

SPECIAL POWER OF ATTORNEY¹

- Companies -

**for the Extraordinary General Meeting of Shareholders (EGMS) of COMPA S.A.
of 09/ 10.09.2021**

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 - **August 26th, 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 **09.09.2021**, at **16⁰⁰** (Romanian local time), or, if the EGMS will not take place at the first convening, on **10.09.2021** (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 **August 26th, 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 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.			

Item on the agenda	Vote (the voting option in the corresponding field will be marked with an 'X')		
	FOR	AGAINST	ABSTENTION
7. Approval of October 4 th , 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 1 st , 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.			

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 **09.09.2021**, 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 **10.09.2021**, 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 **07.09.2021**, 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 09/10.09.2021**",
- 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 09/10.09.2021**",

so that they are registered with the company by **07.09.2021**, 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 **20.08.2021** in case of updating the Special power of attorney.