

## SPECIAL EMPOWERMENT <sup>(1)</sup>

Subscribed ....., legal entity established in.....  
..... Registered to the Trade Register under No  
....., CUI/fiscal registration number .....,

or

The Undersigned ....., citizenship ....., domiciled  
in ....., Identified with ..... series ..... nr.  
..... Issued by ..... at the date of ....., CNP .....  
As shareholder of **COMPA S.A. ("Company")**, legal company established in accordance to the Romanian legislation,  
registered to the Trade Register Sibiu under number J32/129/1991, CUI 788767, fiscal attribute RO, share capital  
21.882.103,8 lei, divided in 218.821.038 nominative shares, with a share value of RON 0,10 each, in accordance to  
the Shareholders' Registry at the reference date **April, 14<sup>th</sup> 2020**, owner of a number of ..... shares of the  
Company representing .....% from the total number of the company's shares and from the total number of  
voting rights, hereby empower ..... (name / surname of  
the representative) identified with identity document ..... series ..... nr. .... issued by  
..... at the date of ....., CNP ....., to represent it in the **E.G.M.S.** to be  
held on **April 27<sup>th</sup> 2020, 16<sup>00</sup> hours**, at the company's headquarters, or on the date of **April 28<sup>th</sup>, 2020**, in case of  
not-fulfilling the quorum requirements at the first convocation, to exercise the voting right in accordance to our  
holdings, as follows:

### E.G.M.S. – AGENDA

**1.** Approval of the decision to contract investment loans, credit lines, leasing assignment, letters of guarantee or other financial banking products, to a maximum cumulative total of 40 million euro for the year 2020 and establishing security interests related to movable and immovable property owned by the company.

**VOTE IN FAVOR** ☐

**VOTE AGAINST** ☐

**ABSTENTION** ☐

**2.** The delegation of the Board by the EGM for contracting investment loans, credit lines, leasing assignments and letters of guarantee to a maximum cumulative total of 40 million euro for the year 2020 and further until the next EGM in the year 2021, and establishing security interests related to movable and immovable property owned by the company

**VOTE IN FAVOR** ☐

**VOTE AGAINST** ☐

**ABSTENTION** ☐

**3.** Empowerment legal representatives 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.

**VOTE IN FAVOR** ☐

**VOTE AGAINST** ☐

**ABSTENTION** ☐

**4.** Delegation of the Board of Directors by the General Extraordinary Meeting of Shareholders for appointing the company's legal representative in relation to the Management Authority and to empower the person / persons designated to sign the financing contracts for projects to be carried out starting in 2020.

**VOTE IN FAVOR** ☐

**VOTE AGAINST** ☐

**ABSTENTION** ☐

**5.** Completion of the activity object of the company COMPA S.A with the activity of code CAEN 4322 Plumbing, heat and air (Works of sanitary, heating and air conditioning installations) and updating of the COMPA Constitutive Act.

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<sup>(1)</sup> Upon completion and signing the Special Empowerment, **an original copy** shall be submitted/transmitted at the company's headquarter, in sealed envelope, under the clear mention "**For AGA April 27<sup>th</sup> 2020**", so that to be registered at the company's headquarters the latest on **April 24<sup>th</sup> 2020, 16<sup>00</sup> hours**. The company obliges itself to keep confidentiality of the forms deposited in safety and confidential conditions. Kindly ask you to check the requirements as mentioned in the Convening notice / Convocation and beginning with **April 10<sup>th</sup> 2020**, you may have the possibility to update the Special Empowerment.

6. Partial revocation of the decision E.G.M.S.no. 4 / 13.06.2016 regarding the sale of plots of land for the construction of residential houses, the assignment to Sibiu Municipality of 6 plots of land that will become a public road, the alienation with free title of transformation station regarding the ARSENAL site - represented by the whole building - land having the category of use - building courts with a total area of 37,239 sqm with: administrative building S + P + 2E + M, with an area of 673 sqm, unfolded area 2,365, - office building P + 3E, with an area of 673 sqm, area developed 2,560 sqm, - electricity transformation station (P), with an area of 57 sqm, an area of 57 sqm, an administrative building located in the city of Sibiu, Bd. Victoriei no. 42 - 44, Sibiu County

**VOTE IN FAVOR** ☐

**VOTE AGAINST** ☐

**ABSTENTION** ☐

7. Revocation of E.G.M.S.no 5 / 13.06.2016 regarding the sale of a maximum number of 25 plots located in Sibiu, Bd. Victoriei no. 42 - 44, Jud. Sibiu, identified as follows:

- plot with land register number 123773, land with destination class of buildings and adjoining areas, in surface of 1.155 sqm;
- plot with land register number 123774, land with destination class of buildings and adjoining areas, in surface of 689 sqm;
- plot with land register number 123775, land with destination class of buildings and adjoining areas, in surface of 689 sqm;
- plot with land register number 123776, land with destination class of buildings and adjoining areas, in surface of 689 sqm;
- plot with land register number 123777, land with destination class of buildings and adjoining areas, in surface of 684 sqm;
- plot with land register number 123778, land with destination class of buildings and adjoining areas, in surface of 973 sqm;
- plot with land register number 123779, land with destination class of buildings and adjoining areas, in surface of 689 sqm;
- plot with land register number 123780, land with destination class of buildings and adjoining areas, in surface of 689 sqm;
- plot with land register number 123781, land with destination class of buildings and adjoining areas, in surface of 689 sqm;
- plot with land register number 123782, land with destination class of buildings and adjoining areas, in surface of 689 sqm;
- plot with land register number 123783, land with destination class of buildings and adjoining areas, in surface of 684 sqm;
- plot with land register number 123784, land with destination class of buildings and adjoining areas, in surface of 603 sqm;
- plot with land register number 123785, land with destination class of buildings and adjoining areas, in surface of 666 sqm;
- plot with land register number 123786, land with destination class of buildings and adjoining areas, in surface of 666 sqm;
- plot with land register number 123787, land with destination class of buildings and adjoining areas, in surface of 666 sqm;
- plot with land register number 123788, land with destination class of buildings and adjoining areas, in surface of 666 sqm;
- plot with land register number 123789, land with destination class of buildings and adjoining areas, in surface of 666 sqm;
- plot with land register number 123790, land with destination class of buildings and adjoining areas, in surface of 661 sqm;
- plot with land register number 123791, land with destination class of buildings and adjoining areas, in surface of 635 sqm;
- plot with land register number 123792, land with destination class of buildings and adjoining areas, in surface of 681 sqm;
- plot with land register number 123793, land with destination class of buildings and adjoining areas, in surface of 675 sqm;
- plot with land register number 123794, land with destination class of buildings and adjoining areas, in surface of 669 sqm;
- plot with land register number 123795, land with destination class of buildings and adjoining areas, in surface of 662 sqm;
- plot with land register number 123796, land with destination class of buildings and adjoining areas, in surface of 655 sqm;
- plot with land register number 123797, land with destination class of buildings and adjoining areas, in surface of 648 sqm;

**VOTE IN FAVOR** ☐

**VOTE AGAINST** ☐

**ABSTENTION** ☐

8. Revocation of the decision A.G.E.A no. 6 / 13.06.2016 regarding the free transfer in favor of the City of Sibiu of the property right with regard to the following parcels, located in Sibiu, Bd. Victoriei no. 42 - 44, Jud. Sibiu, which, according to art. 29 of the General Regulation of Urbanism approved by H.G. no. 525/1996 will become public roads necessary for access to the plots mentioned in point 5:

- plot having no. cadastral 123798, the category of use construction courts, with an area of 985 sqm
- plot having no. cadastral 123800, the category of use construction courts, with an area of 137 sqm
- plot having no. cadastral 123801, the category of use construction courts, with an area of 39 sqm
- plot having no. cadastral 123802, the category of use construction courts, with an area of 36 square meters
- plot having no. cadastral 123803, the category of use construction courts, with an area of 209 sqm
- plot having no. cadastral 123771, the category of use for construction courts, with an area of 5,552 square meters

The assignment of the property right in respect of the plots mentioned in this point, is a condition imposed by the Local Council of Sibiu Municipality, through the Decision no. 125/2013 regarding the approval of the PUZ and RLU urban planning documentation.

**VOTE IN FAVOR** ☐

**VOTE AGAINST** ☐

**ABSTENTION** ☐

9. Revocation of the decision E.G.M.S. no. 7 / 13.06.2016 regarding the delegation of the Board of Directors by the Extraordinary General Meeting of the Shareholders in order to establish the strategy for the sale of the buildings identified in item 5, in order to designate the persons to negotiate the contractual conditions and the sale price -

purchase in respect of these real estate, aiming to obtain a price that reflects the market value of the land, as well as of all the preparatory works for their sale (introduction of utilities, construction of roads, assignment to the City of Sibiu of the land related to the roads, etc.)

**VOTE IN FAVOR** ☐

**VOTE AGAINST** ☐

**ABSTENTION** ☐

**10.**Revocation of the decision E.G.M.S. no. 8 / 13.06.2016 regarding the empowerment of the Chairman of the Board of Directors - Mr. Eng. Deac Ioan and the Economic Director - Mr. Ec. Miclea Ioan, member of the Board of Directors, to represent the company on the occasion of signing the sale - purchase contracts, its annexes and any other documents necessary to complete the transactions regarding the buildings identified in point 5.

**VOTE IN FAVOR** ☐

**VOTE AGAINST** ☐

**ABSTENTION** ☐

**11.**Revocation of the decision E.G.M.S. no. 9 / 13.06.2016 regarding the empowerment of the Chairman of the Board of Directors - Mr. Eng. Deac Ioan and the Economic Director - Mr. Ec. Miclea Ioan, member of the Board of Directors, to represent the company on the occasion of signing all the necessary documents and documents in order to transfer in favor of Sibiu the right of ownership regarding the buildings identified in point 6.

**VOTE IN FAVOR** ☐

**VOTE AGAINST** ☐

**ABSTENTION** ☐

**12.**Revocation of the decision of E.G.M.S. no. 10 / 13.06.2016 regarding the transfer by donation to the Company F.D.E.E. Electrica Distribuție Transilvania SUD S.A - S.D.E.E. Sibiu of the property right on the C15 construction registered in the CF Sibiu 123798 cadastral 123798 - C15 - electric power transformation station (P), with an area of 57 sqm, an area of 57 sqm and the approval of the constitution in favor of the acquirer of the surface right on the land related to the building , of the right of access, as well as of the services of surface and air passage to the building, land registered in CF Sibiu 123798 under A1 cadastral 123798 with an area of 985 sqm.

**VOTE IN FAVOR** ☐

**VOTE AGAINST** ☐

**ABSTENTION** ☐

**13.**Revocation of the decision of E.G.M.S. no. 10 / 13.06.2016 regarding the empowerment of the Chairman of the Board of Directors - Mr. Eng. Deac Ioan and the Economic Director - Mr. Ec. Miclea Ioan, member of the Board of Directors, to represent the company on the occasion of signing all the necessary documents for the transfer by donation to the F.D.E.E. Electrica Distribuție Transilvania SUD S.A - S.D.E.E. Sibiu of the right of ownership of the construction station of electricity transformation and in order to establish in favor of the acquirer of the surface right on the land related to the building, the right of access, as well as the services of surface and air passage to the building.

**VOTE IN FAVOR** ☐

**VOTE AGAINST** ☐

**ABSTENTION** ☐

**14.**Revocation of the decision of E.G.M.S. no. 3 / 27.01.2017 regarding the proposal for the sale of the following parcels located in Sibiu, Bd. Victoriei no. 42 - 44, Jud. Sibiu, within the Arsenal site identified as follows:

- plot having no. cadastral 123772, land with the category of use construction courts, with an area of 6,215 sqm with administrative building S + GF + 2B + M and office building GF + 3B
- plot having no. cadastral 123803, land with the category of use construction yards, with an area of 209 sqm
- plot having no. cadastral 123802, land with the category of use construction yards, with an area of 36 sqm
- plot having no. cadastral 123801, land with the category of use construction yards, with an area of 39 sqm
- plot having no. cadastral 123800, land with the category of use construction yards, with an area of 137 sqm
- plot having no. cadastral 123799, land with the category of use construction yards, with an area of 6,528 sqm
- plot having no. cadastral 123771, land with the category of use construction yards, with an area of 5,552 square meters
- plot having no. cadastral 123798, land with the category of use construction yards, with an area of 985 square meters with electricity transformation station P.

**VOTE IN FAVOR** ☐

**VOTE AGAINST** ☐

**ABSTENTION** ☐

**15.**Revocation of the decision of E.G.M.S. no. 4 / 27.01.2017 regarding the dismantling of the parcels mentioned in point 3, if there will be purchase offers for only part of these parcels.

**VOTE IN FAVOR** ☐

**VOTE AGAINST** ☐

**ABSTENTION** ☐

**16.**Revocation of the decision of E.G.M.S. no. 5 / 27.01.2017 regarding the delegation of the Board of Directors by the Extraordinary General Meeting of the Shareholders in order to establish the strategy for the sale of the buildings identified in point 3 and those resulting from the dismantling according to point 4, in order to designate the persons to negotiate the conditions contracts and the sale price - purchase with respect to these buildings, aiming to obtain a price that reflects the market value of the buildings, as well as all the preparatory works for their sale.

**VOTE IN FAVOR** ☐

**VOTE AGAINST** ☐

**ABSTENTION** ☐

**17.**Revocation of the decision of E.G.M.S. no. 6 / 27.01.2017 regarding the empowerment of the Chairman of the Board of Directors - Mr. Eng. Deac Ioan and the Economic Director - Mr. Ec. Miclea Ioan, member of the Board of Directors, to represent the company on the occasion of signing the sale-purchase contracts, its annexes and any other documents necessary to conclude the transactions regarding the buildings identified in point 3 or resulted after the dismantling according to section 4.

**VOTE IN FAVOR** ☐

**VOTE AGAINST** ☐

**ABSTENTION** ☐

**18.** Approval to carry out a program for the redemption of its own shares in order to be distributed free of charge to the members of the management of the company (directors, directors, of the Company), in order to retain them, as well as to reward them for the activity carried out within the Company, according to performance criteria that will be established by the Board of Directors, with the following main characteristics:

- The size of the program: the repurchase of a maximum number of 15,000,000 own shares on the market;
- The price of acquisition of the shares:

**minimum price:** The minimum purchase price will be the market price from the moment of purchase

**maximum price:** In accordance with art. 3 paragraph 2 of the EU Delegated Regulation no. 1052/2016, the maximum price cannot be higher than the highest value between the price of the last independent transaction and the highest price at that moment of the independent purchase offer from the trading place where the purchase is made, including when the shares are traded in different trading places.

- The maximum pecuniary value allocated to the program: 3,890,000 lei, excluding brokerage commissions and other acquisition costs, the payment of repurchased shares will be made, according to the provisions of art. 1031 of law 31/1990, from the distributable profit of the company, recorded in the financial statement on the year 2019, provided that it is approved in the OGMS of 27/28 April 2020;
- Duration of the program: 18 months from the date of publication of the decision in the Official Gazette, Part IV
- Purpose: The shares will be redeemed in order to be distributed free of charge to the members of the company's management (directors, directors of the Company), in order to retain them, as well as to reward them for the activity carried out within the Company, according to performance criteria that will be established by to the Board of Directors, in compliance with the legislation in force.

**VOTE IN FAVOR** ☐

**VOTE AGAINST** ☐

**ABSTENTION** ☐

**19.** The mandate of the Board of Directors to take all the necessary decisions for the fulfillment of the decision mentioned in point 18, including the designation of an operator for the intermediation of the services for the redemption program.

**VOTE IN FAVOR** ☐

**VOTE AGAINST** ☐

**ABSTENTION** ☐

**20.** Approval of **May 26<sup>th</sup>, 2020** as the Registration Date for the shareholder identification falling under the consequences of the General Shareholders Assembly, due to the provisions in Art.86(1), Law 24/2017 on issuers of financial instruments and market operations and approval of **May 25<sup>th</sup>, 2020**as ex-date, according to Art. 176(1) from FSA Regulation no.5 / 2018.

**VOTE IN FAVOR** ☐

**VOTE AGAINST** ☐

**ABSTENTION** ☐

**21.** Empowering of individuals that will perform the publication and recording formalities of the GMS session decisions, including their signing.

**VOTE IN FAVOR** ☐

**VOTE AGAINST** ☐

**ABSTENTION** ☐

he shareholder takes the full responsibility for the correct filling in the form and safe transmitting of the present voting form.

The *Special Empowerment* shall be signed and dated by the principal shareholder. The *Special Empowerment* shall be signed by the principal shareholder at all submitted entries.

The *Special Empowerment* is valid only for the General Meeting of the Shareholders which for it was requested, and the representative has the duty to vote due to the stipulated instructions by the shareholder that designated him, on the contrary the vote will be null.

Hereby, the undersigned gives discretionary power the representative named above to vote on the problems not identified and included on the meeting's agenda until the date of the present special Power of attorney.

Issued today, ....., in 3 original copies, having the same legal power, one for the principal, one for the empowered representative and the third one for being deposited to COMPA S.A. Sibiu.

.....

(name, surname of the shareholder, with capital letters)

.....

(signature of the shareholder)

L.S.

(in case of legal entities shareholders, the valid stamp will be applied as well)

**NOTE:**

Expression of the vote over the items on the **Agenda** shall be made by ticking an "X" for any of the options **Votes in FAVOR**, **Votes AGAINST** or **ABSTENTION**. Other cells will not be complete with no sign.

The *Special Empowerment* incorrectly completed, or incorrect, such as the forms having more than one option ticked on a certain item from the agenda or without being ticked an option, will be cancelled, a written notification in this respect being done in the meeting's minute.

The *Special Empowerment* will be completed by the principal shareholder in all the entries entered, signed and dated by the principal shareholder. The *Special Empowerment* is valid only for the GMS for which it was requested, and the representative has the obligation to vote in accordance with the instructions issued by the shareholder who designated it, otherwise the vote will be canceled.

The quality of shareholder in the case of the shareholders legal entities or entities without legal personality, the quality of legal representative of the shareholders legal entities is established on the basis of the list of shareholders on the reference date, received from the Depozitarul Central S.A.

**The following will be attached:**

1. Certified copy of the identity document of the shareholder natural person (BI / CI / Passport / Residence card)
2. Certifying certificate issued by the Trade Register or other evidence issued by a competent authority regarding the identity of the legal representative of the shareholder legal person, originally according to the legislation in force.
3. Certified copy of the agent's identity card (BI / CI / Passport / Residence card - if applicable).
4. Contact telephone number .....