

RESOLUTION Nr. /9-10.01.2023
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 January 9/10th 2023 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 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 2.11.2022, in the Tribuna newspaper from 2.12.2022, in the Official Gazette part IV of Nr. 4984/25.11.2022, on the company's website www.compa.ro on 29.11.2022, on www.bvb.ro site on 24.11.2022 and on www.asfromania.ro on 24.11.2022.

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** the increase in the share capital of the affiliated company ARINI HOSPITALITY S.R.L., to which Compa S.A. is sole associate, with the amount of 3,500,000 lei, cash contribution.

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** the delegation of the Board of Directors of Compa S.A. to take the necessary decisions in order to increase the share capital of the company Arini Hospitality SRL, deciding on any aspects related to the share capital increase, the number of shares and their value, status update, etc.

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 ratification of the decision of the Board of Directors of Compa S.A. no. 143/23.11.2022 art. 1 approving the contracting by the affiliated company Arini Hospitality S.R.L. (in which Compa S.A. is the sole partner) of a bank loan in the form of an investment credit up to a ceiling of 1,800,000 (one million and eight thousand) euros.

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** the ratification of the decision of the Board of Directors of Compa S.A. no. 143/23.11.2022 art. 2 approving the guarantee of the bank loan referred to in art. 4 with movable and immovable assets from the patrimony of Arini Hospitality company, including the property registered in the Land Registry no. 131805 Sibiu.

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** the ratification of the decision of the Board of Directors of Compa S.A. no. 143/23.11.2022 art. 3 approving the guarantee by Compa S.A., as guarantor and/or co-debtor, of the bank loan requested by Arini Hospitality SRL pursuant to art. 4 above if the financing bank requests it.

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 amendment to the constitutive act of Compa S.A. by adding to point IX subsection 12 the possibility for the members of the Board of Directors to participate in the meetings of the Board of Directors by means of remote communication means, so that the amended text will have the following content:

IX. ADMINISTRATION AND REPRESENTATION OF THE COMPANY

(12) The board of directors meets at least once every 3 months. The participation of the members of the company's Board of Directors in its meetings can also take place by means of remote communication, videoconference, teleconference, e-mail or fax. The members of the board of directors will conclude a professional liability insurance.

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 authorization of the President of the Board of Directors, Deac Ioan, or any other administrator in case of impossibility of the president, to sign in the name and on behalf of the Company the additional act and the updated constitutive act of the Company in accordance with the decision of the E.G.M.S. from point 7.

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 February 10th, 2023, 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. 87, Law 24/2017 on issuers of financial instruments and market operations and approval of February 9th, 2023, as ex-date, according to Art. 176(1) from FSA Regulation no.5 / 2018**

Art. 10

Art. 10.1. 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 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. 10.2. 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, December 8th, 2022

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

Vicepresident in the Board of Directors,
Ioan MICLEA