

**RESOLUTIONS**  
**OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**COMPAS S.A. SIBIU COMPANY**

**DRAFT**

The Extraordinary General Meeting of Shareholders (EGMS) convened by the Board of Directors of COMPAS S.A. Sibiu, assembled on April 22/23<sup>rd</sup> 2021 at 16.00 (Romanian Local Time) in accordance with the law in force.

The work took place [during the first/second convocation] at the company's headquarters, fulfilling all publicity and quorum conditions of. Thus, at the participated in person / through a representative / by correspondence a number of ..... shareholders, having a number of ..... shares with voting rights, representing ..... % form total number of shares with voting rights of the share capital of COMPAS S.A. (218,821,038 shares in the share capital of which ..... voting shares; Shares representing .....% of the share capital, are shares without voting rights, being shares repurchased by COMPAS SA according to the Buy back program).

Having met the quorum provided for in Chapter VIII, paragraph (2) of the Articles of Association of the company, namely, "the presence of shareholders holding at least a quarter of the total number of voting rights", the meeting is legally constituted and it goes on with the presentation, debate and voting of the items provided in the completed agenda of the meeting, as announced in the call published in the Bursa newspaper from 12.03.2021, the Tribuna newspaper from 12.03.2021, in the Official Gazette part IV of Nr. 1054/ 15.03.2021 and on the company's website [www.compa.ro](http://www.compa.ro) on 15.03.2021.

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

**E.G.M.S. Resolution no. 1 / April 22/23<sup>rd</sup> 2021**

With ..... validly cast votes, corresponding to a number of... .. shares, representing... ..% of the total number of voting shares in the share capital and .....% of the total share capital, of which ..... votes cast "for", ..... votes cast "against" and... abstentions (if applicable), the E.G.M.S., by open vote, **approves / does not approve** the election from among the present shareholders of Mr. / Mrs. .... as secretary of the meeting.

**E.G.M.S. Resolution no. 2 / April 22/23<sup>rd</sup> 2021**

With ..... validly cast votes, corresponding to a number of... .. shares, representing... ..% of the total number of voting shares in the share capital and .....% of the total share capital, of which ..... votes cast "for", ..... votes cast "against" and... abstentions (if applicable), the E.G.M.S., by open vote, **approves / does not approve** the 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.

### **E.G.M.S. Resolution no. 3 / April 22/23<sup>rd</sup> 2021**

With ..... validly cast votes, corresponding to a number of... .. shares, representing... ..% of the total number of voting shares in the share capital and .....% of the total share capital, of which ..... votes cast "for", ..... votes cast "against" and... abstentions (if applicable), the E.G.M.S., by open vote, **approves / does not approve** the delegation of the Board of Directors by the Extraordinary General Meeting of Shareholders from the date of this decision 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.

### **E.G.M.S. Resolution no. 4 / April 22/23<sup>rd</sup> 2021**

With ..... validly cast votes, corresponding to a number of... .. shares, representing... ..% of the total number of voting shares in the share capital and .....% of the total share capital, of which ..... votes cast "for", ..... votes cast "against" and... abstentions (if applicable), the E.G.M.S., by open vote, **approves / does not approve** the empowerment of the CEO and CFO of 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.

### **E.G.M.S. Resolution no. 5 / April 22/23<sup>rd</sup> 2021**

With ..... validly cast votes, corresponding to a number of... .. shares, representing... ..% of the total number of voting shares in the share capital and .....% of the total share capital, of which ..... votes cast "for", ..... votes cast "against" and... abstentions (if applicable), the E.G.M.S., by open vote, **approves / does not approve** the delegation of the Board of Directors by the General Extraordinary Meeting of Shareholders to appoint 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.S from April 2022.

### **E.G.M.S. Resolution no. 6 / April 22/23<sup>rd</sup> 2021**

With ..... validly cast votes, corresponding to a number of... .. shares, representing... ..% of the total number of voting shares in the share capital and .....% of the total share capital, of which ..... votes cast "for", ..... votes cast "against" and... abstentions (if applicable), the E.G.M.S., by open vote, **approves / does not approve** 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 agenda 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

#### **E.G.M.S. Resolution no. 7 / April 22/23<sup>rd</sup> 2021**

With ..... validly cast votes, corresponding to a number of... .. shares, representing... ..% of the total number of voting shares in the share capital and .....% of the total share capital, of which ..... votes cast “for”, ..... votes cast “against” and... abstentions (if applicable), the E.G.M.S., by open vote, **approves / does not approve** concluding the contract with the financial auditor appointed according to the OGMS decision no. 9/2021 for a period of one year starting from the date of this decision and mandating the General Manager and the Economic Director to sign in the name and on behalf of the Company, the contract with the financial auditor, appointed according to the decision no. 9 of the OGMS dated 22 / 23.04.2021.

#### **E.G.M.S. Resolution no. 8 / April 22/23<sup>rd</sup> 2021**

With ..... validly cast votes, corresponding to a number of... .. shares, representing... ..% of the total number of voting shares in the share capital and .....% of the total share capital, of which ..... votes cast “for”, ..... votes cast “against” and... abstentions (if applicable), the E.G.M.S., by open vote, **approves / does not approve** 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.*

The rest of the provisions from point VIII of the Articles of the Company remain unchanged.

#### **E.G.M.S. Resolution no. 9 / April 22/23<sup>rd</sup> 2021**

With ..... validly cast votes, corresponding to a number of... .. shares, representing... ..% of the total number of voting shares in the share capital and .....% of the total share capital, of which ..... votes cast “for”, ..... votes cast “against” and... abstentions (if applicable), the E.G.M.S., by open vote, **approves / does not approve** 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.

#### **E.G.M.S. Resolution no. 10 / April 22/23<sup>rd</sup> 2021**

With ..... validly cast votes, corresponding to a number of... .. shares, representing... ..% of the total number of voting shares in the share capital and .....% of the total share capital, of which ..... votes cast "for", ..... votes cast "against" and... abstentions (if applicable), the E.G.M.S., by open vote, **approves / does not approve** the establishment of a secondary office - working point at the address from Sibiu, Bd. Victoriei no. 42-44, Jud. Sbiu. for the affiliated company ARINI HOSPITALITY S.R.L., company having its registered office in Sibiu, str. Henri Coanda no. 8, Jud. Sibiu, registered at the Registry Office attached to the Sibiu Tribunal under no. J 32/77/ 19.01.2021, having a unique registration code no. 43581594. The legal representative of Arini Hospitality S.R.L. will complete the necessary formalities.

#### **E.G.M.S. Resolution no. 11 / April 22/23<sup>rd</sup> 2021**

With ..... validly cast votes, corresponding to a number of... .. shares, representing... ..% of the total number of voting shares in the share capital and .....% of the total share capital, of which ..... votes cast "for", ..... votes cast "against" and... abstentions (if applicable), the E.G.M.S., by open vote, **approves / does not approve 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.

#### **E.G.M.S. Resolution no. 12 / April 22/23<sup>rd</sup> 2021**

**Art. 12.1.** With ..... validly cast votes, corresponding to a number of... .. shares, representing... ..% of the total number of voting shares in the share capital and .....% of the total share capital, of which ..... votes cast "for", ..... votes cast "against" and... abstentions (if applicable), the E.G.M.S., by open vote, **approves / does not approve** to mandate Mister Ioan Deac Chairman of the Board / CEO and Mister Ioan Miclea Member in the Board of Director/ CFO to: conclude and / or sign, on behalf of the company and / or shareholders the company General Assembly decisions, and any documents, forms and requests adopted / drawn up for the purpose or for the execution of decisions, in relation to any natural or legal person, private or public, to perform all legal formalities for registration, publicity, enforceability, execution and publication of adopted decisions.

**Art. 12.2.** With ..... validly cast votes, corresponding to a number of... .. shares, representing... ..% of the total number of voting shares in the share capital and .....% of the total share capital, of which ..... votes cast "for", ..... votes cast "against" and... abstentions (if applicable), the E.G.M.S., by open vote, **approves / does not approve** the empowerment of ..... to perform all legal formalities for registration, publicity and publication of adopted decisions.

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

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

Sibiu, March 19<sup>th</sup>, 2021

**Board of Directors, through  
Chairman & CEO,**  
Ioan DEAC

**Administrator & CFO,**  
Ioan MICLEA