



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 29.11.2022, at 09.30, at the head office of the company, established for the first summons, or on 30.11.2022 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, a shareholder of the company, 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. Revocation of the Development and Restructuring Strategy of THR Marea Neagra SA, approved by A.G.O.A Decision no. 3/22/04/2020.			
3. Approval of the Real Estate Valorization Program of T.H.R. Marea Neagra S.A. in the period between the date of the decision of the general meeting and 31.12.2023.			
4. Approval of the completion of the Capitalization Program a real estate heritage, at letter b) "capitalization through for sale", with the following buildings: Complex Bran-Brad-Bega and Complex Venus from the Eforie Nord resort, Magura Complex and Reci Namol Baths from the Eforie Sud resort.			
5. Approval of the mandate of the Council of Administration of the company for the rental the assets of the company presented in the program of capitalization of the real estate of THR Marea Neagra SA, based on a procedure approved by The Board of Directors to ensure the collection of to the company of the best price, the			



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<p>procedure that will contains at least the following stages: (i) the organization of auctions or analysis of offers within a given period, but no later than 31.12.2022; (ii) will not be assumed by THR Marea Neagra SA investment works and/or takeovers of unamortized investments (in rental period) that the tenant agrees to do in the leased assets (any investments will be carried out exclusively at the expense of the tenant); (iii) the situation of any investments or expenses of maintenance, where applicable, expected to be carried out by the tenant, will help in the determination of the rental period (to realize the amortization them by the tenant prior to termination the rental agreement); (iv) The rental period cannot exceed 5 years; (v) The owner of the asset (Black Sea THR SA) retains the right to sell the asset rented, at any time during the rental period, with ensuring the right of pre-emption, if applicable, to the best price offer received in the procedure of sale; (vi) the introduction within the contract of lease of some necessary and sufficient clauses which to lead to the entry into possession of the leased asset in a simple, easy procedure, upon expiration the rental contract or its termination before the deadline; (vii) communication by current report a conclusion of the rental contract/contracts. The mandate given to the board of directors to carry out the things approved within this point of the agenda is valid until 31.12.2022.</p>			
<p>6. Approval of the mandate of the Board of Directors of the company for the lease of the company's assets, presented in the Program of capitalization of the real estate of T.H.R. Black Sea S.A., based on a procedure approved by the Council of Administration to ensure the collection by the company of the better price. The mandate granted to the Board of Administration for the fulfillment of those approved within this point of the agenda is valid until 31.12.2023.</p>			
<p>7. Approval of the rectification of the Investments and Repairs Budget approved for the 2022 financial year.</p>			
<p>8. Approval of an investment project through funds European " Energy production from renewable sources for own consumption at the level of THR Marea Neagra SA", in in order to finance it within the Program Large Infrastructure Operational 2014-2020/ Priority Axis 11: Energy efficiency improvement measures and stimulation renewable energy use/ Call for SME projects RECOVER 1. State aid measures for production from renewable energy sources. Approval of the related budget of the "Production of energy from renewable sources for own consumption at the level of T.H.R. Marea Neagra S.A.". Approval of the entity's commitment to the agreement on the proportional repayment of the financing non-refundable granted, including interest and the applicable penalties if it is not maintained the investment for the entire durability period, i.e. 5 years from making the final payment under the contract financing. Approval of</p>			



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operating and maintenance expenses the investment after the completion of the project, on the whole durability period. Approval of Indicators of the "Production of energy from renewable sources for own consumption at the level of T.HR Marea Neagra S.A.			
12. Finding the termination in August 2022, by reaching the deadline, of the mandates of Messrs. Zamfir Mihai- General Director and Rosu Bogdan Nicolae- Deputy General Director and their deletion from the Trade Register.			
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.			

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.