

SPECIAL POWER OF ATTORNEYⁱ

- Individuals -

**for the Extraordinary General Meeting of Shareholders (EGMS) of COMPA S.A.
of 28/29.04.2022**

The undersigned....., resident in
....., identified with identity document (BI/CI)
series no., issued by on
having the personal identification code 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 – **April 12th, 2022.**

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
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 **28.04.2022**, at **16.00** (Romanian local time), or, if the EGMS will not take place at the first convening, on **29.04.2022** (second convening), at **16.00**, (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 **April 12th, 2022**, 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 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.			
3. Delegation of the Board of Directors by the Extraordinary General Meeting of Shareholders from de 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 warantees related to assets of the company's patrimony.			
4. The empowerment of persons to represent 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.			
5. 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.			



compa
beyond expectations

Item on the agenda	Vote (the voting option in the corresponding field will be marked with an 'X')		
	FOR	AGAINST	ABSTENTION
6. The empowerment of persons 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.			
7. 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.			
8. 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.			
9. 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.			
10. 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.			
11. Approval of 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.			
12. Empowering of individuals that will perform the publication and recording formalities of the EGMS 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 **28.04.2022**, at **16.00** (Romanian local time), or, if the EGMS will not take place at the first convening, it is also valid for the second convening, for **29.04.2022**, at **16.00** (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 **26.04.2022**, 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);
- 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 NAME AND SURNAME

Signature.....

(Note: the name and surname of the shareholder will be specified, and the shareholder 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 28/29.04.2022"**,
- 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 28/29.04.2022**",

so that they are registered with the company by **26.04.2022**, 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 **11.04.2022**, in case of updating the the special power of attorney.