



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 28.04.2023, at 09:30, at the head office of the company, established for the first summons, or on 29.04.2023 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 individual financial statements related to the 2022 financial year.			
3. Approval of the discharge of the members of the Board of Administration, for the activity carried out in 2022.			
3.1 Approval of the discharge of the executive management, for the activity carried out in 2022.			
4. Approval of the income and expenditure budget for the year 2023, as well as the Investment Program for 2023.			
5. Approval of the Remuneration Report for 2022.			



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<p>6. Ratification of the rental conditions of the Hora tourist complex in the Saturn resort, attributed to the Mangalia Spa and Recovery Sanatorium.</p>			
<p>7. Approval of the implementation of "Policies to ensure an efficient management of the company".</p>			
<p>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.</p>			
<p>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.</p>			
<p>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.</p>			
<p>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</p>			
<p>12. Approval of the update of performance indicators and objectives for 2023, annex to the management and mandate contract.</p>			
<p>13. 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.</p>			

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



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point 23[^]3 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.