

SPECIAL POWER OF ATTORNEYⁱ

- Companies -

**for the Extraordinary General Meeting of Shareholders (EGMS) of COMPA S.A.
of 22/ 23.04.2021**

The undersigned¹, with registered office in, registered at the Trade Register Office under no., sole registration code, duly represented by..... identified with identity document (BI/CI/) series no., holder of a number of shares issued by Compa SA, out of a total of 218,821,038 shares which entitle me to the same number of votes in the EGMS and which represent % of the share capital and% of the total number of voting rights in the EGMS at the reference date - **April 12th, 2021.**

Hereby give full powers of attorney to:

(when granting the power of attorney to a natural person) identified with identity document (BI/CI/passport) series no., issued by on, having the personal identification code, resident in, (**"The Representative"**)

or

(when granting the power of attorney to a legal person) a company established and operating according to the laws of, with registered office in, registered with the Trade Register under no., sole registration code, duly represented by..... identified with identity document (BI/CI/passport) series no., issued by on, having the personal identification code, resident in....., (**"The Representative"**)

And, as Alternate Representative, to:

(Note on appointing the Alternate Representative: A shareholder may appoint by special power of attorney one or more alternate representatives to ensure their representation in the OGMS in the event that the appointed principal representative is unable to fulfill their mandate. If several alternate representatives are appointed by special power of attorney, the shareholder will also establish the order in which they will exercise their mandate.)

(when granting the power of attorney to a natural person) identified with identity document (BI/CI/passport) series no., issued by on, having the personal identification code, resident in, (**"The Alternate Representative"**)

(when granting the power of attorney to a legal person) a company established and operating according to the laws of, with registered office in, registered with the Trade Register under no., sole registration code, duly represented

¹ To be completed by the legal representative of the Company shareholder.

by..... identified with identity document (BI/CI/passport) series no., issued by, on, having the personal identification code, resident in, ("The Alternate Representative")

As a representative of the undersigned in the EGMS of the company that will take place on **22.04.2021**, at **16⁰⁰** (Romanian local time), or, if the EGMS will not take place at the first convening, on **23.04.2021** (second convening), at **16⁰⁰** (Romanian local time) at the company's headquarters located in Sibiu, 8, Henri Coandă str., Sibiu County.

To exercise the voting rights corresponding to my holdings registered in the register of shareholders of the company at the end of **April 12th, 2021**, established as the reference date, as follows:

EGMS AGENDA

Item on the agenda	Vote (the voting option in the corresponding field will be marked with an 'X')		
	FOR	AGAINST	ABSTENTION
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 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.			
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.			



compa
beyond expectations

Item on the agenda	Vote (the voting option in the corresponding field will be marked with an 'X')		
	FOR	AGAINST	ABSTENTION
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.			
<p>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:</p> <p><i>The Ordinary general meeting meets at least once a year, within 5 months at the end of the financial year.</i></p> <p>(1) <i>In addition to debating other issues on the agenda, the general meeting is required:</i></p> <p>a) <i>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;</i></p> <p>b) <i>to elect and revoke administrators and censors;</i></p> <p>c) <i>to fix the remuneration due for the current year to the administrators and auditors;</i></p> <p>d) <i>to decide on the management of the administrators;</i></p> <p>e) <i>to establish the revenue and expenditure budget and the work program for the following financial year;</i></p> <p>f) <i>decide to pledge, lease or dissolve one or more units of the company.</i></p>			
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.			

Item on the agenda	Vote (the voting option in the corresponding field will be marked with an 'X')		
	FOR	AGAINST	ABSTENTION
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 Coanda 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.			

The shareholder assumes full responsibility for the correct completion and safe transmission of this special power of attorney.

This special power of attorney:

1. Is valid only for the EGMS that will take place on **22.04.2021**, at **16⁰⁰** (Romanian local time), or, if the EGMS will not take place at the first convening, it is also valid for the second convening, for **23.04.2021**, at **16⁰⁰** (Romanian local time), which will take place at the company's headquarters located in Sibiu, 8, Henri Coandă str., Sibiu County,
2. The representative or, as the case may be, the Alternate Representative must vote according to the instructions given by the appointing shareholder, subject to annulment of the vote by the secretaries of the EGMS meeting.

In case of discussion within the EGMS, according to legal provisions, of some items not included on the published agenda, the Representative or the Alternate Representative, where applicable, may vote on them according to the interest of the represented shareholder.

3. The deadline for the registration of special powers of attorney with the Company, on paper or by e-mail (according to Law no. 455/2001 on electronic signature) is **20.04.2021**, at **15.00** (Romanian local time);
4. Is drafted in 3 original copies, of which: one copy remains with the shareholder, one copy will be handed to the Representative or, as the case may be, to the Alternate Representative and one copy will be deposited/transmitted to the Company, according to the **Convening notice**.
5. Will be completed by marking "X" at one of the options **FOR**, **AGAINST** or **ABSTENTION** for each item on the agenda and to be signed and dated by the shareholder.

Note: The other boxes will not be filled with any signs. The marking of the box "ABSTENTION" is taken into account when establishing the votes cast.

6. Powers of attorney improperly completed, or incorrect, (such as those with more than one option checked for each item on the agenda or having no option checked), will be annulled, specifying in writing about this in the minutes of the meeting.

I enclose to this special power of attorney:

- i) copy of the valid identity document of the shareholder (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 the company's shareholders on the reference date, a certificate, not older than 30 days, issued by the trade register/any other document issued by a competent authority of the state where the shareholder is legally registered, attesting the representative's capacity, will be attached, in original or certified copy.

- ii) copy of the valid identity document of the Representative and, as the case may be, of the Alternate Representative natural person (BI/CI for Romanian citizens or, as the case may be, passport or residence card for foreign citizens);

In the case of the legal person Representative/Alternate Representative, I also enclose a) the certificate for the Representative/Alternate Representative, in original or a certified copy, issued by the Trade Register/any other document issued by a competent authority of the state where the legal entity is legally registered, not older than 30 days, in original or certified copy and b) a copy of the identity card of the legal representative (BI or CI for Romanian citizens or, as the case may be, passport or residence card for foreign citizens) of the Representative/Alternate Representative.

In the case of several Alternate Representatives appointment, the exercise order of the mandate is as follows:

Date of granting the special power of attorney.....

SHAREHOLDER DENOMINATION

LEGAL REPRESENTATIVE NAME AND SURNAME.....

Signature of the shareholder's legal representative.....

(Note: the denomination of the shareholder, the name and surname of the shareholder's legal representative will be specified and the shareholder's legal representative will sign)

ⁱ This form completed and signed by the shareholder and accompanied by the relevant documents (if applicable) must be submitted:

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

so that they are registered with the company by **20.04.2021**, at **15⁰⁰** (Romanian local time), under the sanction of losing the right to vote by correspondence within the OGMS/EGMS, according to the legal provisions.

The company undertakes to keep the submitted copies safe and confidential.

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

Please check the requirements in the Convening notice and starting from **05.04.2021** in case of updating the Special power of attorney.