

SPECIAL EMPOWERMENT⁽¹⁾

UPDATED

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 14th 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 Ordinary General Meeting of Shareholder to be held on **April 27th 2020**, 15⁰⁰ hours, at the company's headquarters, or on the date of **April 28th 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:

OGMS - AGENDA

ITEMS ON THE AGENDA	Votes in favor	Votes against	Abstention
1.The presentation, discussion and approval of separate and consolidated financial statements for 2019, elaborated in accordance with International Standards for Financial Reporting and based on the reports of the Board of Directors accompanied by the opinion of the Auditor			
2. Approval of the distribution of the net profit for the financial year 2019, as follows: OPTION I According to the proposal of the Board of Directors: - at own development sources - the value of 28,819 thousand lei and - for the buy-back program of its shares by the company - the value of 3,890 thousand lei.			
OPTION II According to the proposal of the shareholder NN Pensii Societate de Administrare a unui Fond de Pensii Administrat Privat S.A. (NN Pensii SAFAP S.A.) on behalf of Fond de Pensii administrat privat NN: - the distribution of the amount of 8,315,199,4440 lei in the form of dividends, to the shareholders of the company, in proportion to their participation in the share capital, from the profit of the financial year 2019 and the rest for own development sources. The proposed gross dividend is 0.038 lei / share.			

⁽¹⁾ Upon completion and signing the Special Empowerment, **an original copy** shall be submitted/transmitted at the company's headquartered, in sealed envelope, under the clear mention "**For AGA April 27th.2020**", so that to be registered at the company's headquarters the latest on **April 24th 2020, 16⁰⁰ 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 10th 2020**, you may have the possibility to update the Special Empowerment.

ITEMS ON THE AGENDA	Votes in favor	Votes against	Abstention
2.1. The payment term of the dividends due to the shareholders shall be July 20th2020 . The payment of dividends will be done in lei, the shareholders who will benefit from dividends being those registered in the Register of shareholders (kept by the “Central Depository”) on the registration date established by the OGMS. The method of payment of the additional dividends will be brought to the notice of the shareholders before the date of beginning the payment. The expenses occasioned by the payment of dividends are borne by the shareholders.			
3. Decision over the management of the Board and approving the discharge of administrators from their duties for year 2019 based on the reports submitted			
4. Presentation, debate and approval of the Revenues and Expenses Budget for 2020 and the investment plan for 2020			
5. Fixing and approving of due remuneration for Board members for the current year			
6. Approving the conclusion of the contract with external financial auditor for Statutory Audit, fixing the minimum period of the contract and empowering the authorized persons from the Company’s side to sign the audit contract			
7. Approval of May 26 ^h , 2020 as the Registration Date for the shareholders 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 th , 2020 as ex date, according to Art. 176(1) from FSA Regulation no.5 / 2018			
8. Empowering of individuals that will perform the publication and recording formalities of the OGMS session decisions, including their signing.			

The 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 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