-452 Fax:+40-241-755-559
 Nr. Înregistrare Registrul Comerțului Constanța: J13/696/1991, CIF: RO2980547,
 Cont IBAN: RO71 RNCB 0117 0151 6314 0001, Banca Comercială Română – Agenția Mangalia
 Capital social subscris și varsat : 57.600.848,70 lei

www.thrmareaneagra.ro

SPECIAL POWER OF ATTORNEY

PHYSICAL PERSONS

The undersigned , resident in , identified by B.I./C.I.
 Series, No. , Personal Identification Number , holder of a number of
 actions, representing % from its social capital, which gives me a number of
 votes within the **Shareholders' Ordinary General Assembly of THR Marea Neagră
 S.A.**, that will take place on 13.03.2023, at 12:00, at the head office of the company, established for the
 first summons, or on 14.03.2023 at the same time and at the same address, established as being the
 second summons, in case of the first couldn't unfold, I hereby empower , resident
 in , identified by B.I./C.I. Series, No. , Personal Identification Number
 , should represent me in this general assembly and should exercise the right to vote
 related to my holdings entered at the reference date in the Shareholders' Register, as it follows:

The points of the agenda subject to the vote in the Shareholders' Ordinary General Assembly	For	Against	Abstention
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.			



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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.			
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 according to the draft decision presented by the shareholder Transilvania Investments Alliance SA.			
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, according to the draft decision presented by the shareholder Transilvania Investments Alliance SA.			
9. Approval of performance indicators and objectives for the year 2023, according to the draft decision presented by the shareholder Transilvania Investments Alliance SA.			
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 according to the draft decision presented by the shareholder Transilvania Investments Alliance SA.			



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12. 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.			
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Date _____

Signature _____

* The vote will be expressed by marking an „X” in a single matching box to the vote intention, respectively „**For**”, „**Against**” or „**Abstention**”, for each resolution.

According to point 23³ of Law no. 24/2017 republished in 2022, the "abstention" position adopted by the shareholder with regard to the items on the AGM agenda, does not represent a vote.