

SUPPORTING NOTES ITEMS EGMS AGENDA

1. The election of the secretary of the meeting of the Extraordinary 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. 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.

A buy back program of its own shares was approved following the EGMS decisions no. 18 and 19/ 27.04.2020 in order to be distributed free of charge to the members of the management of the company (members of the administrative, managers, of the Company), for loyalty purpose, as well as to reward them for the activity carried out within the Company, according to performance criteria that will be established by the Board of Directors, with the following main characteristics:

- **The size of the program:** the buy-back of a maximum number of 15,000,000 own shares on the market;

- **The price of acquisition of the shares:**

minimum price: The minimum purchase price will be the market price from the moment of purchase

maximum price: In accordance with art. 3 paragraph 2 of the EU Delegated Regulation no. 1052/2016, the maximum price cannot be higher than the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venue where the purchase is carried out, including when the shares are traded on different trading venues.

- **The maximum pecuniary value allocated to the program:** 3,890,000 lei, excluding brokerage commissions and other acquisition costs, the payment of buy back shares will be made, according to the provisions of art. 103¹ of law 31/1990, from the distributable profit of the company, recorded in the financial statement on the year 2019, provided that it is approved in the OGMS of 27/28 April 2020;
- **Duration of the program:** 18 months from the date of publication of the decision in the Official Gazette, Part IV
- **Purpose:** The scope of the buy back program is to distribute the shares free of charge to the members of the company's management (members of the administrative, managers, of the Company), for loyalty purpose, as well as to reward them for the activity carried out within the Company, according to performance criteria that will be established by to the Board of Directors, in compliance with the legislation in force.

The Board of Directors was delegated to take all the necessary decisions for the fulfillment of the decision, including the designation of an operator for the intermediation of the services for the share buyback program.

By the report dated 17.08.2020, the Board of Director proposed the initiation, starting from 17.08.2020, of a share buy back program in accordance with the EGMS decisions no. 18 and 19/ 27.04.2020, published in the Official Gazette of Romania, part IV a, no. 1712 / 15.05.2020. It was also decided to carry out the share buy back program through the Financial Investment Services Company BRK Financial Group SA, with its registered office in Cluj-Napoca, Moșilor Street, no. 119, Cluj County, registered at TRO under no. J12 / 3038/1994, CUI: 6738423, which will provide the intermediation services for the share buyback program in accordance with the contractual provisions.

At present, a number of 6,407,697 shares are redeemed, for which the amount of 3,810,193 lei was paid, the program approaching the end.

The stock option plan program is proposed with the same scope of loyalty and rewarding the employees and members of the Company's management, the program having as objective the granting of option rights for the free acquisition of the repurchased shares.

The implementation of a stock option plan program has the advantage of lower operational expenses and fiscal optimization, allowed by the Fiscal Code in force.

Also, in order to implement the stock option plan, it is proposed to empower the Board of Directors to take all the necessary decisions and measures 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 LLC, (in which Compa S.A. is a sole shareholder), of a bank loan necessary to finance the state aid obtained through the financing agreement no. 584140 dated June, 14th, 2021, issued by the Ministry of Public Finance a with a total value of 14,895,269 lei.

The Extraordinary General Meeting of Compa S.A. decided by decision no. 5 /12.11.2020 approving the contracting by the affiliated company ARINI HOSPITALITY L.L.C of non-reimbursable funds, in order to finance and develop the Mercure Sibiu Park Arini Hotel Project & Ibis Styles Sibiu Park Arini – in Sibiu, Victoriei Bd. no. 42-44. In this regard, all steps has been taken to obtain the grants. Thus, through the financing agreement no. 584140 dated June, 14th,2021 issued by the Ministry of Public Finance, a non-reimbursable state aid amounting to 14.895,269 lei was granted to Arini Hospitality L.L.C.

By the nature of the state aid, the money will be paid by the Ministry of Finance after it has been spent by the beneficiary (Arini Hospitality L.L.C.). It is estimated a period of at least 6 months from the making the expenses and the submission of the reimbursement file until the collection of the amounts related to the state aid from the Ministry. Because of this, these expenses must be financed. A loan will be contracted to cover these expenses. This loan will be reimbursed from the amounts from the Ministry of Public Finance in accordance with the financing agreement.

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 LLC of the Mercure - Ibis hotel project.

For the efficiency and good development of the Mercure - Ibis hotel project, the Board of Directors of Compa, as a representative of the sole shareholder Compa S.A. within Arini Hospitality SRL, it must establish the necessary strategy and be able to make the necessary decisions in the GMS of Arini Hospitality. The long-term procedure necessary for the adoption of Compa GMS decisions in order to develop the project would make it difficult and delay its implementation, thus it is justified the approval of the Compa Board of Directors 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 L.L.C. pursuant to point 4 above and pursuant to the decision of EGMS Compa no. 7 /12.11.2020 , in case the financing banks will request it.

The Extraordinary General Meeting of Shareholders of Compa S.A. decided by decision no. 7/ 12.11.2020 the contracting by the affiliated company ARINI HOSPITALITY L.L.C of bank loans with a maximum value of 8,000,000 euro (eight million euro) in order to finance and develop the Mercure Sibiu Park

Arini Hotel Project & Ibis Styles Sibiu Park Arini – in Sibiu. Victoriei Bd. No 42-44. Following the discussion with various banking institutions, the financing offers received so far condition the granting of the loan by its guarantee by Compa (without the need for real estate or mobile guarantees). We will try to avoid this situation, but depending on the financing offers received, in these conditions, it is possible that this guarantee (either as guarantor or as co-debtor) will be necessary. Given the long duration of this loan approval and the fact that the investment must be started this year according to the financing agreement no. 584140 dated June, 14th, 2021, issued by the Ministry of Public Finance, it is useful to have this approval.

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.

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 Extraordinary General Meeting of Shareholders dated October, 4th, 2021 and the ex-date October, 1st, 2021.

8. 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** 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 COMP A proposes the empowerment of Mrs. 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, July 29th, 2021

Board of Directors

Chairman &CEO
Ioan DEAC

Member of the Board&CFO,
Ioan MICLEA