

## **SUPPORTING NOTES ITEMS EGMS AGENDA**

**9/10 January 2023**

**1. The election of the secretary of the meeting of the Extraordinary General Meeting of Shareholders from among the present shareholders.**

Pursuant to art. 129 para. 2 of Law 31/1990 on Companies, the General Assembly will choose from the present shareholders, 1 to 3 secretaries, who will check the list of shareholders, indicating the share capital that each represents, the minutes prepared by the technical secretariat to ascertain the number the actions submitted and the fulfillment of all the formalities required by law and by the constitutive act for holding the general assembly.

- 2. Approval of 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.**
- 3. Approval of 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.**
- 4. 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.**
- 5. 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.**
- 6. 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.**

With a view to the financing and development by the affiliated company Arini Hospitality SRL of the Mercure Sibiu Park Arini & ibis Styles Sibiu Park Arini Hotel project - in Sibiu, Bd. Victoriei no. 42 – 44, by EGMS resolution no. 6 and 7 of 12.11.2020 and by EGMS resolution no. 69 of 28.04.2022 it was approved to contract the necessary loans, as well as their guarantee. By resolution no. 80/ 09.09.2021, EGMS Compa, approved 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.

The investment is at an advanced stage, but from the reevaluation of the investment budget in the current market conditions, as a result of the price increase, it is considered that the investment needs to be supplemented with the estimated amount of approximately 2,300,000 euros.

In order to continue and complete the development of the investment on time, it is necessary to contract a new bank loan of a maximum of 1,800,000 eur.

The financing bank grants a loan of a maximum of 1,800,000 eur, under the conditions that the company's own contribution must be 3,500,000 lei, the latter being the reason why it is proposed to increase the share capital of Arini Hospitality SRL through its own contribution in cash of the sole associate Compa SA.

At the same time, in order to guarantee the additional credit, it is proposed to create guarantees on the movable and immovable assets of the company Arini Hospitality SRL, including the building registered in CF Sibiu 131805, as well as the guarantee by Compa as guarantor and/or co-debtor, considering that the financing bank requests this aspect.

For the timely start of the loan contracting procedure, the Board of Directors approved on 23.11.2022 the contracting of the loan and its guarantee with movable and immovable assets from the patrimony of the company Arini Hospitality SRL, including the building registered in CF Sibiu 131805 (building owned by the company where the investment is made), as well as the guarantee by the Company as a co-debtor or guarantor if necessary, respectively if the financing bank requests this.

The Board of Directors took these decisions considering the delegation stated by EGMS by resolution no. 80 art. 5/09.09.2021 regarding the establishment of the development strategy of the hotel project.

The financing bank requests that the decision of the Board of Directors no. 143 art. 1,2 and 3 to be ratified by the Extraordinary General Meeting of Shareholders.

- 7. Approval of February 10th, 2023 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 February 9th, 2023 as ex-date, according to Art. 176(1) from FSA Regulation no.5 / 2018.**

According to art.2 par. 2 lit. f of the FSA Regulation no. 5/2018 The registration date is the calendar date established by the General Meeting of Shareholders, which serves to identify the shareholders who will benefit from dividends or other rights on which the effects of the GMS decisions are reflected. This date will be later than at least 10 working days from the GMS date, according to art. 86 para. 1 of Law no. 24/2017.

According to art. 2 para. 2 lit. 1 of the FSA Regulation no. 5/2018 Ex date is the date prior to the registration date with a settlement cycle minus one working day, from which the financial instruments subject to the decisions of the company bodies are traded without the rights deriving from the respective decision.

Proposal of the Board of Directors of COMPA S.A. Sibiu as the registration date of the Extraordinary General Meeting of Shareholders dated 10.02.2023 and the ex-date 9.02.2023.

**8. Empowering of individuals that will perform the publication and recording formalities of the GMS session decisions, including their signing.**

The COMPA Board of Directors proposes to mandate **Mister Ioan Deac Chairman of the Board / CEO** to conclude and / or sign, on behalf of the company and / or shareholders. 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 carry out all legal formalities for registration, publicity, opposability, execution and publication of adopted decisions.

The Board of Directors of COMPA proposes the empowerment of Ms. Sabina Pîrvu, in order to carry out all the legal formalities for registration, publicity, opposability, execution and publication of the adopted decisions.

Sibiu, December 9<sup>th</sup>, 2022

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

**Vicepresident Board**  
Ioan MICLEA