

**TURISM, HOTELURI, RESTAURANTE  
MAREA NEAGRA S.A.**

Head office: Romania, Mangalia, 29 Lavrion Street, Constanta County, tel:+40-241-752-452 fax.:  
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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](http://www.thrmareaneagra.ro)

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**Point no. 2 from the AGEA agenda of 15/16.11.2024**

Through AGEA Decision no. 4/12.12.2023 the partial, asymmetric division of THR Marea Neagra SA was approved, which generated the withdrawal from the company, according to art. 134 of Law no. 31/1990, of a number of 40 shareholders holding a total number of 48,765,483 shares.

These shares were bought back by THR Marea Neagra SA at the price of 0.4414 lei/share, established in accordance with the ANEVAR National Standards, through the Evaluation Report no. 886/26.10.2023 drawn up by the expert appraiser Darian DRS S.A, price approved by the same AGEA decision no. 4/12.12.2023.

According to art. 207 paragraph (1) point c) of Law no. 31/1990, the company's share capital is reduced by acquiring its own shares, followed by their cancellation.

Therefore, is subject to approval the reduction of the share capital from 32,555,999.70 lei to 27,679,451.40 lei and the corresponding cancellation of the 48,765,483 shares

**Point no. 3 from the AGEA agenda of 15/16.11.2024**

As a consequence of the proposal found in the previous point of the agenda, arises the legal obligation provided by art. 204 paragraph (4) of Law no. 31/1990, of amendment of the provisions of the Articles of Incorporation regarding the share capital and of registration of the new Articles of Incorporation at Trade Registry Office.

So art. 7 of the Articles of Incorporation will have the following content: "*Art. 7 - (1) The subscribed and paid-up capital is of 27,679.451.40 lei consisting of a contribution in kind of 19,296,456.7 lei and a cash contribution of 8.382.994,70 lei and is divided into 276.794.514 dematerialized registered shares, each worth 0.10 lei*".

**Point no. 5 from the AGEA agenda of 15/16.11.2024**

Proposes the empowering of Mrs. Costina Zaberca to carry out the necessary steps in order to register with the Trade Registry Office and publish in the Official Monitor of Romania, the decisions adopted by AGEA.

The Board of President Directors through  
Mihaela Ichim