

Translation from Romanian

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

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Social subscribed and paid up capital:57.600.848,70 lei

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REMUNERATION POLICY

General considerations

This policy describes the formal approach used by TURISM, HOTELURI, RESTAURANTE MAREA NEAGRA S.A. (hereinafter named „The Company”), in order to establish the remuneration of the executive directors with mandate contract and of the members of its Administration Board, according to the provisions of the Law no. 24/2017 concerning the issuants of financial instruments and market operations, with subsequent changes and additions.

The purpose of this policy is to offer a transparent overall picture of the principles and methods of remuneration used by the Company to ensure the attraction, keeping and motivation of the top professionals, the Company defining in this manner a management system through objectives.

The policy concerning remuneration represents the general frame established by the Ordinary Shareholders’ General Meeting, which the Company applies and is related to the manner of remuneration of the executive directors with mandate contract and the administrators, which corresponds to the business strategy, objectives, values and interests on long term of the Company.

The Company positions the managers’ remuneration and motivation for touching the objectives in the center of its long term strategy, given that it operates on a highly competitive market.

The remuneration policy explains the process of taking decisions that lead to the establishment, revisions and puting it into practice, including measure for evoiding the conflict of interests.

The remuneration policy presents te manner in which the remunerations and the conditions of employment of the issuant’s employees were taken into account, with the occassion of establishing the remuneration policy.

Fundamental principles

Strategic coherence- the remuneration schemes must be aligned to the Company's long strategy and its short term elements, ensuring a balance between the remuneration of shareholders and the managers/ leading team of the Company.

Sustainability- the remuneration must stimulate the motivation on medium and long term and must not be concentrated on the realization of earnings on short term and unsustainable.

Orientation to performance- the remuneration must be established according to the relevant performance, allowing to the Company to attract and keep the top professionals and reward touching the objectives.

The relevance of the market- the reward must be determined in the context of the market conditions in which the Company operates, to ensure the competitiveness and efficiency of recruitment.

Transparency- the dynamics and logics of remuneration schemes must be conceived taking into account the simplicity and to view the complete understanding by all users of information, internal and external, including the promotion of transparency concerning the remuneration and the criteria of its establishment.

Approval of the remuneration Policy

The Company established a remuneration policy in what concerns leaders, about the shareholders who have the right to vote and approve within the Ordinary Shareholders' General Meeting.

| | O.S.G.M. | C.A. |
|--|-------------------|--|
| Remuneration policy (approval and revision) | approves | Formulates recommendation and proposes** |
| Remuneration report | Consultative vote | Formulates recommendation and approves |
| CA – additional sums for additional responsibilities* | - | Formulates recommendation and approves |
| Annual maximum sum of all remunerations | approves | Formulates recommendation and proposes |

*Consultative committees/ president function

**Takes the decision of approving the presentation of the respective document, for approval by O.S.G.M.

In correlation with the principles of corporation governance and the regulations applicable to the Company, **the Administration Board** has the following main responsibilities:

- i. Formulates proposals concerning the remuneration policy;
- ii. Formulates recommendations concerning the levels of remuneration;

- iii. Monitors the implementation of the remuneration policy within the Company.

The legal department supports and advises the management in the implementation of this policy and recognizes the manner in which this affects the laws and regulations applicable of the company, approving the documents issued according to this policy.

The below tasks are filled in with the additional responsibilities, specific to each structure.

The structure of remunerations

The structure of remuneration of the executive directors and the of the members of the Administration Council is formed by two main elements: the fixed and the variable remuneration.

A.THE FIXED REMUNERATION (main) – the fixed component of remuneration, not conditioned by the accomplishment of a performance criteria, whose main elements consists in the benefits given based on the administration contract/ mandate. The Company will try to offer a competitive basis remuneration, but it will restrain from bidding over the market rates, taking into account the emphasize of the variable part of compensation.

It is considered a basic remuneration when there are respected the conditions below:

- It is based on pre-set criterion;
- It is not discretionary in what concerns the level of professional experience and the level of seniority;
- It is transparent concerning the individual granted sum;
- It is permanent (maintained on a long period of time, closely related to specific role and responsibilities);
- It is irrevocable (the permanent sum can be modified only by anual negotiation and revision)
- It cannot be reduced, suspended or canceled unilateral by the company, without the consent of the party.

The members of the administration Board benefit from a fixed monthly remuneration, which is established through the decision of the Ordinary Shareholders' General Meeting, for every financial exercise in part.

The members of the administration Council who are members in the consulting committees of the administration Council benefit from an additional remuneration, according to the legal provisions and the ones of the Articles of Incorporation of the Company.

The limits of the fixed remuneration of the executive managers are (usually) provided in the Articles of Incorporation of the Company and are framed between 6 and 13 medium gross

salaries realised on company in the previous financial exercise. The level of the remuneration is established through contract of mandate.

B. VARIABLE REMUNERATION- manner of payment or additional benefit paid by the Company, taking into consideration some performance criterion, destined to acknowledge the performance of the executive managers and the members of the administration Board in a certain period and differential element of the remuneration package.

The variable part of the remuneration package is based on certain eligibility conditions, quality and quantity criterion. The maximum sum for the variable remuneration is approved by O.S.G.M. and cannot exceed 7,5% of the gross profit.

The annual objectives (KPI) are established in the Ordinary Shareholders' General Meeting of approving the previous financial exercise.

The eligibility conditions for the annual payment of the variable component of the remuneration have in consideration:

1. The individual performance, in what concerns the annual objectives (KPI) and the performance of the Company, on the whole.
2. The operational performance (non-financiary).
3. The general results in the matter of social responsibility.

The evaluation of performance is made in an annual frame, in order to ensure that the evaluation process is based on long term performance results.

Quality criterion taken into account in establishing the variable component taken into account:

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| Main quality criterion used for measuring the performance | -Implementation of business strategy -Efficient management of patrimony assets -Implementing an efficient system of corporate governance -Degree of realization of the investment plans in correlation to the objectives concerning the development of the business |
|---|--|

Quantity criterion taken into account at establishing the variable component:

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|---|--|
| Fundamental quantity criterion used for measuring performance | -Increase of incomes -Increase of EBITDA -Margin of EBITDA -Gross profit -Margin of net profit -ROE/ROA |
|---|--|

*The quantity and quality criterion mentioned before are not exhaustive and can be completed with others, relevant for the actual economic cycle, according to the legitimate interests on short and long term of the company, provisions and premises of the construction of the incomes and expenses budget, at the proposal of the administration Board and being approved by the Ordinary Shareholders' General Meeting. Annual, Ordinary Shareholders' General Meeting at the proposal of the administration Council approves the indicators afferent to the current financial exercise.

The report between the fixed and variable remuneration

The total annual remuneration consists in a fixed and in a variable component. The variable component cannot exceed 100% of the total annual remuneration. The basic component (fixed remuneration) represents a weight, sufficient enough from the total remuneration, which gives the Company a full flexibility in what concerns the policy concerning the granting of the variable component.

The variable component of the remuneration owed to the administrators and executive managers will be directly proportional to the total annual degree of accomplishment of each indicator for the corresponding financial year or part of the corresponding financial year.

The total degree of accomplishment of the key performance indicators established for every financial exercise is the sum of the accomplishment degree of each indicator, wighted to the weighting coefficient:

| | |
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| Executive directors | 60% weight quantity criterion 40% weight quality criterion |
| Members of the Administration Council | 75% weight quality criterion 25% weight quantity criterion |

The variable remuneration is given at touching 100% of the set objectives. The General Meeting/ Administration Board can decide in a justified manner and respecting the principles of equity and payment for performance, to give the variable remuneration totally or partially to the directors with contract of mandate, for a level of accomplishing the established objectives which cannot be lower than 80%.

The payment of the variable component

The variable remuneration is usually paid once a year and it depends on the accomplishing the KPI quantifiable, established for the respective person, at a Company level and also at the specific function, through the administration contract or contract of mandate. For the stimulation and motivation on a long term and in full agreement with the sustainability principles of the Company, the payment of the variable remuneration, for the performance of the executive managers and the members of the Administration Council will be done in a multiannual frame.

Therefore, a percentage of 60% of the variable remuneration will be paid annual after the termination of every financial exercise, the payment, after the approval of the sums by O.S.G.M., following that the difference of 40% to be postponed (retained) until the termination of the contract.

Any variable remuneration (the stimulation schemes on short and long term) is under the reserve of discretion (adjustment before payment) and clawback (recovering the already paid remunerations) in the case in which the financial situations of the company must be adjusted because of a conduct contrary to the interest of the company and if these adjustments affect the value of the variable remuneration; or if the performance criterions which apply to the stimulation schemes and performance levels were manipulated; or if the behavior of the person breaches the legislation in the field or law of labor, the code of conduct of the company and or the ethical standards.

Remunerations based on shares

In cases strictly determined and respecting the legal applicable frame, the Company can grant a remuneration based on shares, establishing the periods in which exists the right for attributing shares, the scheme of conferring periods, the periods of escrowed shares after conferring.

The stimulation (motivation) plan on long term, based on shares has the purpose of offering attractive levels of remuneration for continuous high performances, and also serve as retention measure.

Managers' contracts

The duration of the administration contracts, respectively of mandate is usually of maximum 4 years with the corresponding application of the provisions of the Company's Article of Incorporation. Within these, there are established the duration of contracts, agreements and prior notice periods, applicable to the main characteristics of the additional pension systems or anticipated retirement (if the case may be) and also the condition of cancellation of the contracts and payments afferent to cancellation.

The financial and non-financial performance indicators approved constitute elements to which is determined the variable component of the remuneration. The remuneration and the benefits offered to the Administration Board members and executive managers with contract of mandate, according to the provisions of the contract of administration/mandate, will be consigned in the annual audited financial situations and in the Report of the Administration Council.

The benefits of the executive managers and the Administration Board members can be granted according to the contracts and have in view facilities for the execution of the mandate (access at mobile communication, means and instruments of communication at distance, means of transport etc.)

The payment of the insurance of professional responsibility is made by the Company and is not part of the remuneration.

Revision of the remuneration Policy

The remuneration policy is revised at least once at 4 years, or every time are necessary significant changes. Within the revision process will be described the significant changes and the manner in which were considered the shareholders' votes and the opinions regarding the remuneration policy.

Derogations from the remuneration Policy

In extraordinary circumstances, the Company can derogate temporary from the remuneration policy, case in which the interested parties will be informed about the objective reasons which funded this derogation and the elements from which it can be derogated. This extraordinary circumstances refer only to the situation in which the the derogation from the remuneration policy is necessary to serve on a long term the interests and sustainability of the issuer fully or to ensure his viability.

The remuneration report

The company elaborates a remuneration report clear and easy to understand, which offers a whole image of the remunerations, including all the benefits, regardless of shape, given or owed during the last financial exercise, to the managers individually, including to the new recruits and former managers, according the remuneration policy.

The remuneration report is voted by the Ordinary Shareholders' General Meeting, at the same time with the approval of the financial situations, every year, starting with the year following the one of the remuneration policy approval, the shareholders' opinion resulted after the vote having a consulting feature, and it is available on the issuer's site on a period of 10 years.

Administration Board