

**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 September 9/10<sup>th</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 27.07.2021, the Tribuna newspaper from 27.07.2021, in the Official Gazette part IV of Nr. 3029/ 26.07.2021 and on the company's website [www.compa.ro](http://www.compa.ro) on 06.08.2021 and at the Bucharest Stock Exchange on the website [www.bvb.ro](http://www.bvb.ro) on 22.07.2021 and at the Financial Supervisory Authority on the website [www.asfromania.ro](http://www.asfromania.ro) on 23.07.2021.

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

**Art. 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** the election from among the present shareholders of Mr. / Mrs. .... as secretary of the meeting.

**Art. 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 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.

### Art. 3

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 Board of Directors to adopt all necessary measures and to fulfill all the formalities required for the implementation of the plan referred to in art. 2 and to establish the criteria for granting the option rights.

### Art. 4

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 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.

### Art. 5

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 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.

### Art. 6

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 guarantee by Compa S.A., either as guarantor or as co-debtor, of the bank loans requested by Arini Hospitality SRL pursuant to art. 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.

## Art. 7

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 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.

## Art. 8

**Paragraph 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 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.

**Paragraph 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 Miss Pîrvu Oana Sabina to perform all legal formalities for registration, publicity and publication of adopted decisions.

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

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

Sibiu, August 9<sup>th</sup>, 2021

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