



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 19.06.2023, at 09:00, at the head office of the company, established for the first summons, or on 20.06.2023 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 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.			



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<p>4.Approval of the discharge of the members of the Board of Directors and the executive management, for the activity carried out in 2022.</p>			
<p>5.Approval of the Remuneration Report for 2022.</p>			
<p>6. Update of the Investment Program for 2023</p>			
<p>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.</p>			
<p>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.</p>			
<p>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.</p>			
<p>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. .</p>	SECRET VOTE		
<p>11 Approval of the rental conditions of the Tosca Complex in the Saturn resort.</p>			
<p>12. Revocation of the administrator's mandate of Mrs. Alexe Gabriela following the non-fulfillment of the obligations mentioned in management contract.</p>			
<p>13. Approval of the distribution of exceptional dividends in the amount of 12,500,018 lei, respectively of a gross dividend of 0.0217011 lei/share, according to the proposal of the Transilvania Investments Alliance SA shareholder.</p>			



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<p>15. Approval of the distribution of dividends in the amount of 20,160,297.05 lei, respectively of a gross dividend of 0.0350 lei/share by using the amounts registered in account 1068 "Other reserves", taking into account the existing available cash on 31.03.2023 and the current business model of the company that involves renting everything to third parties accommodation and public catering spaces - according the proposal of the shareholder Madar Forin Horea.</p>			
<p>16. 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 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.