

## **DRAFT RESOLUTIONS - UPDATED**

### **Of the Ordinary General Meeting of Shareholders**

The Ordinary General Meeting of Shareholders (OGMS) convened by the Board of Directors of COMPA S.A. Sibiu, assembled on the April 27<sup>th</sup> [ 28<sup>th</sup>] 2020 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 Mars 25<sup>th</sup> 2020 on the Official Gazette Part IV of No 1176/ Mars 26<sup>th</sup> 2020 and on the company's website [www.compa.ro](http://www.compa.ro).

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

#### **OGMS resolution nr.1/ April 27<sup>th</sup> [ 28<sup>th</sup>] 2020**

**Art.1.1** With ..... valid votes cast, related to a number of... shares, representing... ..% of the share capital, of which ..... votes cast "for", ..... votes cast "against" and... abstentions (if applicable ), the ordinary general meeting, approves / does not approve the individual financial statements, for the financial year 2019, prepared according to the provisions of International Financial Reporting Standards (IFRS) based on the Annual Report 2019, presented by the Board of Directors and the audit firm's Report AUDITCONT SRL as a financial auditor.

The separate financial situation as of December 31<sup>th</sup> 2019 is characterized by the following indicators:

- Total revenues ..... thousand lei,
- Total expenses ..... thousand lei,
- Turnover ..... thousand lei.

**Art.1.2.**With ..... valid votes cast, related to a number of... shares, representing... ..% of the share capital, of which ..... votes cast "for", .....votes cast "against" and... abstentions (if applicable ), the ordinary general meeting, approves / does not approve the consolidated financial statements, for the financial year 2019, prepared according to the provisions of International Financial Reporting Standards (IFRS) based on the Annual Report 2019, presented by the Board of Directors and the audit firm's Report AUDITCONT SRL as a financial auditor.

The consolidated financial situations as of 31.12.2019 is characterized by the following indicators:

- Total revenues ..... thousand lei,
- Total expenses ..... thousand lei,
- Turnover ..... thousand lei.

#### **OGMS resolution nr.2/ April 27<sup>th</sup> [ 28<sup>th</sup>] 2020**

**Art.2.1.** With ..... valid votes cast, related to a number of... shares, representing...% of the share capital, of which ..... votes cast "for", ..... votes cast "against" and... abstentions (if applicable), the ordinary general assembly approves / does not approve the distribution of the net profit, as follows:

#### **OPTION I**

The amount of 28,819 thousand lei for own development sources and the amount of 3,890 thousand lei for the buy – back program of shares, by the company.

## OPTION II

The granting of the gross dividend per share in the amount of 0.038 lei / share, for the financial year 2019, and the rest for own development sources.

**Art.2.2.** With ..... valid votes cast, related to a number of... shares, representing... % of the share capital, of which ..... votes cast "for", ..... votes cast "against" and... abstentions (if applicable), the ordinary general meeting, approves / does not approve July 20, 2020 as the date of payment of the gross dividend per share in the amount of 0.038 lei / share for the year 2019

### **OGMS resolution nr.3/ April 27<sup>th</sup> [ 28<sup>th</sup>] 2020**

With ..... valid votes cast, related to a number of... shares, representing... % of the share capital, of which ..... votes cast "for", ..... votes cast "against" and... abstentions (if applicable) approves / does not approve the discharge for the executives for the financial year 2019.

### **OGMS resolution nr.4/ April 27<sup>th</sup> [ 28<sup>th</sup>] 2020**

**Art.4.1.** With ..... valid votes cast, related to a number of... shares, representing... % of the share capital, of which ..... votes cast "for", .....votes cast "against" and... abstentions (if applicable), the ordinary general meeting, approves / does not approve the **Revenue and Expenditure Budget** for 2020, which provides as follows:

- Total revenues ..... thousand lei,
- Total expenses ..... thousand lei,
- Turnover ..... thousand lei,
- Net profit ..... thousand lei.

**Art.4.2..** With ..... valid votes cast, related to a number of... shares, representing... % of the share capital, of which ..... votes cast "for", ..... votes cast "against" and... abstentions (if applicable), the ordinary general meeting, approves / does not approve the investment program for 2020, the value of the investments being... thousand lei.

### **OGMS resolution nr.5/ April 27<sup>th</sup> [ 28<sup>th</sup>] 2020**

With ..... valid votes cast, related to a number of... shares, representing... % of the share capital, of which ..... votes cast "for", ..... votes cast "against" and... abstentions (if applicable ), the ordinary general meeting, approves / does not approve the remuneration of the administrators for the current financial year; starting with 01.05.2020 the remuneration for each member of the Board of Directors is 7150 lei / month.

### **OGMS resolution nr.6/ April 27<sup>th</sup> [ 28<sup>th</sup>] 2020**

With ..... valid votes cast, related to a number of... shares, representing... % of the share capital, of which ..... votes cast "for", ..... votes cast "against" and... abstentions (if applicable ), the ordinary general meeting, approves / does not approve the conclusion / contract extension with external financial auditor SC AUDITCONT S.R.L. Sibiu for carrying out the Statutory Audit, for the year 2020, as well as the mandate of Ioan DEAC Director General and Ioan MICLEA Economic Director to sign the audit contract.

### **OGMS resolution nr.7/ April 27<sup>th</sup> [ 28<sup>th</sup>] 2020**

With ..... valid votes cast, related to a number of... shares, representing... % of the share capital, of which ..... votes cast "for", .....votes cast "against" and... abstentions (if applicable ), the ordinary general meeting, approves

/ does not approve May 26<sup>th</sup> 2020 as the registration date for identifying shareholders affected by the decisions of the ordinary meeting of shareholders and May 25<sup>th</sup> 2020 as ex-date, according to article 86(1) of Law no.24 / 2017 on issuers of financial instruments and market operations.

**OGMS resolution nr.8/ April 27<sup>th</sup> [ 28<sup>th</sup>] 2020**

**Art.8.1.** With ..... valid votes cast, related to a number of... shares, representing... % of the share capital, of which ..... votes cast "for", ..... votes cast "against" and... abstentions (if applicable ), the ordinary general meeting, approves / does not approve the empowerment of Mr. Ioan DEAC President CA & General Manager - legal representative, with the possibility of substitution, to conclude and / or sign, on behalf of the company and / or the shareholders of the company, the resolutions of the current meeting and any other documents prepared for the purpose of executing the above mentioned decisions, in relation to any person or entity, private or public.

**Art. 8.2.** With ..... valid votes cast, related to a number of... shares, representing... % of the share capital, of which ..... votes cast "for", ..... votes cast "against" and... abstentions (if applicable ), the ordinary general meeting, approves / does not approve the empowerment the empowerment of Miss Sabina PÎRVU – legal advisor to perform all legal formalities for registration, advertising and publishing of the final decisions.

No "canceled" votes were recorded/ There have been ... "canceled" votes recorded.

Additional data and information are available at the company, phone +40 269 / 237 878, fax +40 269 / 212.204.

**Chairman & CEO,**  
Ioan DEAC

**CFO,**  
Ioan MICLEA