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DRAFT

RESOLUTIONS OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS COMPA COMPANY S.A. SIBIU

The Extraordinary General Meeting of Shareholders (EGMS) convened by the Board of Directors of COMPA S.A. Sibiu, assembled on the 13[14].06.2016 in accordance with the law in force.

The work took place (during the first/second convocation) at the company's headquarters, fulfilling all advertising and quorum conditions of % representing shares from the total of 218.821.038 shares.

Following a meeting of the quorum referred to in Chapter VIII, par. (2) of the Instrument of Incorporation, namely, "attendance of shareholders who own at least a quarter of the total number of voting rights", the assembly being legally constituted, the meeting underwent a presentation, debate, discussions and voting on the points set out in the agenda of the meeting as it was announced in the convening notice published in the newspaper "Bursa" on 06.05.2016, on the Official Gazette (Monitorul Oficial) no.1759/05.06.2016 and on the company's website www.compa.ro

After debates concerning all points set out in the agenda, the following **resolutions** were adopted:

Art.1. With [majority of votes / ... votes "for"; ... votes "against"; ... votes "abstention"; ... votes "canceled"] ...it is approved the contracting of investment loans, credit lines, leasing assignment and letters of guarantee to a maximum cumulative total of 30 million euros for the year 2016 and establishing security interests related to movable and immovable assets owned by the company.

Art.2. With [majority of votes / ... votes "for"; ... votes "against"; ... votes "abstention"; ... votes "canceled"] it is approved the Board of Directors delegation for its commitment for investment loans, lines of credit, leasing assignment and letters of guarantee up to a maximum cumulative limit of 30 mil. euro for the 2016 year as well as to establish security interests related to movable and immovable assets owned by the company.

Art.3. With [majority of votes / ... votes "for"; ... votes "against"; ... votes "abstention"; ... votes "canceled"] it is approved the empowerment of Chairman & CEO - Mr. Ing. Deac Ioan and Financial Manager - Mr. Ec. Miclea Ioan, member of the Board of Directors to represent the company when negotiating and signing of credit contracts, guarantee contracts and any other documents needed in order to comply with the decisions stipulated in paragraphs 1 and 2.

Art.4. With [majority of votes / ... votes "for"; ... votes "against"; ... votes "abstention"; ... votes "canceled"] it is approved the transformation in residential and service area to the purpose of real estate development according to the Zonal Urban Plan (PUZ) approved by Sibiu City Council by City Council Decision no. 125/2013 (implying selling plots for building houses, building of hotel, and blocks of flats, renovating existing building, transfer to the City of Sibiu of 6 lots which will become public road, gratuitous alienation of the transformer point) of the ARSENAL area – made up of the entire plot of land, destination class of buildings and adjoining areas in total surface of 37.239 sqm with: administrative building S+P+2E+M (basement + ground floor + 2 floors + attic), in surface of 673 sqm, spread area 2.365, office building P+3E (ground floor + 3 floors) in surface of 673 sqm, spread area 2.560 sqm, - electricity transformer point (P), in surface of 57 sqm, spread area 57 sqm, situated in Sibiu, 42-44, Victoriei blvd. Sibiu county, registered in the Land Register no. 123211 Sibiu.

Art.5. With [majority of votes / ... votes "for"; ... votes "against"; ... votes "abstention"; ... votes "canceled"] it is approved the sale of maximum 25 plots situated in Sibiu, 42-44, Victoriei blvd., identified at paragraph nr. 5 from the agenda.

Art.6. With [majority of votes / ... votes "for"; ... votes "against"; ... votes "abstention"; ... votes "canceled"] it is approved the gratuitous alienation in favour of the City of Sibiu of the 6 (six) plots, identified at paragraph 6 from the agenda, situated in Sibiu, 42-44, Victoriei blvd., Sibiu county, which will become public roads needed to ensure access



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to public route of the plots identified in paragraph 5, according to art. 29 of the Urban General Regulations approved by Government Decision no 525/1996:

Art.7. With [majority of votes / ... votes “for”; ... votes “against”; ... votes “abstention”; ... votes “canceled”] it is approved the Board of Directors delegation by the Extraordinary General Meeting of Shareholders for establishing the sale strategy for the estate identified at paragraph 5, in order to designate the persons that will negotiate the contractual conditions and the price of the sale, the goal being to obtain a price that reflects the markets value of the plots, as well as the value of the pre-sale preparation of the plots (providing utilities, roads construction, alienations to the City of Sibiu of the lands needed for the public roads etc.)

Art.8. With [majority of votes / ... votes “for”; ... votes “against”; ... votes “abstention”; ... votes “canceled”] it is approved the empowerment of Chairman & CEO - Mr. Ing. Deac Ioan and of Financial Manager - Mr. Ec. Miclea Ioan, member of the Board of Directors to represent the company when signing the sale – purchase contracts, the annexes and any other documents necessary to conclude the transactions on plots identified in paragraph 5 from the agenda.

Art.9. With [majority of votes / ... votes “for”; ... votes “against”; ... votes “abstention”; ... votes “canceled”] it is approved the empowerment of Chairman & CEO - Mr. Ing. Deac Ioan and of Financial Manager - Mr. Ec. Miclea Ioan, member of the Board of Directors to represent the company when signing all documents needed for the alienation in favour of the city of Sibiu of the plots identified in paragraph 6, from the agenda.

Art.10. With [majority of votes / ... votes “for”; ... votes “against”; ... votes “abstention”; ... votes “canceled”] it is approved the transfer by gratuitous alienation to F.D.E.E. Electrica Distributie Transilvania Sud S.A. – S.D.E.E. Sibiu of the property right over the construction C15 registered in Sibiu Land Register no. 12798 cadastral no. 123798 – C15 – electricity transformer point (P), in surface of 57 sqm, spread area 57 sqm and and the creation for the acquirer of the superficies right on the adjoining land, of the access right, as well as of the land and aerial easement rights concerning the plot registered in Sibiu Land Register 123798 under A1 cadastral no. 123798 in surface of 985 sqm.

Art.11. With [majority of votes / ... votes “for”; ... votes “against”; ... votes “abstention”; ... votes “canceled”] it is approved the empowerment of Chairman & CEO - Mr. Ing. Deac Ioan and of Financial Manager - Mr. Ec. Miclea Ioan, member of the Board of Directors to represent the company when signing all documents needed for the gratuitous alienation in favour of F.D.E.E. Electrica Distributie Transilvania Sud of the transformer point and for the creation for the acquirer of the superficies right on the adjoining land, of the access right, as well as of the land and aerial easement rights.

Art.12. With [majority of votes / ... votes “for”; ... votes “against”; ... votes “abstention”; ... votes “canceled”] it is approved the mandating of empowered persons to sign in the name and on behalf of the company the documents drawn up in order to enforce decisions taken at paragraphs on the agenda.

Art.13. 30/06/2016 was acknowledged as the registration date for identifying shareholders affected by the decisions of the ordinary meeting of shareholders pursuant to article 238 of Law no.297 / 2004 on capital markets through voting with [unanimity of votes / ... votes “for”; ... votes “against”; ... votes “abstention”; ... votes “canceled”].

Art.14. 29.06.2016 was acknowledged as ex-date, according to art. 129² from the CNVM Regulation nr.1/2006 through voting with [unanimity of votes / ... votes “for”; ... votes “against”; ... votes “abstention”; ... votes “canceled”].

Art.15. Through voting with [unanimity of votes / ... votes “for”; ... votes “against”; ... votes “abstention”; ... votes “canceled”] the mandate of Mr. Deac Ioan as General Director/Legal representative is approved with the possibility of



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substitution, to complete/sign in the name of the company/shareholders the resolutions of the current meeting and any other documents for the purpose of enforcing the above mentioned judgments, in relation with any person or entity, private or public and empowerment of Mrs. Grobnicu Mihaela to perform all legal formalities for registration, advertising and publishing of the final decisions.

Additional data and information are available at the company, phone +40 269 / 237878, fax +40 269 / 212.204

CEO &Chairman,

Ioan DEAC