

Nr. 612 / July 21st 2021

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 **July 21st 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 SHAREHOLDERS ("OGMS") AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS ("EGMS")

for **09.09.2021, starting at 15:00** (Romanian local time) the **Ordinary General Meeting of Shareholders** and for **09.09.2021, starting at 16:00** (Romanian local time) the **Extraordinary General Meeting of Shareholders**, at the company's headquarters in Sibiu, 8, Henri Coanda 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 **August 26th 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 **September 10th 2021**, at the same address, at the same hours, with the same agenda and reference date.

THE ORDINARY GENERAL MEETING OF SHAREHOLDERS' AGENDA ("OGMS")

1. The election of the secretary of the meeting of the Ordinary General Meeting of Shareholders from among the present shareholders.
2. Approval of Remuneration Politics of Compa S.A.
3. Approval of October 4th, 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 October 1st, 2021 as ex date, according to Art. 176(1) from FSA Regulation no.5 / 2018.
4. 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 the implementation, regarding the shares that are the object of the buy back program approved by the EGMS decisions no. 18 and 19 of 27.04.2020, of a stock option plan having as objective the granting of option rights for the free acquisition by the employees and members of the Company's management/board of the repurchased shares in order to maintain and motivate and to reward them for the activity carried out within the Company.
3. Approval of the empowerment of the Board of Directors to adopt all necessary measures and to fulfill all the formalities required for the implementation of the plan referred to in point 2 and to establish the criteria for granting the option rights.
4. Approval of the contracting by the affiliated company Arini Hospitality SRL, having sole partner Compa S.A., of a bank loan necessary to finance the state aid obtained through the financing agreement no. 584140 dated 14.06.2021 issued by the Ministry of Finance in the amount of 14,895,269 lei.
5. Approval of the delegation of the Board of Directors of Compa S.A. to establish the necessary strategy for the development by the affiliated company Arini Hospitality SRL of the Mercure - Ibis hotel project.
6. Approval of the guarantee by Compa S.A., either as guarantor or as co-debtor, of the bank loans requested by Arini Hospitality SRL pursuant to point 4 above and pursuant to the decision of A.G.E.A Compa no. 7 / 12.11.2020, in case the financing banks will request it.
7. Approval of October 4th, 2021 as the Registration Date for the shareholders identification falling under the consequences of the General Extraordinary 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 October 1st, 2021 as ex date, according to Art. 176(1) from FSA Regulation no.5 / 2018.
8. Empowering of individuals that will perform the publication and recording formalities of the GMS session decisions, including their signing.

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 09/10.09.2021"**
- 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 mentioning in the subject line: **"FOR THE COMPA SA OGMS/EGMS OF 09/10.09.2021"**,

so as to reach the company until **13.08.2021 at 14:00** (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 20.08.2021, 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 **13.08.2021 at 14.00** (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 09/10.09.2021"**,
- 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 mentioning in the subject line: **"FOR THE COMPA SA OGMS/EGMS OF 09/10.09.2021"**,

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 **20.08.2021 at 16:00** (Romanian local time), on the company's website 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.

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. in the section **Investor Relations - General Meeting of Shareholders – General Meetings of Shareholders Meeting Organising**.

Participation in the OGMS/EGMS

The reference date is August 26th 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 **20.08.2021**.
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 09/10.09.2021"**,
- 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 mentioning in the subject line: **"FOR THE COMPA SA OGMS/EGMS OF 09/10.09.2021"**,

so that they are registered with the company by **07.09.2021, 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 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 **09.08.2021**;
- ii. 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 09/10.09.2021"**,

- 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 mentioning in the subject line: **"FOR THE COMPA SA OGMS/EGMS OF 09/10.09.2021"**,

so that they are registered with the company by **07.09.2021, 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, in the section **Investor Relations - General Meeting of Shareholders - Meetings - OGMS/EGMS - 2021**, available starting with **09.08.2021**. In the event that the OGMS / EGMS agenda is revised, the company will make available the updated mail voting form, starting with **20.08.2021**.

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 **07.09.2021, 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 09/10.09.2021"**,
- 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, mentioning in the subject line: **"FOR THE COMPA SA OGMS/EGMS OF 09/10.09.2021"**.

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 in the **section Investor Relations - General Meeting of Shareholders - Meetings - OGMS/EGMS 2021**, being available in Romanian and English, starting with **09.08.2021**.

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, in Romanian and English, in the section **Investor Relations - General Meeting of Shareholders - Meetings - OGMS / EGMS 2021**, starting with **09.08.2021**:

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, 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;
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 **09.08.2021**.
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, 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 **09/10.09.2021** are available on the company's website 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

Vice president CFO,
Ioan MICLEA