

To

**FINANCIAL SUPERVISORY AUTHORITY**  
**BUCHAREST STOCK EXCHANGE**

- Financial Instruments and Investments Sector  
- Regulated market

### CURRENT REPORT

#### According to FSA Regulation no. 5/2018 on issuers and operations with securities

Report date:	March 8 <sup>th</sup> 2021
Name of the issuing company:	COMPA S.A. Sibiu
Social headquarters:	Sibiu, No.8, Henri Coandă Street, Postal Code 550234
Phone/fax number:	+40269 237 878; + 40269 237 770
VAT no :	RO 788767
Order Number in the Trade Register:	J32 / 129 / 1991
Share capital:	RON 21.882.103,8
Regulated market on which the issued securities are traded:	Bucharest Stock Exchange – Standard Category (symbol CMP)
LEI Code	315700EXV87GJDVUUA14

### IMPORTANT EVENTS TO BE REPORTED

Listing of important events that have occurred in connection with the company and may have, currently have or will have a significant impact on the price of securities or on securities holders.

Such important events, without limitation, are:

...

#### e) Other events

According to the **Regulation 5/2018** on issuers and operation with securities and to the Law 24/2017 on issuers of financial instruments and market operations, we inform you that on **March 8<sup>th</sup> 2021** the Board of Directors of COMPA S.A., decides the convocation of OGMS and EGMS for **April 22<sup>nd</sup> /23<sup>rd</sup> 2021**.

Please find attached the **Decision** of the Board of Directors and the **Convening Notice**.

## DECISION

### OF THE BOARD OF DIRECTORS OF COMPA S.A. SIBIU

The Board of Directors of COMPA S.A., a joint stock company established and operating according to Romanian law, headquartered in Sibiu, No.8, Henri Coandă Street, registered at the Trade Register Office under no. J32/129/1990, sole registration code 788767, having met on **March 8<sup>th</sup> 2021**, convened by the President of the Board of Directors, according to the provisions of Law 31/1990 regarding companies and of Law 24/ 2017 on issuers of financial instruments and market operations and pursuant to the articles of association of COMPA, according to the decisions 1, 2, 3 and 4 from **March 8<sup>th</sup> 2021**, unanimously decides the following:

Approving **the convening** of the Ordinary General Meeting and Extraordinary General Meeting of Shareholders of COMPA S.A. for **April 22<sup>nd</sup> 2021** and of the second convening for **April 23<sup>th</sup> 2021**, in case the quorum requirements are not met at the first convening, at the registered office, for both convening dates, having the agenda of the meeting included in the **convening notice** attached to this decision.

## CONVENING NOTICE

The Board of Directors of COMPA S.A., headquartered in Sibiu, No.8, Henri Coandă Street, registered at the Trade Register Office under no. J32/129/1990, sole registration code RO 788767, gathered in the meeting from March 3<sup>rd</sup> 2021, according to the provisions of art. 117 of Law 31/1990 on companies, art. 92 of Law 24/ 2017 on issuers of financial instruments and market operations, art. 186 and 187 of FSA Regulation no. 5/2018, on issuers and operations with securities and pursuant to the Articles of association of COMPA SA, as well as the other applicable legal provisions,

### Convenes:

#### GENERAL MEETING OF SHAREHODERS ("OGMS") AND EXTRAORDINARY GENERAL MEETING OF SHAREHODERS ("EGMS")

for **22.04.2021, starting at 15:00** (Romanian local time) the **Ordinary General Meeting of Shareholders** and for **22.04.2021, starting at 16:00** (Romanian local time) the **Extraordinary General Meeting of Shareholders**, at the company's headquarters in Sibiu, 8, Henri Coandă str., Sibiu county, for all shareholders registered in the Company's Shareholders' Register kept by Central Depository S.A. at the end of the day of **April 12<sup>th</sup> 2021**, set as **reference date** for holding both OGMS and EGMS.

In case that on the aforementioned date the quorum requirements stipulated in the Law no. 31/1990 and the Company's Articles of Association are not met, it is convened and fixed according to art. 118 of the Law no.31/1990 the second Ordinary General Meeting of Shareholders and Extraordinary General Meeting of Shareholders for April 23th 2021, at the same address, at the same hours, with the same agenda and reference date.

#### THE ORDINARY GENERAL MEETING OF SHAREHODERS' AGENDA ("OGMS")

1. The election of the secretary of the meeting of the Ordinary General Meeting of Shareholders from among the present shareholders.
2. The presentation, discussion and approval of individual and consolidated financial statements for 2020, elaborated in accordance with the International Standards for Financial Reporting and based on the reports of the Board of Directors accompanied by the report of the Financial Auditor.
3. Approval of the proposal of the Board of Directors for the distribution of the net profit for the financial year 2020, in amount of 13.919.766,43 lei as follows:
  - for own development sources – the value of 10.712.555,28 lei
  - To cover losses from previous periods - 403.355 lei

- For according dividends to the shareholders – the value of 2.803.856,15 lei with a gross dividend/ share in amount of 0,0132 lei.
- 4. Approval of the date of June 9<sup>th</sup> .2021 as the date of payment for the payment of dividends. The payment of dividends will be made in RON. The method of payment of dividends will be notified to the shareholders before the date of starting the payment. Dividend expenses are borne by shareholders.
- 5. Pronouncing on the management of the Board and approving the discharge of administrators from their duties for year 2020 based on the submitted reports.
- 6. Presentation, debate and approval of the Revenues and Expenses Budget for 2021 and the investment plan for 2021.
- 7. Election and appointment of 5 (five) members to fill the position of member in the Board of Directors of COMPA S.A., considering the expiration of the mandate of the current members of Board of Directors. The term of office of the elected members of the Board of Directors will be 4 years, starting with 26.04.2021. The list containing information on the name, place of residence and professional qualification of the persons proposed for the position of administrator will be available to shareholders, as applications are submitted, at the company's headquarters and on its website [www.compa.ro](http://www.compa.ro), and can be consulted and completed by them.
- 8. Fixing and approving of due remuneration for the new Board members for the current year.
- 9. Appointment of the external financial auditor Audit Cont S.R.L. in order to perform the Statutory Audit for 2021.
- 10. Approval of May 18th, 2021 as the Registration Date for the shareholders identification falling under the consequences of the General Ordinary Meeting of Shareholders, due to the provisions in Art.86(1), Law 24/2017 on issuers of financial instruments and market operations and approval of May 17th, 2021 as ex date, according to Art. 176(1) from FSA Regulation no.5 / 2018.
- 11. Empowering of individuals that will perform the publication and recording formalities of the GMS session decisions, including their signing.

#### **THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS' AGENDA ("EGMS")**

- 1. The election of the secretary of the meeting of the Extraordinary General Meeting of Shareholders from among the present shareholders.
- 2. Approval of contracting 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 2021 and establishing security interests related to movable and immovable property owned by the Company.
- 3. Delegation of the Board of Directors by the Extraordinary General Meeting of Shareholders from the date of this AGEA until the next Extraordinary General Meeting in April 2022 to commit investment loans, credit lines, leasing assignments, letters of guarantee and other financial banking products, within the maximum cumulative total of 40 million euro for the year 2021 approved at point 2, as well as to constitute movable and immovable guarantees related to assets of the company's patrimony.
- 4. The empowerment of 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 2 and 3.
- 5. Delegation of the Board of Directors by the General Extraordinary Meeting of Shareholders for appointing the company's legal representative of Compa S.A. in relation to the Management Authority/funding authorities and to empower the person / persons designated to sign in the name and on behalf the Company, the financing contracts for projects to be carried out starting in 2021 and onwards until the next E.G.M. from April 2022.

6. The empowerment of the Chairman of the Board of Directors of the Company to sign, in the name and on behalf of the Company, the management contracts to be concluded by the Company with the members of the Board elected in accordance with point 7 of the OGMS for carrying out their activity as members of the Board of Directors, and the Vicepresident of the Board of Directors to sign the administration contract that will be concluded in the name and on behalf of the Company with the Chairman of the Board of Directors.
7. Establishing the duration of the financial audit contract for one year, starting with the date of this GMS decision and mandating the persons empowered to sign in the name and on behalf of the Company, the contract with the financial auditor, appointed according to OGMS decision number 9.
8. Approval of the amendment of the articles of association of Compa S.A. by eliminating from point VIII the General Meeting of Shareholders the attributions of the Ordinary General Meeting provided at point 1 letter. g, h, i, j, thus the amended text of point 1 of the Ordinary General Meeting will have the following content:

***The Ordinary general meeting meets at least once a year, within 5 months at the end of the financial year.***

***(1) In addition to debating other issues on the agenda, the general meeting is required:***

- a) *to discuss, approve or amend the annual financial statements, based on the reports of the directors, auditors or financial auditors and to fix the dividend;*
  - b) *to elect and revoke administrators and censors;*
  - c) *to fix the remuneration due for the current year to the administrators and auditors;*
  - d) *to decide on the management of the administrators;*
  - e) *to establish the revenue and expenditure budget and the work program for the following financial year;*
  - f) *decide to pledge, lease or dissolve one or more units of the company.*
9. Approval for the empowerment of the Chairman of the Board of Directors to sign in the name and on behalf of the Company the additional act and the updated of the articles of association of the Company.
  10. Approval of the establishment of a secondary office - working point at the address from Sibiu, Bd. Victoriei no. 42-44, Jud. Sibiu. for the affiliated company ARINI HOSPITALITY S.R.L., company having its registered office in Sibiu, str. Henri Coandă no. 8, Jud. Sibiu, registered at the Registry Office attached to the Sibiu Tribunal under no. J / 77 / 19.01.2021, having a unique registration code no. 43581594.
  11. Approval of May 18th, 2021 as the Registration Date for the shareholders identification falling under the consequences of the General Ordinary Meeting of Shareholders, due to the provisions in Art.86(1), Law 24/2017 on issuers of financial instruments and market operations and approval of May 17th, 2021 as ex date, according to Art. 176(1) from FSA Regulation no.5 / 2018.
  12. Empowering of individuals that will perform the publication and recording formalities of the GMS session decisions, including their signing.

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### **Rights of the Shareholders**

- ***Shareholders' proposals concerning OGMS/EGMS***

One or more shareholders representing, individually or together, at least 5% of the share capital has/have the right:

- a) to introduce items on the agenda of the general meeting, provided that each item is accompanied by a justification or a draft decision proposed for approval in the general meeting;
- b) to present draft decisions for the items included or proposed to be included on the agenda of the general meeting.

The shareholders' proposals will be formulated in writing and will be sent together with the documents certifying the fulfillment of the conditions for exercising these rights:

- either in the form of a handwritten signed document, in original, sent by any form of courier or deposited, at the company's headquarters located in Sibiu, Str. Henri Coandă, no. 8, Sibiu county, in a sealed envelope, with the reference written in clear script: **"FOR THE COMPA SA OGMS/EGMS OF 22/23.04.2021"**
- or in the form of an electronically signed document with an extended electronic signature, according to Law no. 455/2001 on electronic signature - by e-mail - to the address [actionariat@compa.ro](mailto:actionariat@compa.ro) mentioning in the subject line: **"FOR THE COMPA SA OGMS/EGMS OF 22/23.04.2021"**,

so as to reach the company until 31.03.2021 at 16:00 (Romanian local time), under the sanction of losing the exercise of these rights, according to the legal provisions.

If necessary, the revised agenda will be published no later than 09.04.2021, according to the legal provisions in force.

- ***The right to ask questions***

Each shareholder has the right to ask written questions on the items on the OGMS/EGMS agenda, so that they are registered with the company by 29.03.2021 at 16.00 (Romanian local time), under the sanction of losing the exercise of these rights, according to the legal provisions.

The shareholders' questions will be formulated in writing and will be sent together with the documents attesting the fulfillment of the conditions for exercising these rights:

- either in the form of a handwritten signed document, in original, sent by any form of courier or deposited at the company's headquarters located in Sibiu, Str. Henri Coandă, no. 8, Sibiu county, in a sealed envelope, with the reference written in clear script: **"FOR THE COMPA SA OGMS/EGMS OF 22/23.04.2021"**,
- or in the form of an electronically signed document with an extended electronic signature, according to Law no. 455/2001 on the electronic signature - by e-mail - to the address [actionariat@compa.ro](mailto:actionariat@compa.ro) mentioning in the subject line: **"FOR THE COMPA SA OGMS/EGMS OF 22/23.04.2021"**,

The company will answer the questions asked by the shareholders, having the possibility to formulate a general answer for the questions with the same content. The answers will be available, starting with 09.04.2021 at 16:00 (Romanian local time), on the company's website [www.compa.ro](http://www.compa.ro), in the section Investor Relations - General Meeting of Shareholders - Meetings - OGMS/EGMS - 2021 - Questions and Answers, in Question-Answer format.

The right to ask questions and the obligation of the company to answer will be conditioned by the assurance measures to ensure the identification of shareholders, the proper conduct and preparation of the general meeting, as well as the protection of confidentiality and commercial interests of the company.

- ***The right to nominate candidates for the position of member of the Board of Directors***

Each shareholder can make proposals for the candidacy for the position of member of the Board of Directors which will contain information on the name, place of residence and professional qualification of the proposed persons.

Shareholders' proposals will be formulated in writing and will be submitted together with the documents certifying the fulfillment of the conditions for exercising these rights:

- either in the form of a handwritten signed document, in original, sent by any form of courier or deposited at the company's headquarters located in Sibiu, Str. Henri Coandă, no. 8, Sibiu county, in a sealed envelope, with the reference written in clear script: **"FOR THE COMPA SA OGMS/EGMS OF 22/23.04.2021"**,
- or in the form of an electronically signed document with an extended electronic signature, according to Law no. 455/2001 on the electronic signature - by e-mail - to the address [actionariat@compa.ro](mailto:actionariat@compa.ro) mentioning in the subject line: **"FOR THE COMPA SA OGMS/EGMS OF 22/23.04.2021"**.

**The deadline** for receipt of proposals for candidates for membership of the Board of Directors is 26.03.2021 at 16:00 (Romanian local time).



The following documents will be submitted in original by the candidates proposed for the position of administrator so as to be registered at the Company's headquarters no later than 29.03.2021 at 16:00 (Romanian local time):

- a) Request for application
- b) Copy of identity document;
- c) Curriculum vitae;
- d) Fiscal record certificate, no older than 30 days;
- e) Criminal record certificate, no older than 30 days;
- f) Declaration APPENDIX 1
- g) Declaration APPENDIX 2
- h) Declaration APPENDIX 3

The forms regarding the solemn declarations will be available on the company's website [www.compa.ro](http://www.compa.ro), in the section **Investor Relations - General Meeting of Shareholders - Meetings - OGMS - 2021 – Candidates Forms for member of the Board of Directors function** starting with the date of publication of the convening notice. Documents and forms submitted in other foreign language than English will be accompanied by a certified translation thereof.

The list containing information on the name, place of residence and professional qualification of the persons proposed for the position of administrators is available to shareholders, on the company's website [www.compa.ro](http://www.compa.ro), in the section **Investor Relations - General Meeting of Shareholders - Meetings - OGMS - 2021 – List Board of Directors candidates**, starting with the date of publication of the convening notice, and will be updated with the proposals received until the deadline, as soon as possible.

***•The right of the significant shareholders to request the application of the cumulative voting method for the election of the members of the Board of Directors.***

In the situation where a significant shareholder requests, under the conditions of art. 92 para. (3) and (5) of Law no. 24/2017, the introduction of an item on the agenda of a general meeting of shareholders regarding the election of the members of the board of directors by applying the method of cumulative voting, the board of directors is obliged to introduce the respective item on the agenda, in compliance with art. 92 para. (6) 65 of the same law. The election of the members of the board of directors based on this method is mandatory, as a result of the respective request of the significant shareholder.

Significant shareholders' proposals will be formulated in writing and will be submitted together with the documents certifying the fulfillment of the conditions for exercising these rights:

- either in the form of a handwritten signed document, in original, sent by any form of courier or deposited at the company's headquarters located in Sibiu, Str. Henri Coandă, no. 8, Sibiu county, in a sealed envelope, with the reference written in clear script: "**FOR THE COMPA SA OGMS/EGMS OF 22/23.04.2021**",
- or in the form of an electronically signed document with an extended electronic signature, according to Law no. 455/2001 on the electronic signature - by e-mail - to the address [actionariat@compa.ro](mailto:actionariat@compa.ro) mentioning in the subject line: "**FOR THE COMPA SA OGMS/EGMS OF 22/23.04.2021**".

so as to reach the company until 31.03.2021 at 16:00 (Romanian local time), under the sanction of losing the exercise of these rights, according to the legal provisions.

In order to identify and prove the quality of shareholder, the persons who submit proposals or who ask questions will attach to the request the following documents issued by the Central Depository or, as the case may be, by the participants defined in art. 3 par. 1 point 43 of Law no. 126/2018, which provides custody services:

- An account statement from the shareholders' register, which shows the quality of shareholder and the number of shares they own
- Documents certifying the registration of the information regarding the legal representative at the Central Depository/participants defined by art. 3 par. 1 point 43 of Law no. 126/2018.

Detailed information on the exercise of shareholders' rights is available on the company's website [www.compa.ro](http://www.compa.ro) in the section **Investor Relations - General Meeting of Shareholders – General Meetings of Shareholders Meeting Organizing**.

### **Participation in the OGMS/EGMS**

**The reference date is April 12<sup>th</sup> 2021.** Only persons who are currently shareholders mentioned in the register of shareholders of the company, kept by Central Depository S.A., have the right to participate and vote in the OGMS/EGMS.

Shareholders may attend general meetings in person (through legal representatives) or may be represented by other persons, according to law, or may vote by correspondence.

The access and/or voting by correspondence of the shareholders entitled to participate in the general meetings of the shareholders is allowed by the simple proof of their identity, made, in the case of individual shareholders, with the identity document (BI/CI for Romanian citizens or, as the case may be, passport or residence card for foreign citizens) and, in the case of legal entities, with the identity card of the legal representative (BI/CI for Romanian citizens or, as the case may be, passport or residence card for foreign citizens).

If the legal representative is not mentioned in the list of shareholders of the company on the reference date received from Central Depository SA, then this quality is established on the basis of a certificate issued by the trade register/any other document issued by a competent authority in the state in which the shareholder is legally registered, which certifies their quality of representative, not older than 30 days, presented in original or certified copy.

The representatives of the individual shareholders will be identified with their identity document (BI/CI for Romanian citizens or, as the case may be, passport or residence card for foreign citizens), accompanied by the special or general power of attorney signed by the individual shareholder, if applicable.

The conventional representatives of the legal person shareholders will prove their quality with their identity document (BI/CI for Romanian citizens or, as the case may be, passport or residence card for foreign citizens), accompanied by a special or general power of attorney signed by the legal representative of the legal entity. Information on general or special powers of attorney and voting by correspondence is given below.

Documents submitted in a foreign language other than English (except for identity documents valid in Romania) will be accompanied by a translation made by a certified translator, in Romanian or in English.

- ***Participation in the OGMS/EGMS by representation***

Shareholders registered on the reference date in the register of shareholders of the company kept by Central Depository S.A. may attend the meetings in person or by representation, each shareholder having the right to designate any other individual or legal person as a representative to participate and vote on their behalf in meetings, in compliance with the relevant provisions.

In the case of participation by representation, the shareholder will appoint a representative by a special power of attorney drawn up according to the special power of attorney form made available to shareholders by the company, in both Romanian and English, or by a general power of attorney granted in the conditions set out below.

#### **General rules on special and general power of attorney**

1. A shareholder may appoint only one person to represent them at the OGMS/EGMS. However, if a shareholder holds shares in the company in more than one securities account, this restriction shall not prevent them from appointing a separate representative for the shares held in each securities account in respect of a particular general meeting. In any case, the shareholder is prohibited from casting different votes based on their shares in the company.

2. A shareholder may appoint by proxy one or more alternate representatives to represent them in the OGMS/EGMS if the initial representative is unable to fulfill their mandate. If several alternate representatives are appointed by proxy, the order in which they will exercise their mandate will also be established.
3. The shareholder shall complete and sign the general power of attorney/special power of attorney, in three original copies, in Romanian or in English, one copy for the shareholder, one copy for the representative and one copy for the company.
4. In case of discussing within the Meetings, according to the legal provisions, some items not included on the published agenda, the proxy may vote on them according to the interest of the represented shareholder.
5. In the event that the OGMS/EGMS agenda is revised, the company will make available the updated special power of attorney forms, starting with 05.04.2021.
6. The powers of attorney will be sent to the company at least 48 hours before the starting time of the OGMS/EGMS meeting at the first convening, as indicated in this convening notice, as follows:
  - a) general powers of attorney - before the first use, in a certified copy, bearing the shareholder's signature;
  - b) special powers of attorney - at each OGMS, in a certified copy, bearing the signature of the shareholder.
7. The shareholder will send the power of attorney, accompanied by the documents proving the identity, respectively:
  - a) copy of a valid identity card of the shareholder (BI/CI for Romanian citizens or, as the case may be, passport or residence card for foreign citizens)/copy of a valid identity card of the legal representative of the shareholder, in case of legal entity shareholders (BI/CI for Romanian citizens or, as the case may be, passport or residence card for foreign citizens);If the legal representative is not mentioned in the list of shareholders of the company on the reference date, a certificate issued by the trade register/any other document issued by a competent authority of the state where the shareholder is legally registered, attesting their quality, will be attached, not older than 30 days, in original or certified copy.
  - b) copy of the valid identity document of the representative and, as the case may be, of the alternate individual person representative (BI/CI for Romanian citizens or, as the case may be, passport or residence card for foreign citizens).In the case of the representative/alternate representative legal person, the following documents will also be sent:
  - a) the registration certificate for the representative/alternate representative, a certificate issued by the trade register/any other document issued by a competent authority of the State in which the representative is legally registered, attesting to their capacity as representative, not older than 30 days, in original or certified copy.
  - b) a copy of the identity document of the legal representative (BI/CI for Romanian citizens or, as the case may be, passport or residence card for foreign citizens) of the representative/alternate representative.
8. The copy of the power of attorney, completed and signed by the shareholder and accompanied by the related documents, must be sent:
  - either in the form of a handwritten signed document, in original, sent by any form of courier or deposited at the company's headquarters located in Sibiu, 8, Henri Coandă, str., Sibiu county, in a sealed envelope, with the reference written in clear script: **"FOR THE COMPA SA OGMS/EGMS OF 22/23.04.2021"**,
  - or in the form of an electronically signed document with an extended electronic signature, according to Law no. 455/2001 on the electronic signature - by e-mail - to the address [actionariat@compa.ro](mailto:actionariat@compa.ro) mentioning in the subject line: **"FOR THE COMPA SA OGMS/EGMS OF 22/23.04.2021"**,



so that they are registered with the company by 20.04.2021, at 15.00 (Romanian local time), under the sanction of losing the exercise of these rights within the OGMS/EGMS, according to the legal provisions.

#### Special provisions on special power of attorney

The special power of attorney is valid only for the OGMS / EGMS for which it was requested.

If they opt for the use of the special power of attorney, the shareholder must:

- i. use the special power of attorney form, for individual or legal persons, as the case may be, provided by the company on the company's website [www.compa.ro](http://www.compa.ro) in the section **Investor Relations - General Meeting of Shareholders - Meetings - OGMS/EGMS - 2021** and at the company's headquarters, located in Sibiu, 8, Henri Coandă str., Sibiu county, starting with 22.03.2021;
- ii. if the cumulative voting method for item 7 of the OGMS agenda is applied, the shareholder will use the special power of attorney form for cumulative voting, which the company will make available, if necessary, on the company's website [www.compa.ro](http://www.compa.ro) in the section **Investor Relations - General Meeting of Shareholders - Meetings - OGMS/EGMS - 2021** and at the company's headquarters, located in Sibiu, 8, Henri Coandă str., Sibiu county, starting with 22.03.2021;
- iii. indicate the voting instructions for each item on the published OGMS/EGMS agenda.

#### Special provisions on general power of attorney

The general power of attorney is valid only if:

- i. It is granted for a period not exceeding 3 years, unless the parties have expressly stipulated a longer period;
- ii. Expressly allows the representative of the shareholder who has granted such a power of attorney to vote on all matters under discussion of any GMS, including with regard to acts of disposition;
- iii. It is granted by the shareholder, as a client, to an intermediary as defined by art. 2 par. (1) point 20 of Law 24/2017 or to a lawyer; and
- iv. It contains at least the following information: 1. the name of the shareholder; 2. name of the representative (the one granted the power of attorney); 3. the date of the power of attorney, as well as its validity period, according to the legal provisions; powers of attorney bearing a later date have the effect of revoking previously dated proxies; 4. specifying that the shareholder empowers the representative to participate and vote on their behalf by general power of attorney in the general meeting of shareholders for the entire holding of the shareholder on the reference date, with the express stipulation of the company for which that general power of attorney is used.

Shareholders may not be represented in the OGMS/EGMS on the basis of a general power of attorney by a person who is in a conflict of interest which may arise in particular in one of the following cases:

- a) They are majority shareholders of the Company or another entity, controlled by the respective shareholder;
- b) They are members of a management body of the Company, of a majority shareholder or of a controlled entity, according to those provided in let. (a);
- c) They are employees or auditors of the Company or of a majority shareholder or of a controlled entity, according to those provided in let. (a);
- d) They are the spouse, relative or in-law up to the fourth degree, including of one of the natural persons provided in let. a)-c).

The general power of attorney will be valid, without other additional documents regarding the respective shareholder, if it is signed by the respective shareholder and is accompanied by a solemn declaration, in original, signed and, if necessary, sealed, given by the legal representative of the intermediary or the lawyer who has received the proxy by general power of attorney, showing that:

- i) the power of attorney is granted by the respective shareholder, as a client, to the intermediary or, as the case may be, to the lawyer; and
- ii) the general power of attorney is signed by the shareholder, including by attaching an extended electronic signature, if applicable.

The general power of attorney ceases under the provisions of art. 202 par. (2) of the FSA Regulation no. 5/2018.

Other provisions on representation. Voting by custodian.

If a shareholder is represented by a credit institution providing custody services, they will be able to vote in the OGMS/EGMS on the basis of voting instructions received by electronic means of communication, at the address indicated in the convening notice, without the shareholder having to draw up a special or general power of attorney. The custodian votes in the OGMS/EGMS exclusively according to and within the limits of the instructions received from their clients who are shareholders at the reference date.

The credit institution may participate and vote in the OGMS/EGMS provided that they submit a solemn statement, signed by the legal representative, stating:

a) the name of the shareholder in whose name the credit institution participates and votes in the OGMS/EGMS, in clear script;

b) the credit institution provides custody services for the respective shareholder.

The declaration must be submitted to the company, in original, signed and, as the case may be, sealed, 48 hours before the OGMS/EGMS, without fulfilling other formalities related to its form, as follows:

- either in the form of a handwritten signed document, in original, sent by any form of courier or deposited at the company's headquarters located in Sibiu, 8, Str. Henri Coandă, Sibiu county, in a sealed envelope, with the reference written in clear script: **"FOR THE COMPA SA OGMS/EGMS OF 22/23.04.2021"**,
- or in the form of an electronically signed document with an extended electronic signature, according to Law no. 455/2001 on the electronic signature - by e-mail - to the address [actionariat@compa.ro](mailto:actionariat@compa.ro) mentioning in the subject line: **"FOR THE COMPA SA OGMS/EGMS OF 22/23.04.2021"**,

so that they are registered with the company by 20.04.2021, at 15.00 (Romanian local time), under the sanction of losing the exercise of these rights within the OGMS/EGMS, according to the legal provisions.

In this case, the company will not request other documents related to the identification of the shareholder.

• **Voting by correspondence**

The Company's shareholders registered on the reference date in the shareholders' register, kept by Central Depository SA, have the opportunity to vote by correspondence using the voting form by correspondence vote made available to shareholders by the Company, both in Romanian and in English on the company's website [www.compa.ro](http://www.compa.ro), in the section **Investor Relations - General Meeting of Shareholders - Meetings - OGMS/EGMS - 2021**, available starting with 22.03.2021. In the event that the OGMS / EGMS agenda is revised, the company will make available the updated mail voting form, starting with 05.04.2021.

Correspondence voting may be cast by a representative only if:

a) they have received from the represented shareholder a special/general power of attorney to be submitted to the company at least 48 hours before the start of the OGMS/EGMS meeting in the first convening; or

b) the representative is a credit institution that provides custody services, under the provisions of art. 92 par. (11) of Law 24/2017.

In case the shareholder who has expressed their vote by correspondence participates in person/through a representative at the OGMS/EGMS, only the vote expressed personally/through a representative will be considered.

If the person representing the shareholder by personal participation in the OGMS/EGMS is other than the one who expressed the vote by correspondence, then for the validity of their vote they must present to the meeting secretary a written revocation of the correspondence vote form signed by the shareholder or the representative who expressed the vote by correspondence. This is not necessary if the shareholder or their legal representative is present at the OGMS/EGMS.

The correspondence voting form completed and signed by the shareholder and accompanied by the related documents, will be sent to the company until 20.04.2021, at 15.00 (Romanian local time), as follows:

- either in the form of a handwritten signed document, in original, sent by any form of courier or deposited at the company's headquarters located in Sibiu, 8, Henri Coandă str., Sibiu county, in a sealed

envelope, with the reference written in clear script: **"FOR THE COMPA SA OGMS/EGMS OF 22/23.04.2021"**,

- or in the form of an electronically signed document with an extended electronic signature, according to Law no. 455/2001 on the electronic signature - by e-mail - to the address [actionariat@compa.ro](mailto:actionariat@compa.ro), mentioning in the subject line: **"FOR THE COMPA SA OGMS/EGMS OF 22/23.04.2021"**.

- **Special rules on secret ballot**

The correspondence voting form and the power of attorney regarding the items 7 and 9 on the OGMS agenda, completed by the shareholders with the voting options, signed by them, will be sent, so that they reaches the company until 20.04.2021, at 15.00 (Romanian local time), as follows:

- either in the form of a handwritten signed document, in original, sent by any form of courier or deposited at the company's headquarters located in Sibiu, 8, Henri Coandă str., Sibiu county, in a sealed envelope, with the reference written in clear script: **"SECRET BALLOT – ITEMS 7 and 9 FOR THE COMPA SA OGMS/EGMS OF 22/23.04.2021"**, which will in turn be inserted, in the envelope containing the correspondence voting bulletin for the other items on the OGMS/EGMS agenda, the general/special power of attorney/solemn statement (if applicable) for the other items on the agenda OGMS/OGMS and related documents, and bearing the mention **"FOR THE COMPA SA OGMS/EGMS OF 22/23.04.2021"**,
- or in the form of an electronically signed document with an extended electronic signature, according to Law no. 455/2001 on the electronic signature - by e-mail - to the address [actionariat@compa.ro](mailto:actionariat@compa.ro), in a separate folder named: **"SECRET BALLOT – ITEMS 7 and 9 FOR THE COMPA SA OGMS/EGMS OF 22/23.04.2021"**, in the mail containing the correspondence voting bulletin for the other items on the OGMS/EGMS agenda and the general/special power of attorney/solemn statement (if applicable) for the other items on the OGMS/EGMS agenda and related documents, mentioning in the subject line: **"FOR THE COMPA SA OGMS/EGMS OF 22/23.04.2021"**

#### **Other provisions on the OGMS/EGMS**

The draft decisions, the documents to be presented to the general meeting, the comments of the company's competent bodies on the agenda items, can be consulted at the company's headquarters, every working day, between 8.00 and 16.00 and on the company's website [www.compa.ro](http://www.compa.ro) in the **section Investor Relations - General Meeting of Shareholders - Meetings - OGMS/EGMS 2021**, being available in Romanian and English, starting with 22.03.2021.

Draft decisions proposed by shareholders will be added to the company's website as soon as possible after their receipt by the company.

The following documents and information will be published and can be obtained from the company's website [www.compa.ro](http://www.compa.ro), in Romanian and English, in the section **Investor Relations - General Meeting of Shareholders - Meetings - OGMS / EGMS 2021**, starting with 22.03.2021:

1. the convening notice of the general meeting of shareholders;
2. the total number of shares and voting rights at the convening date;
3. the documents to be presented to the general meeting;
4. a draft decision or, in the event that no decision is proposed, a comment from the Board of Directors, for each item on the proposal of the OGMS/EGMS agenda;  
If the proposals for the agenda come from the entitled shareholders, the draft decisions or comments provided by the respective shareholders will be published, as soon as possible, after their receipt by the company;
5. special power of attorney forms for individual and companies, including secret voting forms to be used for voting by representation, on the basis of a special power of attorney;
6. the voting forms to be used for correspondence voting, including those for the secret vote;

The above-mentioned documents will be available and can be obtained at the company's headquarters located in Sibiu, 8, str. Henri Coandă, Sibiu, starting with 22.03.2021.

**7. Declaration of conflict of interest in the case of a vote on the basis of a general power of attorney.**

If the special power of attorney forms and correspondence voting forms cannot be published on the company's website, for technical reasons, the company will indicate on its website [www.compa.ro](http://www.compa.ro), the manner in which they can be obtained on paper, and will send the forms free of charge, by postal service, to each of the shareholders who submit a request to this effect.

Detailed information on the exercise of shareholders' rights, as well as on the organization and proceedings of the OGMS/EGMS of 22/23.04.2021 are available on the company's website [www.compa.ro](http://www.compa.ro) in the section **Investor Relations - General Meeting of Shareholders – General Meeting of Shareholders Organization**.

Additional information can be obtained, on working days, between 8:00 and 16:00, at the company's headquarters, or at telephone no. 0269 237 878.

**Chairman and CEO,**  
Ioan DEAC

**CFO,**  
Ioan MICLEA