



# S.C. 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. Inregistrare Registrul Comerțului Constanța: J13/696/1991, CIF: RO2980547,  
Cont IBAN: RO71 RNCB 0117 0151 6314 0001, Banca Comercială Română – Agenția Mangalia  
Capital social subscris si varsat : 57.894.993,9 lei

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

**To:**  
**Bucharest Stock Exchange**  
**Financial Supervisory Authority**

**CURRENT REPORT** according to Law no.24 / 2017 on issuers of financial instruments and market operations and the ASF Regulation no. 5/2018

Date of report: **01.09.2020**

Name of issuers: **TURISM , HOTELURI , RESTAURANTE MAREA NEAGRA S.A.**

Headquarters : Lavrion Street no. 29, Mangalia , Constanta County

Telephone/fax : 0241 75 24 52; 0241 75 55 59

Trade register No: J13/696/1991

Sole registration number at the Trade Register Office : RO 2980547

Subscribed and paid capital: 57.894.993,9 lei

Regulated market on which the issued shares are traded : The alternative trading system administered by the **Bucharest Stock Exchange**

## **Important event to be reported: Convening EGMS and OGMS**

THR Marea Neagră SA informs the shareholders and the investing public regarding the fact that, on 31.08.2020, with the application registered under no. 4665 / 31.08.2020, the majority shareholder SIF Transilvania SA, holding 77.71% of the share capital, requested the convening of the Extraordinary General Meeting of Shareholders and the Ordinary General Meeting of Shareholders, for 05.10.2020 at the first convening, respectively 06.10.2020 at the second convocation.

We present the full text of the convocation:

## **CONVENING**

The Directorate of the Company **THR Marea Neagră S.A**, with the head office in Mangalia city, no. 29 Lavrion street, Constanța county, 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 and the provisions of the Articles of Incorporation gathered at 31.08.2020;

**Calls the Extraordinary Shareholders' General Meeting at the date of 05.10.2020 , at 10.00, at the head office of the company, with the following AGENDA:**



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1.The approval of changing the destination of the redemption program approved in ESGM at 18.11.2019, from “the distribution of redeemed shares, free of charge to the administrators, directors and employees of the company in view of making more effective and loyal their activity, within a program Stock Option Plan”, in “reducing the capital by annulling internal stocks”.

2.The approval of reducing the share capital with the sum of 294.145,20 lei from 57.894.993,90 lei to 57.600.848,7 lei, by annulling the number of 2.941.452 shares with a nominal value of 0,10 lei each, acquired by the company within the redemption program approved through the decision of the extraordinary shareholders’ general meeting no.1 at the date of 22.10.2019, with the consequence of modifying art. 7 par. (1) from the Articles of incorporation, which will have the following content:

*Art. 7-(1) The subscribed and paid capital is of 57.600.848,70 lei and is divided in 576.008.487 registered and dematerialized shares with a value of 0,10 lei/share.*

3.Delegation of the person who will effect all the necessary procedures for publishing and registering the adopted measures.

**Convokes the Ordinary Shareholders’ General Meeting**, at the date of **05.10.2020** at **12.00**, at the head office of the company, with the following AGENDA:

1.The approval of the distribution of the sum of 10.368.152,77 lei, respectively a gross dividend of 0,0180 lei/share, from the sum registered in the account “other reserves” in balance at the date of 31.12.2019, according to the audit financial situations afferent to the financial year finalized at 31.12.2019

2.The approval of the date of 20.10.2020 as registration date (ex date 19.10.2020), according to the legal applicable provisions, for establishing the shareholders which obey the effects of adopted decisions and the approval of the date of 23.10.2020 as payment day;

3.Delegation of the person who will effect all the necessary procedures for publishing and registering the adopted measures.

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 **25.09.2020**, 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 and dematerialized shares with a nominal value of 0,10 lei, each share giving the right to a vote within the shareholders’ general meeting.



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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 18.09.2020

b) *to present decision projects for the points included or proposed* to be included on the agenda of the general meetings, not later than 18.09.2020

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 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 mention, with capitals: “FOR THE EXTRAORDINARY/ ORDINARY GENERAL MEETING OF THE SHAREHOLDERS at the date of 5/6.10.2020”.

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](http://www.thrmareaneagra.ro) and/or at the head office of the company, starting with the date of 03.09.2020, 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



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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 will be issued before 01.09.2020. 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 03.09.2020 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 02.10.2020 hour 16.<sup>00</sup>, a copy being put at the representative's disposal, for him to prove this quality. The empowerments can also be transmited online with online signature issued according to the law at the email address [thrmareaneagra@yahoo.com](mailto: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



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obtained, starting with the date of 03.09.2020, between the hours 9 a.m.- 1 p.m. from the head office of the company or from the site [www.thrmareaneagra.ro](http://www.thrmareaneagra.ro).

In the case of vote by post mail, the vote ballot, filled in and signed, respectively registration certificate for legal persons, under the legal representative's signature, applying the stamp, can be trasmitted at the head office of the company, in Romanian or English, until 02.10.2020, hour 4p.m., in sealed envelope, with the clear written mention, with capital letters: "FOR THE EXTRAORDINARY/ORDINARY GENERAL MEETING OF THE SHAREHOLDERS at the date of 05/06.10.2020".

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

The vote ballots by post mail and special empowerments will be available in English also, on the company's site, starting with the date of 03.09.2020. 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 actual context, in view of preventing/ limiting the spread of the virus COVID-19, the shareholders are asked politely to take into account the possibility of expressing their vote right through alternative ways, mentioned above, respectively voting by mail or representative.

In the situation of non-acomplishment of the validity conditions of the meeting unfolding at first call, the shareholders' general meeting is called for the date of 06.10.2020, maintaing the agenda, the hour and the place.

President of the Administration Council,  
Mr. Fratila Constantin

I, the undersigned **Cirlan Georgiana Andreea**, asworn translator for foreign languages English – Spanish, according to authorization no.30019/2010, issued by Ministry of Justice from Romania, hereby certify this to be a true and correct translation from Romanian to English, that the presented text was translated completely, without omissions, and that, by translation, the content and meaning of the document haven't been distorted.