

SUPPORTING NOTES ITEMS OGMS AGENDA

- 1. The election of the secretary of the meeting of the Ordinary General Meeting of Shareholders from among the present shareholders.**

Pursuant to art. 129 para. 2 of Law 31/1990 on Companies, the General Assembly will choose from the present shareholders, 1 to 3 secretaries, who will check the list of shareholders, indicating the share capital that each represents, the minutes prepared by the technical secretariat to ascertain the number the actions submitted and the fulfillment of all the formalities required by law and by the constitutive act for holding the general assembly.

- 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.**

Pursuant to art. 111 para. 2 lit. a of Law 31/1990 on Companies, the Ordinary General Meeting is obliged to discuss, approve or modify the annual financial statements, based on the reports submitted by the Board of Directors and the financial auditor.

The materials (individual and consolidated annual report including the directors' report, financial statements, directors' declaration of conformity, non-financial statement, auditor's report) that will be presented, debated and submitted for approval are published on the Company's website www.compa.ro , starting with dated 22.03.2021.

- 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 9th .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.**

The Board of Directors of COMPA SA, analyzing the financial results for the financial year - accounting 2020, the needs and development opportunities of the company and the proposals and suggestions of some shareholders, proposes the OGMS of 22 / 23.04.2021 that the net profit outside 2020 be distributed as follows:

Destination	lei
TOTAL NET PROFIT, distributed as follows:	13.919.766,43
- Own development sources	10.712.555,28
- Dividends	2.803.856,15
- Cover losses from previous periods	403.355

The motivation of the distribution decision proposed by the Board is the following:

- The distribution of the profit to the development fund is necessary and opportune for the continuation of the modernization process of the company, of further investments with new, modern, last generation equipment, for the modernization of the existing machines and installations.
- The distribution of dividends to shareholders has become a necessity, after 15 years in which the net profit was distributed exclusively for the development of the company. Also, the distribution of dividends is a requirement of the company's shareholders (manifested for several years) and an obligation to its shareholders, who have supported the company's development policy for many years.
- The coverage of losses related to previous periods in the amount of 403,355 lei is explained in the Individual Annual Report for 2020, in the Explanatory Notes to the financial statements, as follows:

In 2020, the company made records on account of the carried forward result, representing additional debts to the state budget, related to 2017 (as a result of an ANAF control), in a total amount of 403,355 lei.

The data for 2019 presented in the financial statements for the year ended 31.12.2020 have been adjusted with the mentioned corrections.

According to art. 2 para. 2 lit. h of the FSA Regulation no. 5/2018 The payment date is the calendar date expressly specified, respectively dd / mm / year, to which the results of a corporate event, related to the holding of financial instruments, are due, respectively to which the debit and / or crediting of sums of money and / or or financial instruments. According to art. 178 para. 1 and 2 of the FSA Regulation no. 5/2018 in the case of dividends, the general meeting of shareholders sets the date of payment on a working day that is no later than 15 working days from the date of registration, but not later than 6 months from the date of the general meeting of shareholders to establish dividends.

Proposal of the Board of Directors of COMPA S.A. Sibiu as the date of payment of dividends is 09.06.2021.

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.

Pursuant to art. 111 para. 2 lit. d of the law 31/1990 regarding the Companies, the Ordinary General Assembly is obliged to decide on the management of the board of directors.

In the meeting of the General Meeting of Shareholders of 24.04.2017, the following directors were elected (by the method of cumulative voting) for a term of 4 years (2017 - 2021):

1. Ioan DEAC – President / CEO
2. Ioan MICLEA – Administrator / CFO
3. Nicolae BALTEȘ – Administrator – presedint of the Audit Commitee
4. Ilie - Marius VELȚAN – Administrator – member of the Audit Commitee
5. Mircea - Florin MAXIM – Administrator

Based on the annual and consolidated annual reports (which include the directors 'report, financial statements, directors' declaration of conformity, non-financial statement, auditor's report) presented by the chairman of the Board of Directors, it is submitted to the Ordinary General Meeting of Shareholders for approval. for the year 2020.

6. Presentation, debate and approval of the Revenues and Expenses Budget for 2021 and the investment plan for 2021.

Pursuant to art. 111 para. 2 lit. d of Law 31/1990 on Companies, the Ordinary General Assembly is obliged to decide on the Revenue and Expenditure Budget for 2021, as well as on the investment program for 2021. In this regard, in order to take a decision, starting with 22.03.2021, the material representing the Income and Expenditure Budget for 2021 can be found on the Company's website, which also includes the investment program 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, and can be consulted and completed by them.

Pursuant to art. 111 para. 2 lit. b of law 31/1990 on Companies, the Ordinary General Meeting is obliged to elect the members of the board of directors. Given the expiration of the term of office of the current members of the Board of Directors, it is again necessary to elect the directors of the Company for a term of 4 years. The Board of Directors of the Company consists of 5 members. The list of candidates for the position of members of the Board of Directors is available on the Company's website www.compa.ro

8. Fixing and approving of due remuneration for the new Board members for the current year.

In accordance with Art. 111 para. 2 lit. c) 1, art. 153 (18) paragraph 1, of Law no. 31/1990 regarding the Companies, with the subsequent modifications, the COMPAS Board of Directors submits to the analysis and approval of the Ordinary General Meeting of Shareholders dated 22 / 23.04.2021, the proposal regarding the remunerations of the directors (members of the Board of Directors) related to the current year.

We propose that the remuneration of the members of the Board of Directors related to the financial year 2021, starting with 01.05.2021, be:

- 15,000 lei / month gross, for the president of the Board of Directors
- 8,000 lei / month gross for executive and non-executive administrators, members of the Board

9. Appointment of the external financial auditor Audit Cont S.R.L. in order to perform the Statutory Audit for 2021.

In accordance with Art. 111 para. 2 lit. b1 of Law 31/1990, of Law no. 162/2017, on the statutory audit of annual financial statements and consolidated annual financial statements, as well as of Regulation (EU) no. 537/2014 of the European Parliament and of the Council of Europe on the requirements specifically regarding the statutory audit of public interest entities, the Board of Directors of COMPAS SA proposes for approval to the Ordinary General Meeting of Shareholders that the statutory audit of COMPAS S.A. to be conducted for the year 2021 by S.C. AUDITCONT S.R.L. Sibiu having its headquarters in Sibiu, str. Lector no. 6A, having a unique registration code 15123389, registered at the Trade Register under no. J32 / 25/2003, company authorized by the Romanian Chamber of Financial Auditors based on authorization no. 321 / 30.01.2003.

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.

According to art.2 par. 2 lit. f of the FSA Regulation no. 5/2018 The registration date is the calendar date established by the General Meeting of Shareholders, which serves to identify the shareholders who will benefit from dividends or other rights on which the effects of the GMS decisions are reflected. This date will be later than at least 10 working days from the GMS date, according to art. 86 para. 1 of Law no. 24/2017.

According to art. 2 para. 2 lit. 1 of the FSA Regulation no. 5/2018 Ex date is the date prior to the registration date with a settlement cycle minus one working day, from which the financial instruments subject to the decisions of the company bodies are traded without the rights deriving from the respective decision.

Proposal of the Board of Directors of COMPA S.A. Sibiu as the registration date of the Ordinary General Meeting of Shareholders dated 18.05.2021 and the ex-date 17.05.2021.

11. Empowering of individuals that will perform the publication and recording formalities of the GMS session decisions, including their signing.

The COMPA Board of Directors proposes 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. 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 carry out all legal formalities for registration, publicity, opposability, execution and publication of adopted decisions.

The Board of Directors of COMPA proposes the empowerment of Ms. Mihaela Grobnicu and Ms. Sabina Pîrvu, in order to carry out all the legal formalities for registration, publicity, opposability, execution and publication of the adopted decisions.

Sibiu, March 19th, 2021

Board of Directors, through
Chairman & CEO,
Ioan DEAC

Administrator & CFO,
Ioan MICLEA