



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

Sediul: Romania, Mangalia, str.Lavrion nr.29, jud.Constanta Tel:+40-241-752-452 Fax:+40-241-755-559  
Nr. Inregistrare Registrul Comertului Constanta: J13/696/1991, CIF: RO2980547,  
Cont IBAN: RO71 RNCB 0117 0151 6314 0001, Banca Comerciala Romana – Agentia Mangalia  
Capital social subscris si varsat : 57.894.993,9 lei

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

## CONVOCAATION

Board of Directors of the company **S.C.THR Marea Neagră S.A.** headquarters in Mangalia, Lavrion Street no. 29, Constanta county, having J13/696/1991, Sole registration number RO2980547, under Law no. 31/1990, with the subsequent changes and amendments, of Law no.297/2004, C.N.V.M. Regulations and the with the Articles of Association;  
Considering the **request no. 491/ 19.01.2015 of SIF Transilvania SA shareholder who owns 77,71% of the share capital of the company, calling for the convening of the General Assembly of Shareholders** with the following agenda:

1. Revocation of the Board of Directors of the Company, under art.111 paragraph (2) letter b) of Law no. 31/1990 republished, with the subsequent changes and amendments.
2. Choosing a Board of Directors consisting of 3 members for a term of 4 years.
3. Setting the level of liability insurance for administrators.
4. Appointing the conventional trustee of the company to sign the Management agreement with the chosen administrators.
5. Appointing the person empowered to perform legal forms of advertising for carrying out the decisions adopted.
6. Approval of registration date in accordance with Art. 238 of Law no. 297/2004 to identify shareholders who are affected by the decisions of the General Assembly of Shareholders and setting the ex-date data as art.2, paragraph (2) letter of CNVM Regulation no.6/2009.

**Board of Directors met on 05.02.2015, convened the Ordinary General Assembly of Shareholders on 03.19.2014, hour 9.00, at the company headquarters, with the following AGENDA:**

- 1 Revocation of the Board of Directors of the Company, under art.111 paragraph (2) letter b) of Law no. 31/1990 republished, with the subsequent changes and amendments.**
- 2. Choosing a Board of Directors consisting of 3 members for a term of 4 years.**
- 3. Setting the level of liability insurance for administrators.**



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- 4. Appointing the conventional trustee of the company to sign the Management agreement with the chosen administrators.**
- 5. Appointing the person empowered to perform legal forms of advertising for carrying out the decisions adopted.**
- 6. Approval of registration date in accordance with Art. 238 of Law no. 297/2004 to identify shareholders who are affected by the decisions of the General Assembly of Shareholders and setting the ex-date data as art.2, paragraph (2) letter of CNVM Regulation no.6/2009.**

At the Ordinary General Meeting, shareholders registered in the Register of Shareholders of the Company on **03.09.2015**, established the **reference date**, will be able to participate and vote.

On the date when the meeting is convened, the share capital of SC THR Black Sea S.A. is of 57894993.9 lei and is divided into 578,949,939 registered shares and dematerialized shares with a nominal value of 0.1 lei per share, 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 have the right:

a) to introduce new items on the agenda of the general meeting, provided that each such item is accompanied by a justification or a draft resolution for approval by the General Assembly, no later than the date of 02.03.2015;

b) to submit draft resolutions for items included or to be included on the agenda of the General Assembly no later than the date of 03.02.2015.

Each shareholder has the right to ask questions related to items on the agenda of the general assembly. The company can respond by posting the answer on the company's website under "FAQ".

Shareholders mentioned in the previous paragraphs are required to send materials / questions in writing in sealed envelopes accompanied by the following documents: In case of natural persons - certified copy of ID and account statement issued by Depozitul Central SA proving the quality of shareholder and the number of shares; In case of legal persons -



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registration certificate, certified copy of the identity card of the legal representative and account statement which shows the quality of shareholder and the number of shares issued by Depozitul Central SA or, where appropriate, the participants who provide services custody under the law. All mentioned documents will be returned to the company, with the clear mention written in capital letters: ‘FOR THE ORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS dated 19.03.2015’.

Documents, information materials and draft decisions of the general assembly regarding the items on the agenda are available on the company website - [www.thrmareaneagra.ro](http://www.thrmareaneagra.ro) and/or at the headquarters of the company, starting with 16.02.2015, weekdays between the hours of 9<sup>00</sup> - 13<sup>00</sup>.

The list of information about the name, domicile and professional qualifications of the persons proposed for the position of administrator is available to shareholders, can be consulted and completed by them.

The deadline for applications is 06.03.2015, 15:00.

Legal persons running for the position of administrator shall submit applications accompanied by the articles of association of the company and an extended certificate issued by the Trade Register on 15.11.2014 by and for individuals, applications will be accompanied by Curriculum Vitae.

The vote for the election of the Board of Directors is secret. If the ballots or special proxies express the vote "for" more than 3 candidates, such a vote will be declared invalid.

Shareholders registered at the reference date may participate and vote directly at the General Assembly of Shareholders or may be represented by persons other than shareholders, based on special or general power of attorney, prepared in accordance with the provisions of GEO no.90 / 2014 for the amending and supplementing Law no.297 / 2004 on the capital market. Shareholders legal persons or entities without legal personality who participate in the General Assembly of Shareholders by another person than the legal representative will necessarily use a special or general power of attorney under the conditions described above. Shareholders will complete and sign the power of attorney in three original copies: one for the shareholder, one for the representative and one for the company.



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The general power of attorney (proxy) may be given for a period which shall not exceed three years, allowing designated representative to vote on all matters under discussion in the General Assembly of Shareholders, provided that the general power of attorney (proxy) must be given by the general shareholder, as a customer, to an intermediary as defined in Article 2 para. (1) line. 14 of Law no.294 / 2004 or a lawyer. Shareholders may be represented in the General Assembly of Shareholders on the basis of the general power of attorney (proxy), by a person who is in a situation of conflict of interest, in accordance with the provisions art.243 para.(6.4) of Law no.297/2004, text entered by Ordinance no.90 / 2004.

Access of individual shareholders, entitled to participate in the general meeting, are allowed by simply proving their identity, made with the identity card and in the case of individual shareholders represented, by proxy/ power of attorney granted to individuals who represents them.

Access of shareholders legal persons, entitled to participate in the general assembly, is allowed by proof legal representative when the legal representative of the shareholder himself is present. If the legal representative is not present, along with proof of legal representative will present the power of attorney / proxy given in the previously mentioned conditions.

The capacity of legal representative is proven by a certificate issued by the Trade Registry, presented in original or certified copy, or any other document, in original or certified copy issued by a competent authority of the State in which the shareholder is legally registered, attesting the capacity of legal representative.

Documents attesting the capacity of legal representative of the legal person shareholder will be issued after the date of 15/11/2014. Documents attesting the capacity of legal representative drafted in a foreign language other than English must be accompanied by a translation made by a certified translator in Romanian or English.

The requirements mentioned in the preceding paragraphs shall apply properly and in order to demonstrate the capacity of legal representative of the shareholder proposing the introduction of new items on the agenda of the general assembly of shareholders or who asks questions to the issuer regarding items on the agenda of the general assembly of shareholders.



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The special power of attorneys forms (for open voting and secret voting) can be obtained from the company headquarters as of 02/16/2015 between the hours 900-1300 or can be downloaded from the company's website. Special power of attorney forms (for open and secret ballot vote), completed and signed, will be placed in a large envelope, closed, with the clear mention written in capital letters: 'FOR THE ORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS dated 19.03.2015'', thus: Open vote special power of attorney shall be accompanied by a copy of the identity document (ID / ID card for individuals certified copy of a handwritten signature of the holder, or certificate of registration for legal persons, signed by the legal representative, stamp application). Secret vote special power of attorney will be inserted in a small envelope, sealed, with the specification stated on the envelope „ *Secret vote special power of attorney to elect the Board of Directors* ” and this envelope will be inserted into the large envelope along with the open vote proxy. The sealed envelope containing the secret vote special power of attorney shall be handed on the date of the meeting, to the secretariat in charge of counting the votes.

Power of attorneys shall be deposited at the company, up to and including the date of 17.03.2015, hours 09.00. And those that are not received by that date will not be counted for the quorum and majority at the general assembly.

A copy of the special power of attorney with open voting will be made available for representative, so as the latter to be able to prove this quality. Special open voting power of attorneys can be also transferred electronically with extended electronic signature under the law at the e-mail [thrmareaneagra@yahoo.com](mailto:thrmareaneagra@yahoo.com).

Shareholders registered at the reference date and have the opportunity to vote by mail before the general assembly, by using voting forms by mail. The two forms by mail ballot (open vote and secret vote) can be obtained, starting with 16.02.2015, between 9:00-13:00 on the premises of the company or website [www.thrmareaneagra.ro](http://www.thrmareaneagra.ro).

Forms by mail ballot (open vote and secret vote), completed and signed, will be introduced in a large envelope, closed, with the clear mention written in capital letters: 'FOR THE ORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS dated 19.03.2015'', thus: Open vote forms by mail ballot will be accompanied by a copy of the identity document



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(ID / ID card for individuals, certified copy for conformity under handwritten signature of the holder, or certificate of registration for legal persons under legal representative's signature, stamp application). Secret vote forms by mail ballot will be inserted in a small envelope, sealed, mention printed on the envelope with the specification stated on the envelope „ *Secret vote form to elect the Board of Directors*” and this envelope will be inserted into the large envelope along with the ballot form of open voting. The sealed envelope containing the secret vote special power of attorney shall be handed on the date of the meeting, to the secretariat in charge of counting the votes. Small envelope, sealed, containing the ballot for secret voting will be handed to the date of the assembly, to the secretariat in charge of counting the votes

The ballots by mail shall be deposited at the company’s headquarters, up to and including the date of 17.03.2015, hours 09.00. Those ballots by mail that are not received by that date will not be counted for the quorum and majority at the general assembly

Informative materials related to the agenda, voting forms by mail and special proxies will be available in English, on the premises and the company's website, starting with 02/16/2015.

Additional information may be obtained at the company’s headquarters or at the telephone number 0241.752.452, between 9:00-13:00.

In case of failure to meet the validity of the proceedings at first meeting, the general assembly is convened on 03.20.2015, with the same agenda, time and venue of the proceedings.

Chairman of the Board of Directors,  
Ec. Lucian Ionescu