

## TRANSLATION FROM ROMANIAN INTO ENGLISH

Siglă: THR Marea Neagră  
CERT. IND. ISO 9001

**S.C. TURISM, HOTELURI, RESTAURANTE**  
**MAREA NEAGRĂ S.A.**

ISO 14001

Head Office: Romania, Mangalia, Lavrion Street, No. 29,

ISO 22000

Constanța County, Phone: +40-241-752-452 Facsimil: +40-241-755-559 Registration no. Constanța Trade Register: J13/696/1991, CIF: RO2980547, IBAN Account: RO71 RNCB 0117 0151 6314 0001, Banca Comercială Română – Mangalia  
Agency subscribed and paid-up share capital: 57.894.933,9 lei.

Dualist-managed company

Website: [www.thrmareaneagra.ro](http://www.thrmareaneagra.ro)

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### 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' Extraordinary General Assembly of **THR Marea Neagră S.A.**, that will take place on **22.10.2019, at 11.00, at the head office of the company**, established for the first summons, or on 23.10.2019 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:

<b>The points of the agenda subject to the vote in the Shareholders' Extraordinary General Assembly</b>	<b>For</b>	<b>Against</b>	<b>Abstention</b>
1.The approval of deploying a program of redemption of the internal shares by the company, according to the legal applicable orders, in the following conditions: i.the dimension of the program- <b>maximum 5.789.499 shares</b> with a nominal value of 0,10 lei/share, representing <b>1,00%</b> of the share capital; ii.the price of acquisition of the shares:			

<p>the minimum price will be equal to the market price of the company shares from the Stock Market Bucharest at the moment of acquisition, and the maximum price will be <b>0,15 lei/share</b>;</p> <p>iii.duration of program: the period of <b>maximum 9 months</b> from the date of publishing A.G.E.A. in the Romania Official Gazette , part IV;</p> <p>iv.payment of redeemed shares- from the available reserves (excepting the legal reserves) registered in the last approved annual financial situations;</p> <p>v.destination of program- the distribution of the redeemed shares, free of charge, to the members of the Board of Supervision, members of the Directorate and employees of the company, in view of increasing the efficiency and developing their loyalty, within a program “Stock Option Plan”;</p>			
<p>2.Empowering the Board of Supervision and the Directorate of the company for accomplishing the redemption program.</p>			
<p>3.To authorize the Board of Supervision and the Directorate to adopt all the necessary measures for accomplishing the decision in legal and statutory limits by passing through all stages and formalities for the implementation of “stock option plan”, identifying the allocation criteria, determining the number of shares which will be effectively distributed, the period of exerting the rights, the identification of beneficiaries, elaboration and publishing the information documents in the legal conditions, inserting the clause of prohibition to sell the shares acquired within “stock option plan” during 12 months from the date of acquisition.</p>			
<p>4.Appointing an internationally recognized third party appraiser to conduct a valuation of company’s assets and to publish the valuation report on the company’s website.</p>			
<p>5.The approval of the registration date for the identification of shareholders suffering the effects of the decision of the shareholders’ general meeting and of ex-date.</p>			
<p>6..Delegation of the person empowered to effect the legal publicity forms form accomplishing the adopted decisions.</p>	..		

\* 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.

Date \_\_\_\_\_

Stamp and signature \_\_\_\_\_

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