



Turism Felix S.A. Baile Felix
417500, Baile Felix, Sânmartin commune, Bihor county, Romania
Trade Register: J05/132/1991
Tax Code: RO 108526
Subscribed and paid-up share capital: Lei 49,614,945.60



CURRENT REPORT

According to Regulation no. 5/2018 on financial instruments issuers and market operations
Date of the report: 11 November 2021

Name of the issuing entity: SC TURISM FELIX SA
Registered office: Baile Felix, 22 Victoria Street, Commune of Sânmartin, Bihor county
Telephone/fax number: 0259-318338/0259-318297
Sole Registration Code at the Trade Register Office: 108526
LEI Code (Legal entity identifier): 254900YRWU6MYZS4BB14
Trade Register Registration Number: J05/132/1991
Subscribed and paid-up capital: RON 49.130.670,90
Regulated market where the issued securities are traded: BURSA DE VALORI BUCUREȘTI SA.

Main events to report - convening the Ordinary General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders of Turism Felix S.A.

At the meeting held on 12.11.2021, the Board of Directors of TURISM FELIX S.A., with J05/132/1991, Tax Code RO 108526, in accordance with Law no. 31/1990, Law 24/2017, A.S.F. Regulations and the provisions of the Articles of Association, decided to convene the Ordinary General Meeting of Shareholders for 29/30.12.2021, at 11.00, and the Extraordinary General Meeting of Shareholders for 29/30.12.2021, at 12.00. The General Meetings of Shareholders will be held in Baile Felix, 20 Victoria Street, Sânmartin commune, Bihor county (in the conference room of the Lotus Hotel Complex) with the following **AGENDA**:

I) AGENDA for OGMS :

1. Election of the members of the Board of Directors, for a 4-year term of office, by cumulative voting.
2. Determination of the remuneration due to the Directors, valid from the date of the present Ordinary General Meeting of Shareholders until the date of the next Ordinary General Meeting of Shareholders.
3. Determination of the level of professional liability insurance for the members of the Board of Directors.
4. Approval of the conclusion of the Management Agreement with the members of the Board of Directors.
5. Appointment of the person who will sign the Management Agreement with the members of the Board of Directors as the conventional trustee on behalf of the company.
6. Empowering the Board of Directors to adopt the necessary measures in order to carry out the investment programmes aimed at all the assets owned by the Company, with a view to increasing profitability by making better use of their potential, based on

the analyses and studies undertaken by the Executive Management and the Board of Directors, on the basis of the best price-quality ratio.

7. Approval of the accounting entry under "income" of the dividends that have not been paid for more than three years from their due date, for which the right to shares is extinguished by prescription, namely the dividends for the financial years 2001-2003 and 2012-2017, in the total amount of Lei 404,331.40.

8. Appointment of the person who will carry out all the necessary steps for the publication and registration of the adopted resolutions.

9. Approval of the date of 12.01.2022 as the date of registration for the identification of the shareholders on whom the effects of the resolutions of the Extraordinary General Meeting of Shareholders will be are reflected.

II) AGENDA for EGMS :

1.) Approval of the reduction of the share capital following the resolution of the EGMS no. 3 of 03.10.2020 from Lei 49.130.670,90 to Lei 49.118.796,20, with the amount of Lei 11.874,70 in cash, by cancelling a number of 118.747 shares with a nominal value of 0,10 lei/share, acquired by the company within the buyback program approved by the EGMS resolution of 18.11.2019 .

2.) Amendment of Article 7 paragraph (1) and paragraph (2) of the Articles of Association of the company, which will have the following content: (1) The subscribed and paid-up share capital is Lei 49,118,796.20 divided into 491,188,062 registered and dematerialized shares, each with a value of 0.10 lei; paragraph (2) The share capital consists of Lei 41,250,443.70 in cash and Lei 7,868,352.50 in kind.

3.) Covering the financing sources of the shares acquired by the company within the framework of the buyback programme approved by the OGMS Resolution no. 1. of 18.11.2019 in the number of 4.961.494 shares with the amount of Lei 1.482.737,42 on account of the remaining undistributed profit for the financial year 2019.

4.) Approval of the update of the Articles of Association of the company, and empowering Mr. Florian Serac - General Director to sign it.

5.) Approval of the date of 12.01.2022 as the record date for identifying the shareholders on whom the effects of the resolutions of the Extraordinary General Meeting of Shareholders are reflected.

6.) Authorizing Mr. Florian Serac - General Director to carry out the legal publicity and registration formalities of the resolutions of the Extraordinary General Meeting of Shareholders.

Only shareholders registered in the Company's Register of Shareholders on 10.12.2021, set as the record date, may attend and vote at the meeting.

Candidates for the positions of director shall be nominated by the current members of the Board of Directors or by the shareholders, in accordance with Article 137¹ para. (2) of Law no. 31/1990 R as amended. The eligibility requirements to be met by candidates for the position of member of the Board of Directors and the contents of the application file will be presented on the company's website www.felixspa.com as of 16.11.2021.

The candidacy files of the proposed candidates and nominations shall be submitted to the Board of Directors of Turism Felix S.A. no later than 30.11.2021, 16:00 hours in order to be included in the list of candidates to be submitted to the approval of the Ordinary General Meeting of Shareholders.

Candidates will be placed on the list in the chronological order of the registration numbers of the application files at the Registrar's Office. Candidates shall be entered on the ballot papers in the chronological order in which the files were registered.

The list of candidates for the Board of Directors will be available for inspection at the Company's registered office or on the website www.felixspa.com from 6.12.2021.

The resolution of the Ordinary General Meeting of Shareholders for the election of the members of the Board of Directors, pursuant to Art. 130 para. (2) of Law no. 31/1990, shall be adopted by secret ballot.

As of 7.12.2021, the updated ballot papers for the election of the members of the Board of Directors and the updated form of the general power of attorney/special power of attorney of the OGMS will be published on the company's website.

The share capital of the ISSUER consists of 491,306,709 registered shares, each share entitling to one vote at the general meeting of shareholders.

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

(i) to place items on the agenda of the general meeting, provided that each item is accompanied by a justification or a draft resolution proposed for adoption by the general meeting no later than 2.12.2021.

(ii) to submit draft resolutions for items included or proposed for inclusion on the agenda of the general meeting, no later than 2.12.2021.

Each shareholder has the right to ask questions on the items on the agenda of the general meeting. The Company may also respond by posting the answer on its website under "*Frequently Asked Questions*".

The shareholders mentioned in the previous paragraphs must send the materials/questions in writing, in sealed envelopes, accompanied by copies of their identity documents, identity card in the case of individuals, respectively registration certificate in the case of legal entities, as well as a copy of the document proving their capacity as legal representative, to the company's registered office, clearly marked in capital letters: "FOR THE ORDINARY / EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS on 29/30.12.2021".

The materials related to the Agenda and the draft resolutions of the general meeting concerning the issues included in the Agenda can be consulted on the company's website - www.felixspa.com, starting from 16.11.2021 - the date of publication of the Notice of Meeting in the Official Gazette of Romania, or at the company's registered office on working days between 9:00 – 15:00 o'clock.

Ballots by correspondence and special power of attorneys, in Romanian and English languages, can be obtained from the company's headquarters starting from 29.11.2021 at 9:00-16:00 o'clock on working days, or can be downloaded from the company's website www.felixspa.com., starting from 29.11.2021 at 9:00 o'clock.

Shareholders registered at the reference date may attend and vote at general meetings directly or may be represented by persons other than shareholders, on the basis of a special or general power of attorney.

The access of shareholders entitled to participate in the general meeting is allowed by simply proving their identity, made, in the case of individual shareholders, with their identity card, and in the case of corporate shareholders or represented individual shareholders, with the power of attorney given to the individual representing them.

Representation of shareholders in the general meeting of shareholders may also be made by persons other than shareholders, on the basis of a special or general power of attorney, the general power of attorney may be granted by shareholders only to an intermediary defined according to art. 2 para.1 item 19 of Law 24/2017, or to a lawyer.

A copy of the special power of attorney in Romanian or in English language shall be submitted/ sent to the company's registered office or to the company's e-mail sctfelix@turismfelix.ro by 27.12.2021 at 11.00 a.m. for the OGMS and 12.00 p.m. for the EGMS - in a sealed envelope, one copy to be made available to the representative, so that he/she can prove this quality.

Shareholders registered on the date in question have the opportunity to vote by mail prior to the AGM using the postal ballot.

In the case of postal voting, the ballot paper, completed and signed, together with a copy of the identity document (identity card/ID card in the case of individuals, or registration certificate in the case of legal entities), may be submitted to the company's registered office by 27.12.2021 at 11.00 a.m. for the OGMS and 12.00 p.m. for the EGMS in a sealed envelope, clearly marked in capital letters: "FOR THE ORDINARY/EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS ON 29/30.12.2021".

Ballots not received by the date indicated above cannot be counted for the purposes of determining the quorum and majority at the General Meeting.

Further information can be obtained from the company's registered office or by calling 0259/318.338 between 9:00 and 15:00 o'clock.

In the current context, in order to prevent/limit the spread of the COVID-19 virus, shareholders are kindly requested to consider the possibility of expressing their vote by the alternative means mentioned above, i.e. voting by mail or by representative.

If the conditions for the validity of the meetings are not met at the first convocation, the general meetings shall be convened for 30.12.2021 by maintaining the related agenda, time and place.

General Director
Ec. Serac Florian