

**RESOLUTION nr...../ April 28/29<sup>th</sup> 2022  
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS  
COMPA S.A. SIBIU COMPANY**

**D R A F T**

The Ordinary General Meeting of Shareholders (OGMS) convened by the Board of Directors of COMPA S.A. Sibiu, assembled on April 28/29<sup>th</sup> 2022 at 15.00 (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 COMPA 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 COMPA 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 OGMS, by open vote, **approves / does not approve** the election from among the present shareholders of Mr. / Mrs. .... as secretary of the meeting.

**Art. 2**

**Art. 2.1.** 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 OGMS, by open vote, **approves / does not approve** the individual financial statements for 2021, elaborated in accordance with the International Standards for Financial Reporting and based on the Annual Report for the year 2021 of the Board of Directors accompanied by the report of the AUDITCONT SRL the Financial Auditor.

The individual financial situation as at 31.12.2021 is characterized by the following indicators:

- total income ..... .. thousand lei,
- total expenses ..... ..thousand lei,
- turnover ..... ..thousand lei.

**Art. 2.2.** 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 OGMS, by open vote, **approves / does not approve** the consolidated financial statements for 2021, elaborated in accordance with the International Standards for Financial Reporting and based on the Annual Report for the year 2021 of the Board of Directors accompanied by the report of the AUDITCONT SRL the Financial Auditor.

The consolidated financial situation as at 31.12.2021 is characterized by the following indicators:

- total income ..... .. thousand lei,
- total expenses ..... ..thousand lei,
- turnover ..... ..thousand lei

### **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 OGMS, by open vote, **approves / does not approve** the distribution of the net profit for the financial year 2021, in amount of 15.058.967,18 lei as follows:

- for own development sources – the value of 12.032.117,85 lei
- For according dividends to the shareholders – the value of 3.026.849,33 lei with a gross dividend/ share in amount of 0,0143 lei.

### **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 OGMS, by open vote, **approves / does not approve** the date of June 14<sup>th</sup>, 2022, as the date of payment for the payment of dividends. The payment of dividends will be made in RON. The method of payment of dividends will be notified to the shareholders before the date of starting the payment. Dividend expenses are borne by shareholders.

### **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 OGMS, by open vote, **approves / does not approve** the discharge of administrators from their duties for year 2021.

#### 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 OGMS, by open vote, **approves / does not approve** the Revenues and Expenses Budget for 2022 and the investment plan for 2022.

#### 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 OGMS, by open vote, **approves / does not approve** the remuneration of the administrators for the current year, starting from 01.05.2022, as follows: 15,000 lei gross/ month, for the chairman of the Board of Directors and 8,000 lei gross / month for the executive and non-executive directors, members of the Board of Directors.

#### 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 OGMS, by secret vote, **approves / does not approve** the appointment of the external financial auditor Auditcont S.R.L. having its headquarter in Sibiu, str. Lector no. 6A, having a unique registration code 15123389, registered at the Trade Register under no. J32 / 25/2003, company authorized by the Romanian Chamber of Financial Auditors based on authorization no. 321 / 30.01.2003, in order to carry out the Statutory Audit for the year 2022.

#### 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 OGMS, by open vote, **approves / does not approve** the remuneration report of the company's management prepared for the financial year 2021.

#### 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 OGMS, 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. 11**

**Art.11.1** 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 OGMS, by open vote, **approves / does not approve** the 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.11.2** 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 OGMS, 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 Board of Directors,**

Ioan MICLEA