

Translation from Romanian

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

Head office: Romania, Mangalia, 29 Lavrion Street, Constanta County, tel.: +40-241-752-452; fax:+40-241-755-559

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: 57.894.993,9 lei
Two tier corporate model

www.thrmareaneagra.ro

CONVENING

The Directorate of the Company **THR Marea Neagră S.A.**, with the head office in Mangalia city, no. 29 Lavrion street, Constanța county, two tier company, with J13/696/1991, C.U.I. RO2980547, according to the Law no. 31/1990, with subsequent changes and additions, of Law no. 24/2007, ASF Regulation no. 5/2018 and the provisions of the Articles of Incorporation gathered at 27.09.2019;

By Request nr. 8083/27.09.2019 of shareholder SALINK LIMITED with 5,10 % from the share capital, to amend AGEA from 22/23.10.2019 with “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”.

By article. 117.1 of Law no.31/1990 the AGEA from 22/23.10.2019 at 11:00 at the head office of the company is amended and it will be:

Calls the Extraordinary Shareholders’ General Meeting at the date of 22.10.2019, at 11.00, at the head office of the company, with the following AGENDA:

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- **maximum 5.789.499 shares** with a nominal value of 0,10 lei/share, representing **1,00%** of the share capital;

ii.the price of acquisition of the shares: 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 **0,15 lei/share;**

iii.duration of program: the period of **maximum 9 months** from the date of publishing A.G.E.A. in the Romania Official Gazette , part IV;

iv.payment of redeemed shares- from the available reserves (excepting the legal reserves) registered in the last approved annual financial situations;

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”;

2. Empowering the Board of Supervision and the Directorate of the company for accomplishing the redemption program.

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.

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

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.

6. Delegation of the person empowered to effect the legal publicity forms for accomplishing the adopted decisions.

At the Shareholders' General Meeting may participate and vote only the shareholders registered in the Register of Shareholders of the company at the date of *08.10.2019*, established as *reference date*.

At the date of call, the share capital of S.C. THR Marea Neagră S.A. is of 57.894.993,9 lei and is divided in 578.949.939 nominal shares, dematerialized with a nominal value of 0,10 lei, each share giving the right to a vote within the shareholders' general meeting.

The shareholders representing, individually or together, at least 5% of the share capital, have the right:

a) to introduce new points on the agenda of the general meeting, if any point is accompanied by a justification or a decision draft proposed for adoption by the general meeting, until the date of *27.09.2019*;

b) to present decision projects for the points included or proposed for inclusion on the agenda of the general meeting, until the date of *27.09.2019*;

Every shareholder is entitled to ask questions about the matters on the agenda of the general meeting. The company can respond inclusively by posting the answer on the website of the company, at the section “Frequent questions”.

The shareholders mentioned in the previous paragraphs have the obligation to send materials/ questions in writing, in sealed envelopes, accompanied by the following documents: In the case of shareholders natural persons- certified copy of the identity card and bank account extract issued by Depozitarul Central SA from which results the quality of shareholder and the number of owned shares; In case of shareholders legal persons- registration certificate, certified copy of the identity card of the legal representative and bank account extract issued by Depozitarul Central SA from which results the quality of shareholder and the number of owned shares, or, as the case may be, by the participants providing custody services, according to the

law. The mentioned documents will be sent to the head office of the company, with the clear written mention, with capital letters: “FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS at the date of 22/23.10.2019”.

The documents, informative materials and draft decisions of the general meeting referring to the problems included in the agenda, can be consulted on the company site-www.thrmareaneagra.ro and/or at the head office of the company, starting with the date of 12.09.2019, in the working days 9 a.m.-1 p.m.

The registered shareholders at the reference date can participate and vote at the Shareholders' General Meeting directly or can be represented by other persons than the shareholders, based on special or general proxy, made according to the provisions of the Law no. 24/2017 and the Regulation ASF no. 5/2018. The shareholders legal persons or entities without legal personality, who participate at the Shareholders' General Meeting through other person than the legal representative, will mandatory use a special or general proxy, in the above conditions. The shareholders will fill in and sign all the proxies in three original copies: one for the shareholder, one for the representative and one for the company.

The general proxy can be granted on a maximum three years period, allowing to the named representative to vote in all aspects in debate of the Shareholders' General Meeting, if the general proxy is granted by the shareholder, as client, to an intermediate defined according to art. 92 of the Law no 24/2017 or a lawyer. The shareholders cannot be represented in the Shareholders' General Meeting based on a general proxy, by a person being in a situation of conflict of interest, according to the dispositions of the Law no. 24/2017.

The access of the shareholders natural persons, entitled to participate to the general meeting, is allowed by the simple proof of their identity, made with the identity card and in the case of shareholders natural persons represented, with the proxy given to the natural person which represents them.

The access of the shareholders legal persons, entitled to participate to the general meeting, is allowed based on the proof of quality of legal representative when it is present the shareholder's legal representative himself. If the legal representative is not present with the proof of legal representative, he will come with the proxy given to the natural person which represents the respective shareholder.

The quality of legal representative is proved with a confirmation of company details issued by the Trade Register, presented in original or certified copy or any other in original or in a certified copy with the original, issued by a competent authority from the state in which the shareholder is legally registered, which certifies the quality of legal representative. The documents certifying the shareholder's quality of legal representative issued in a foreign language, another then English will be accompanied by a translation, realized by an authorized translator, in Romanian or in English.

The requests mentioned at the previous paragraphs are applied correspondingly and for proving the quality of legal representative of the shareholder which proposes the introduction of new point on the agenda of the shareholders' general meeting or which ask questions to the issuant concerning points on the agenda of the shareholders' general meeting.

The forms of special proxies can be obtained at the head office of the company starting with the date of 12.09.2019 between 9a.m.- 1 p.m. or can be downloaded from the company's site. A copy of the special proxy will be filed at the company's office, in Romanian or English, until inclusively the date of 21.10.2019, hour 09.⁰⁰, a copy being put at the representative's disposal, for him to prove this quality. The empowerments can also be transmitted online with online signature issued according to the law at the email address thrmareaneagra@yahoo.com.

The shareholders registered at the reference date have the possibility to vote by post mail, before the general meeting, by using the form of vote ballot by mail. The vote form can be obtained, starting with the date of 12.09.2019, between the hours 9 a.m.- 1 p.m. from the head office of the company or from the site www.thrmareaneagra.ro.

In the case of vote by post mail, the vote ballot, filled in and signed, accompanied by the copy of the I.C. (identity card in the case of natural persons, certified copy for conformity under holograph signature of the holder, respectively registration certificate in case of legal person, under the legal representative's signature, applying the stamp), can be transmitted at the head office of the company, in Romanian or English, until 21.10.2019, hour 9 a.m., in sealed envelope, with the clear written mention, with capital letters: "FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS at the date of 22/23.10.2019".

The vote ballots which are not received until the above mentioned date cannot be taken into account for determining the quorum and the majority in the case of general meeting.

The vote ballots by post mail and special empowerments will be available in English, on the company's site, starting with the date of 16.09.2019. Additional information can be obtained from the head office or at the phone number 0241.752.452, between the hours 9 a.m.-1 p.m.

In the situation of non-accomplishment of the validity conditions of the meeting unfolding at first call, the shareholders' general meeting is called for the date of 23.10.2019, maintaining the agenda, the hour and the place.