

SPECIAL EMPOWERMENT ⁽¹⁾

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 **October 30, 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 EGMS to be held on **November 12, 2020, 15⁰⁰ hours**, at the company's headquarters, or on the date of **November 13, 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:

EXTRAORDINARY GENERAL MEETING AGENDA

No	ITEMS ON THE AGENDA	Votes in favor	Votes against	Abstention
1	Approval of the proposal of the Board of Directors of COMPA S.A. of participation of the company COMPA S.A., as sole shareholder, to set up a limited liability company, in accordance with the provisions of the legislation in force, as follows: The company will be named ARINI HOSPITALITY S.R.L. The share capital of the Company is as follows: - cash contribution - 2,000,000 RON (twomillion) - - contribution in kind - representing the asset, property of COMPA S.A., located in Sibiu, Bd. Victoriei 42 - 44, registered in the Land Book no. 131805 Sibiu composed of land, with destination class of business and adjoining areas, mentioned under A1, register number 131805 with in surface of 7591 sqm with constructions mentioned under A1.1 register number 131805-C1 administrative building S+P+2E+M, contribution in kind with a value established based on an evaluation report prepared by an authorized evaluator. The share capital constituted according to the above will be 100% owned by COMPA S.A. The main object of activity of the Company will be: Hotels and other similar accommodation facilities, CAEN code 5510. The registered office of the Company will be in Sibiu, str. Henri Coandă no. 8, Sibiu County, Romania			
2	Approval of the delegation of the Board of Directors of COMPA S.A. to decide on the number of shares in which the share capital of ARINI HOSPITALITY S.R.L. will be divided and on their value			
3	Approval of the delegation of the Board of Directors of COMPA S.A. to decide on the			

⁽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 EGMS November 12/13, 2020**", so that to be registered at the company's headquarters the latest on **November 09, 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 **November 29, 2020**, you may have the possibility to update the Special Empowerment.

No	ITEMS ON THE AGENDA	Votes in favor	Votes against	Abstention
	provisions of the Statute of the company ARINI HOSPITALITY S.R.L. and on the appointment of the administrator of this company			
4	The empowerment of the legal representative of the company COMPA S.A., Mr. Ioan Deac - Chairman of the Board of Directors and General Manager, to sign the Statute of the Company ARINI HOSPITALITY S.R.L., the declaration on one's own responsibility that the company meets the legal conditions to be a sole shareholder, as well as any other related documents necessary to setting up of the company			
5	Approval of the contracting by the affiliated company ARINI HOSPITALITY S.R.L. of non-reimbursable funds, in order to finance and develop the Hotel Project - Mercure Sibiu Park Arini Hotel & ibis Styles Sibiu Park Arini - in Sibiu, Bd. Victoriei no. 42 - 44			
6	Approval of the delegation of the Board of Directors of COMPA S.A. by the Extraordinary General Meeting of Shareholders for the purpose to take the necessary decisions to contract non-reimbursable funds, in order to finance and develop the Hotel Project - Mercure Sibiu Park Arini Hotel & ibis Styles Sibiu Park Arini - in Sibiu, Bd. Victoriei no. 42 - 44			
7	Approval of the contracting by the affiliated company ARINI HOSPITALITY S.R.L. of bank loans with a maximum value of 8,000,000 euros (eight million euros) in order to finance and develop the Hotel Project Mercure Sibiu Park Arini Hotel & ibis Styles Sibiu Park Arini - in Sibiu, Bd. Victoriei no. 42 - 44.			
8	Approval of guarantee the bank loan mentioned in point 7 by the affiliated company ARINI HOSPITALITY S.R.L with movable and immovable property from the patrimony of this company, including the building described in decision no. 1 above, registered in the Land Book no. 131805 Sibiu.			
9	Approval of the delegation of the Board of Directors of COMPA by the Extraordinary General Meeting of Shareholders in order to establish the strategy for capitalization of assets- land with destination class of business and adjoining areas - situation in Sibiu, Bd. Victoriei no. 42 - 44 in a total surface of 29,441 sqm registered in the Land Books of Sibiu Municipality no. 128905, 128904, 128910. 128911, 128912, 128913, 128908, 128907, 128909, 131806, either by building and selling or renting real estate and the related part of the land, or by selling all or part of these lands			
10	Approval of the reduction of the share capital in the total amount of 1,500,000 RON (one million five hundred thousand RON) of the affiliated company TRASCAS S.R.L. based in Sibiu, str. Henri Coanda no. 8, Jud. Sibiu, registered with the O.R.C. from the Sibiu Tribunal under no. J / 32/633/2002 having Unique Registration Code 14836511, with the amount of 750,000 RON (seven hundred fifty thousand RON) by decreasing the number of shares of the associates from 150,000 (one hundred fifty thousand) to 30,000 (thirty thousand) shares and by increasing the value of a share from 10 RON (ten RON) to 25 RON (twenty five RON)			
11	Empowerment of the legal representative of COMPA S.A. Mister. Ioan Deac - Chairman of the Board of Directors and General Manager to sign the decision of the E.G.M.S. regarding the reduction of the share capital of TRASCAS S.R.L., according to the decision from point 10			
12	Approval of the sale of the asset, property of COMPA S.A., located in Sibiu, Bd. Victoriei 42 - 44, registered in the Land Book no. 131805 Sibiu composed of land, construction yard category under A1, no. cadastral 131805 with an area of 7591 sqm with constructions under A1.1 no. cadastral 131805-C1 - administrative building S+P+2E+M, the minimum price being represented by the remaining book value on 31.12.2019.			
13	Cancellation of the share buyback program as voted in the GMS of 27 / 28.04.2020.			
14	Approval of the date of December 04, 2020 as the registration date for the identification of the shareholders on whom the effects of the decisions of the extraordinary meeting of the shareholders, in accordance with the provisions of art. 86 (1) of the Law no.24 / 2018 regarding the issuers of financial instruments and market operations and of the date of			

No	ITEMS ON THE AGENDA	Votes in favor	Votes against	Abstention
	December 03, 2020, as ex-data according to the provisions of Art.176(1) and Art.2, paragraph 2, letter l) of the ASF Regulation no.5 / 2018.			
15	Empowerment of Mr. Ioan Deac - Chairman of the Board of Directors and General Manager to sign on behalf of the shareholders the decisions of the E.G.M.S as well as to delegate the competent persons who will fulfill any act or formality required by law for the registration and / or publication of the decisions of the E.G.M.S.			

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

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 Empowerment.

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:

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.

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. Ticking the mention "**ABSTENTION**" is an unexpressed vote, not taken into account when determining the expressed votes.

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.