



S.C. TURISM FELIX S.A.

417500, Băile Felix, Victoria Street, no. 22,
Commune Sânmartin, Bihor county
Trade Register no.: J05/132/1991,
Sole Registration Number: RO 108526



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FILLED OUT NOTICE TO ATTEND AT THE ORDINARY GENERAL MEETING OF TURISM FELIX S.A.'S SHAREHOLDERS dated on 20/21.04.2023

The Board of Directors of **S.C. TURISM FELIX S.A.**, with J05/132/1991, Tax Code RO 108526, having its headquarters in Baile Felix town, 22 Victoria street, Bihor county, in accordance with Law no. 31/1990, with subsequent amendments and additions, Law no. 297/2004, Law no. 24/2017, the Financial Supervisory Authority's Regulations and the provisions of the Articles of Incorporation,

Considering that:

- An **Ordinary General Meeting of Shareholders has been convened for 20/21.04.2023**, at 11,00 a.m., to be held in Băile Felix, str. Victoria nr. 20, com. Sânmartin, jud. Bihor (conference room of the Lotus Hotel Complex), with the Agenda published in the Official Gazette of Romania Part IV no.1226/14.03.2023.
- The majority shareholder Transilvania Investments Alliance S.A., which holds 93.0317% of the total share capital of the company, has formulated, by address registered under no. 2145/28.03.2023, a request to supplement the agenda of the Ordinary General Meeting of Shareholders of 20/21.04.2023, with the following items:
 - a) Approval of the implementation of the "Policies to ensure efficient management of the company".
 - b) Approval of the conclusion of the Additional Act to the Management Agreement concluded with the members of the Board of Directors, according to the draft Additional Act submitted by the shareholder Transilvania Investments Alliance.
 - c) Appointment of the person who will sign the Additional Act to the Management Agreement concluded with the members of the Board of Directors, as conventional trustee on behalf of the company.
 - d) Presentation of the analysis of the investment in the objective Venus- Baile 1 Mai Swimming Pool from the point of view of profitability - NPV net present value /internal rate of return IRR
 - e) Approval of the rectification of the Income and Expenditure Budget for the year 2023; the rectification proposal aims at obtaining an operating income of 130,000,000 lei and a net profit of 19,500,000 lei.

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- f) Approval of the revocation of art. 2 of the OGAS resolution no. 2 of 08.12.2022 on the approval of performance indicators and targets for the financial year 2023, annexed to the management and mandate contracts
 - g) Approval of the performance indicators and targets for the financial year 2023, annexed to the management and mandate contracts.

In accordance with Art. 117¹ para. 3 of Law 31/1990 on companies, as republished,

**IT FILLS OUT THE AGENDA OF THE ORDINARY GENERAL MEETING OF
SHAREHOLDERS,**

convened for 20/21.04.2023 at 11,00 a.m. to be held in Băile Felix, 20 Victoria street, Sânmartin commune, Bihor county (conference room of the Lotus Hotel Complex) as requested by the above presented shareholder SIF Transilvania S.A..

The filled out agenda of the Ordinary General Meeting of Shareholders is as follows:

- 1) Presentation, discussion and approval of the Annual Financial Statements of Turism Felix S.A. and of the annual accounting reports for the financial year 2022, based on the Report of the Board of Directors and the Report of the Financial Auditor.
- 2) Approval of the distribution of the net profit achieved in 2022 in the amount of 8,635,913.20 lei to the following destinations:
 - a. legal reserve 115,840.38 lei
 - b. result from recognition of mining resource concession (8,191.00 lei)
 - c. 50.20% gross dividend for shareholders, amounting to 4,273,335.27 lei, representing 0.0087 lei gross dividend/share
 - d. 49,80 % for reinvestment, i.e. 4,238,546.55 lei
- 3) Approval of the discharge from administration of the company's administrators for the work carried out in 2022.
- 4) Approval of the level of fixed remuneration due to the administrators for the financial year 2023.
- 5) Casting the advisory vote on the Annual Remuneration Report of the company's directors in accordance with the provisions of Article 107 of Law no. 24/2017- as republished.
- 6) Approval of the amount of variable compensation payable by the Company to Directors and Executive Management for 2022, in accordance with the Company's remuneration policy.
- 7) Election of a member to the Board of Directors for a period equal to the term of office of the current members, as result of the vacancy of the position held by Mr. Buşu Cristian following his resignation.
- 8) Election of the financial auditor for a term of 2 years, starting from the date of the OGAS 20/21.04.2023.
- 9) Approval to access funds for the installation of photovoltaic panels.
- 10) Approval of the implementation of the "Policies to ensure efficient management of the company".

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- 11) Approval of the conclusion of the Additional Act to the Management Agreement concluded with the members of the Board of Directors, according to the draft Additional Act submitted by the shareholder Transilvania Investments Alliance.
 - 12) Designation of the person who will sign the Additional Act to the Management Agreement concluded with the members of the Board of Directors, as conventional trustee on behalf of the company.
 - 13) Presentation of the analysis of the investment in the objective Venus- Baile 1 Mai Swimming Pool from the point of view of profitability - NPV net present value /internal rate of return IRR
 - 14) Approval of the rectification of the Income and Expenditure Budget for the year 2023; the rectification proposal aims at obtaining an operating income of 130,000,000 lei and a net profit of 19,500,000 lei.
 - 15) Approval of the revocation of art. 2 of the OGAS resolution no. 2 of 08.12.2022 on the approval of performance indicators and targets for the financial year 2023, annexed to the management and mandate contracts
 - 16) Approval of the performance indicators and targets for the financial year 2023, annexed to the management and mandate contracts.
 - 17) Approval of the date of 08.09.2023 as the record date for the identification of the shareholders on whom the effects of the resolutions of the Ordinary General Meeting of Shareholders are reflected, i.e. 7.09.2023 as ex-date and 28.09.2023 as payment date.
 - 18) Empowerment of Mr. Florian Serac - General Director to carry out the formalities of legal publicity and registration formalities of the resolutions of the Ordinary General Meeting of Shareholders.

The ballots and special power of attorneys, updated according to the filled out Agenda, can be obtained from the company's registered office starting with the publication date of the Notice to Attend with the Agenda filled out in the Official Gazette of Romania, on working days between 9 a.m. and 4 p.m., or can be downloaded from the company's website www.felixspa.com.

Chairman of the Board of Directors,
Ec. Serac Florian