



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

Head Office: Romania, Mangalia, Lavrion Street No.29, Constanța County Phone +40-241-752-452  
Facsimil: +40-241-755-559

Registration number at the Trade Register of Constanța: J13/696/1991, CIF: RO2980547,  
IBAN Account: RO71 RNCB 0117 0151 6314 0001, Banca Comerciala Romana – Mangalia Agency  
Subscribed and paid capital : 57.894.993,9 lei

Two tier (corporate) model

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

---

## NOTICE TO ATTEND

The Directorship of the Company **THR Marea Neagră S.A.** headquartered in Mangalia City, Lavrion Street, No. 29, Constanța County, two tier (corporate) model, having J13/696/1991, C.U.I. RO2980547, in accordance with the Law No. 31/1990, with the subsequent amendments and completions, of the Law no. 24/2017, ASF Regulations and with the provisions of Articles of Incorporation, met on the date of 08.07.2020 ;

Summons the Extraordinary General Meeting of the Shareholders, on the date of **11.08.2020, 10.00 a.m., at the company's premises**, with the following AGENDA:

1. The approval of the change in the form of Company Administration in a two-tier system, in a unified administration system;
2. The approval of the new articles of association of the Company, set out in the Appendix, in which are provided modifications brought to the old constitutive act regarding the organization of the functioning of the company's administration in unitary system.
3. The appointment of the person empowered to sign the Articles of Association of the Company.
4. The appointment of the person who will perform all the necessary steps for the publication and registration of the adopted decisions.

**Summons the General Meeting of Shareholders**, on the date of **11.08.2020, 14.00 p.m., at the Company's premises**, with the following AGENDA:

1. Finding the termination of the mandate of the Supervisory Board and the Management Board, as a result of approving the modification of the company's administration form and the modification of the Articles of Incorporation.
2. Election of the members of the Board of Directors for a term of 2 years;
3. Establishing the remuneration due to the administrators for the financial year 2020;
4. Establishing the level of professional civil liability insurance for the members of the Board of Directors and for the Director / Directors;
5. Approval of the conclusion of the management contract with the members of the Board of Directors, according to the attached project;
6. Appointment of the person who will sign the management agreement with the members of the Board of Directors, as a conventional agent from the Company;
7. Approval of the form of the mandate contract to be signed by the Board of Directors with the appointed director / directors, according to the attached project.
8. Appointment of the person who will perform all the necessary steps for the publication and registration of the adopted decisions.

The list of candidates for the Board of Directors can be consulted at the company's headquarters or on the website [www.thrmareaneagra.ro](http://www.thrmareaneagra.ro) after the end of the period in which the shareholders can make nominations. The shareholders can make nominations for the persons who will be elected in the Board of Directors until 27.07.2020.



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

Head Office: Romania, Mangalia, Lavrion Street No..29, Constanța County Phone +40-241-752-452  
Facsimil: +40-241-755-559  
Registration number at the Trade Register of Constanța: J13/696/1991, CIF: RO2980547,  
IBAN Account: RO71 RNCB 0117 0151 6314 0001, Banca Comerciala Romana – Mangalia Agency  
Subscribed and paid capital : 57.894.993,9 lei

Two tier (corporate) model

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

Only the shareholders registered in the Register of Shareholders of the company on 31.07.2020, established as the reference date, will be able to participate and vote at the General Meetings of Shareholders.

At the date of the convocation, the share capital of S.C. THR Marea Neagră is of 57,894,993.9 lei and is divided into 578,949,939 registered and dematerialized shares with a nominal value of 0.10 lei, each share giving the right to one vote at the General Meeting of Shareholders.

Shareholders representing, individually or together, at least 5% of the share capital, are entitled to:

a) *to introduce new items on the agenda of the general meetings*, provided that each item is accompanied by a justification or a draft decision proposed for adoption by the general meeting, no later than 27.07.2020.

b) *to present draft decisions for the items included or proposed* to be included on the agenda of the General Meetings, until 27.07.2020 at the latest.

Each shareholder has the right to ask questions on the items on the agenda of general meetings. The company can also answer by posting the answer on the Company's Website, in the "*Frequently Asked Questions*" section.

The shareholders mentioned in the previous paragraphs have the obligation to send the materials / questions in writing, in closed envelopes, accompanied by the following documents: In case of individual shareholders - certified copy of the identity document and account statement issued by Depozitarul Central SA from which the quality results of shareholder and the number of shares held; In the case of legal entity shareholders - the registration certificate, certified copy of the identity card of the legal representative and account statement showing the quality of shareholder and the number of shares held, issued by Depozitarul Central SA or, as the case may be, by the participants providing services custody, according to the law. The mentioned documents will be sent to the company's headquarters, with the clearly written mention, in capital letters: "FOR THE EXTRAORDINARY / ORDINARY GENERAL MEETING OF SHAREHOLDERS dated 11 / 12.08.2020".

The documents, informative materials and draft decisions of the general assembly regarding the issues included on the agenda can be consulted on the company's website - [www.thrmareaneagra.ro](http://www.thrmareaneagra.ro) and / or from the company's headquarters, starting with 10.07.2020, in working days between 9:00 a.m. and 13:00 p.m.

Shareholders registered on the reference date may participate and vote at the General Meetings of Shareholders directly or may be represented by persons other than shareholders, based on special or general power of attorney, prepared in accordance with the provisions of Law no. 24/2017 and ASF Regulation no. 5/2018. Shareholders of legal entities or entities without legal personality that participate in the General Meetings of Shareholders through a person other than the legal representative, will obligatorily use a special or general power of attorney, as the case may be, under the conditions mentioned above. The shareholders will complete and sign the special powers of attorney in three original copies: one for the shareholder, one for the representative and one for the company.



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

Head Office: Romania, Mangalia, Lavrion Street No.29, Constanța County Phone +40-241-752-452  
Facsimil: +40-241-755-559  
Registration number at the Trade Register of Constanța: J13/696/1991, CIF: RO2980547,  
IBAN Account: RO71 RNCB 0117 0151 6314 0001, Banca Comerciala Romana – Mangalia Agency  
Subscribed and paid capital : 57.894.993,9 lei

Two tier (corporate) model

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

---

The general power of attorney may be granted for a period not exceeding three years, allowing the appointed representative to vote in all matters under the debate of the General Meeting of Shareholders, provided that the general power of attorney is granted by the shareholder, as a client, to an intermediary. defined according to the provisions of art. 2 paragraph (1) point 20 of Law no. 24/2017 or to a lawyer. Shareholders may not be represented at the General Meeting of Shareholders on the basis of a general power of attorney, by a person who is in a situation of conflict of interest, in accordance with the provisions of Law no. 24/2017.

The access of the natural shareholders, entitled to participate in the general meetings, is allowed by the simple proof of their identity, made with the identity document and in the case of the represented natural shareholders, with the power of attorney given to the natural person representing them.

The access of the shareholders of legal entities, entitled to participate in the general meetings, is allowed based on the proof of the quality of legal representative when the legal representative of the shareholder is present. If the legal representative is not present, together with the proof of the quality of legal representative, the power of attorney given to the natural person representing the respective shareholder will be presented.

The quality of legal representative is proved by a certificate issued by the Trade Register, presented in original or copy in accordance with the original, or any other document, in original or in copy in accordance with the original, issued by a competent authority of the state where the shareholder is legally registered, which certifies the quality of legal representative.

The documents certifying the quality of legal representative of the legal entity shareholder will be issued after 01.06.2020. The documents attesting the quality of legal representative drawn up in a foreign language, other than English, will be accompanied by a translation, made by an authorized translator, in Romanian or in English language.

The requirements mentioned in the previous paragraphs also apply accordingly to prove the quality of legal representative of the shareholder who proposes the introduction of new items on the agenda of the general meeting of shareholders or who asks questions to the issuer on items on the agenda of the General Meeting of Shareholders.

The special power of attorney forms can be obtained at the company's headquarters starting with 10.07.2020 between 9:00 a.m. - 13:00 p.m., or can be downloaded from the Company's Website. A copy of the special power of attorney will be submitted at the Company's headquarters, in Romanian or English language, until 10.08.2020, at 10.00 a.m., a copy will be made available to the representative, so that he can prove it. quality. Powers of attorney can also be sent electronically with an extended electronic signature according to the law to the e-mail address [thrmareaneagra@yahoo.com](mailto:thrmareaneagra@yahoo.com).

The shareholders registered on the reference date have the possibility to vote by correspondence, before the general meetings, by using the ballot form by correspondence.

The ballot form can be obtained, starting with 10.07.2020, between 9:00 a.m. - 13:00 p.m. from the Company's headquarters or on the website [www.thrmareaneagra.ro](http://www.thrmareaneagra.ro).



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

Head Office: Romania, Mangalia, Lavrion Street No..29, Constanța County Phone +40-241-752-452  
Facsimil: +40-241-755-559

Registration number at the Trade Register of Constanța: J13/696/1991, CIF: RO2980547,  
IBAN Account: RO71 RNCB 0117 0151 6314 0001, Banca Comerciala Romana – Mangalia Agency  
Subscribed and paid capital : 57.894.993,9 lei

Two tier (corporate) model

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

In case of voting by mail, the ballot, completed and signed, accompanied by the copy of the identity document (ballot / identity card in case of natural persons, certified copy for conformity under the handwritten signature of the holder, respectively registration certificate in case of persons legal documents, under the signature of the legal representative, with the application of the initials) may be sent at the company's headquarters, in Romanian or in English language, until 10.08.2020, at 10:00 a.m., in a sealed envelope, with the statement clearly written, in capital letters: **FOR THE EXTRAORDINARY / ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 11/12.08.2020 "**

Ballots not received by the date indicated above, may not be taken into account for the determination of a quorum and a majority at the General Meeting.

The ballot forms by mail and special powers of attorney will be available in English language, on the Company's website, starting with 10.07.2020. Additional information can be obtained from the company's headquarters or at the telephone number 0241.752.452, between 9:00 a.m. - 13:00 p.m.

In the current context, in order to prevent / limit the spread of the COVID-19 virus, we ask the shareholders to consider the possibility of expressing the right to vote through the alternative methods mentioned above, respectively voting by mail or by representative.

In case of non-fulfillment of the conditions of validity of the meeting at the first convocation, the general meetings of shareholders are convened for 12.08.2020, maintaining the agenda, time and place of their works.

This notice to attend cancels the one published in the Official Gazette of Romania at the date of 07.07.2020 and at BVB at the date of 03.07.2020, for the EGMS and OGMS meeting from the date of 11 / 12.08.2020.

Chairman of the Board  
Moșoiu Georgiana Narcisa

The undersigned, **VIG Corina-Luiza**, authorized translator by the Ministry of Justice in Romania with the authorization no. **32809/2011**, hereby certify the authenticity of this translation with the text of the document in **Romanian** language that has been seen by me.

Authorized interpreter - translator,

**VIG CORINA-LUIZA**