

**RESOLUTION Nr. .... /**  
**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 April 28/29<sup>th</sup> 2022 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 16.03.2022 and 22.03.2022, in the Tribuna newspaper from 16.03.2022 and 24.03.2022, in the Official Gazette part IV of Nr. 1071/14.03.2022 and nr. 1164/21.03.2022, on the company's website [www.compa.ro](http://www.compa.ro) on 18.03.2022 and 23.03.2022, on [www.bvb.ro](http://www.bvb.ro) site on 11.03.2022 and 16.03.2022 and on [www.asfromania.ro](http://www.asfromania.ro) on 11.03.2022 and 16.03.2022.

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** contracting and / or extension for the year 2022 and the year 2023 until the annual EGMS of investment loans, credit lines, leasing, letters of bank warantee, and other financial banking products, with a total cumulative ceiling of 40 EUR million and establishing security interests related to movable and immovable property owned by 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** 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 2023 to commit and/or extend investment loans, credit lines, leasing assignments, letters of guarantee and other financial banking products, within the maximum cumulative total of 40 million euro approved at point 2, as well as to constitute movable and immovable warranties related to assets of the company's patrimony.

### 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 empowerment of the CEO and CFO of 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.

### 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** 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 2022 and onwards until the next E.G.M.S from April 2023.

### 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** mandating the CEO and the CFO to sign in the name and on behalf of the Company, the contract with the financial auditor, appointed according to the decision no. 8 of OGMS.

#### 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** the ratification of the decision of the Board of Directors no. 115 / 12.11.2021 art. 10 approving the supplementation of the loan ceiling in the amount of 8,000,000 euros approved according to the EGMS decision no. 7 /12.11.2020 for the development by the affiliated company Arini Hospitality SRL of the Mercure Sibiu Park Arini & Ibis Styles Sibiu Park Arini Hotel Project, with the amount of 1,500,000 euros, of which the amount of 3,800,000 lei will be a short-term loan of revolving type for financing the VAT related to the investment, and the amount of 700,000 euros will supplement the investment credit in the amount of 8,000,000 euros.

#### Art. 8

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 ratification of the decision of the Board of Directors no. 115 / 12.11.2021 art. 11 approving the warranting of the additional loan amounting to 1,500,000 euros to be contracted by Arini Hospitality SRL with movable and immovable property from the patrimony of the affiliated company Arini Hospitality SRL, including the real estate registered in the Sibiu land book no. 131805.

#### Art. 9

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 ratification of the decision of the Board of Directors no. 115 / 12.11.2021 art. 12 approving the warranting by Compa SA, of the additional loan amounting to 1,500,000 euros that will be contracted by Arini Hospitality SRL, either as a warrantor or as a co-debtor, in case the financing banks will request this.

#### Art. 10.

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 ratification of the decision of the Board of Directors no. 115 / 12.11.2021 art. 13 approving the warrantee of the loan that will be contracted by Arini Hospitality SRL for the financing of the state aid, approved according to the EGMS decision no. 80 art. 4 / 09.09.2021, with movable and immovable property from the patrimony of the affiliated company Arini Hospitality SRL, including the real estate registered in the Sibiu land book no. 131805.

## Art. 11

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 May 20th, 2022 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 19th, 2022 as ex-date**, according to Art. 176(1) from FSA Regulation no.5 / 2018.

## Art. 12

**Art. 12.1.** 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 and Mister Ioan Miclea Member Vicepresident in the Board of Director 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.

**Art. 12.2.** 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 ..... 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, March 25<sup>th</sup>, 2022

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

**Vicepresident in the Board of Directors,  
Ioan MICLEA**