



TURISM FELIX S.A.

417500, Băile Felix, 22 Victoria street,
Sânmartin commune, Bihor county
Trade Register no.: J05/132/1991, Sole registration no.: RO 108526
Subscribed and paid-up share capital: 49,118,796.20 lei



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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, following the request of the majority shareholder Transilvania Investments Alliance S.A. convenes the Ordinary General Meeting of Shareholders for 17.07.2023, at 11,00 a.m. and the Extraordinary General Meeting of Shareholders for 17.07.2023, at 12,00 a.m..

The proceedings of the General Meeting of Shareholders will be held in Băile Felix, 20 Victoria street, Sânmartin commune, Bihor county (in the conference room of the Lotus Hotel Complex).

THE AGENDA for the Ordinary General Meeting of Shareholders is the following:

1. Information on the analysis of the investment in the Venus Baile 1 Mai Swimming Pool objective from the point of view of profitability-net updated value NPV/ internal rate of return IRR and the current stage of works on this objective as approved by the OGMS on 08.12.2022.
2. Approval of the date of 1.08.2023 as the record date for identifying the shareholders on whom the effects of the resolutions of the Ordinary General Meeting of Shareholders will be passed.

THE AGENDA for the Extraordinary General Meeting of Shareholders is the following:

1. Approval of the amendment of Article 22 -(1) of the Articles of Incorporation, as follows:
Art. 22 -(1)The Board of Directors delegates part of the company's management powers to one or more directors, appointed from outside the Board of Directors, appointing one of them as General Manager. The relationship between the director(s) and the company shall be governed by the mandate contract, signed on behalf of the company by a director appointed for this purpose by the Board of Directors.
2. Designation of the person empowered to sign the updated Articles of Incorporation of the company .
3. Approval of the date of 1.08.2023 as the record date for the identification of the shareholders on whom the effects of the resolutions of the Extraordinary General Meeting of Shareholders shall be passed.

Only shareholders registered in the Company's Register of Shareholders on 09.06.2023, 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 07.06.2023.

(ii) to submit draft resolutions for items included or proposed for inclusion on the agenda of the general assembly, no later than 07.06.2023.

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 17/18.07.2023".

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.

The documents, information materials, and draft resolutions of the general meeting concerning the issues on the agenda can be consulted on the company's website - www.felixspa.com , starting from 16.06.2023 , or at the company's headquarters on working days between 9⁰⁰ - 15⁰⁰ 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 16.06.2023 at 9:00-16:00 o'clock on working days, or can be downloaded from the company's website www.felixspa.com , starting from 16.06.2023 at 9⁰⁰ 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 14.07.2023 at 12.00 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/EXTRAORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS ON 17/18.07.2023".

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 9⁰⁰ - 15⁰⁰ 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 18.07.2023 by maintaining the related agenda, time and place.

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