



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

Subscribed and paid-up share capital: 49,614,945.60 lei



Management
System
ISO 9001:2015

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ID 9105069261

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NOTICE TO ATTEND

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,

Convenes the Ordinary General Assembly of Shareholders on 19.04. 2022, at 11.00 o'clock. The works of the Ordinary General Meeting of Shareholders will take place in Băile Felix town, 20 Victoria Street, Sânmartin commune, Bihor county (conference room inside Lotus Hotel Complex), with the following **AGENDA**:

- 1) Presentation, discussion and approval of the Annual Financial Statements of Turism Felix S.A. and the annual accounting reports for the financial year 2020, based on the Report of the Board of Directors and the Report of the Financial Auditor.
- 2) Approval of the distribution of net profit performed in 2021 amounting to lei 10,354,621.83 on the following destinations:
 - a) legal reserves lei 112,110.05
 - b) reserves for the establishment of own financing sources lei 10,242,511.78.
- 3) Approval of the BVC for the year 2022 with a gross profit of lei 9,000,000, with revenues of lei 93,520,000 lei and expenses of lei 84,520,000 lei
- 4) Approval of performance indicators and objectives for 2022 financial year, annex to management and mandate contracts
- 5) Approval of the investment programme for the year 2022, excluding the Venus- Băile 1 Mai Swimming Pool, in the amount of lei 7,981,000
- 6) Approval of the continuation of the investment at the Venus-Baile 1 Mai Swimming Pool and the commitment of a bank loan of up to lei 40,000,000 to finance it.
- 7) Empowering the General Director of the company, Mr. Serac Florian, to negotiate the loan necessary to finance the investment at the Venus-Băile 1 Mai Swimming Pool and to sign all the documents necessary to access it, including those concerning the guarantee.
- 8) Approval of the discharge from administration of the administrators of the company - Moldovan Marius-Adrian, Bușu Cristian, Petria Nicolae, Petrea Radu-Cătălin, Susan Mihaela and Ciurezu Tudor for the activity carried out in 2021.

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- 9) Approval of the discharge from administration of the administrators of the company - Serac Florian, Popa Liviu, Moldovan Marius-Adrian, Buşu Cristian, Moldovan Laurenţia-Niculina, chosen during the Ordinary General Meeting of Shareholders from 29.12.2021, for the activity carried out in 2021.
 - 10) Maintain at the current level the fixed remuneration due to administrators for the financial year 2022.
 - 11) Expressing an advisory vote on the Annual Remuneration Report of the company's directors in accordance with the provisions of Article 107 of Law 24/2017-republic.
 - 12) Approval of the amount of variable compensation payable by the company to the administrators and executive management for the year 2021, in accordance with the remuneration policy of the company.
 - 13) Approval of the extension of the credit line in the amount of 9 million lei, contracted with Banca Transilvania, for a period of 24 months, maintaining the existing guarantee and empowering Mr. Florian Serac- General Director to sign the necessary documents.
 - 14) Approval of the maintenance of the guarantee by Turism Felix S.A. of the credit line in the amount of lei 1,500,000 committed to Banca Transilvania de Turism Lotus Felix S.A., for a period of 24 months and empowering Mr. Florian Serac - General Director to sign the necessary documents.
 - 15) Approval of 09.05.2022 as the record date for the identification of the shareholders affected by the decisions of the Ordinary General Meeting of Shareholders.
 - 16) Empowering Mr. Florian Serac - General Director to carry out the formalities of legal publicity and registration of the resolutions of the Ordinary General Meeting of Shareholders.

Only shareholders registered in the Company's Register of Shareholders on 07.04.2022, set as the reference date, may attend and vote at the meeting.

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 22.04.2022.

(ii) to submit draft resolutions for items included or proposed for inclusion on the agenda of the general assembly, no later than 02.04.2022.

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 GENERAL ASSEMBLY OF SHAREHOLDERS on 19/20.04.2022".

The annual financial statements, the Management Report of the Board of Directors, documents, information materials, and draft resolutions of the general assembly relating to matters included in the Agenda can be consulted on the company's website - www.felixspa.com , starting from 18.03.2022 - the date of publication of the Notice of Assembly 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 19.03.2022 at 9:00-16:00 o'clock on working days, or can be downloaded from the company's website www.felixspa.com., starting from 19.03.2022 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 until 17.04.2022 at 11.00 a.m. 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 General Assembly, by using the postal ballot.

In the case of postal voting, the ballot paper, filled and signed, together with a copy of the identity document (bulletin/ identity 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 17.04.2022 at 11.00 a.m. in a sealed envelope, clearly marked in capital letters: "FOR THE ORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS ON 19/20.04.2022".

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

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 assembly shall be convened for 20.04.2022 by maintaining the related agenda, time and place.

**Chairman of the Board of Directors,
Ec. Serac Florian**