

## **SUPPORTING NOTES ITEMS EGMS AGENDA**

**26/27 April 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 contracting and / or extension for the year 2023 and the year 2024 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 2024 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.**

## **CREDIT LIMIT**

**resources attracted for the financing of the Investment Program and the working capital related to the accounting financial year 2023**

In order to cover the necessary financial resources for financing the Major Investment Program made in the years 2019-2021 when the Company contracted with BRD Groupe Societe Generale S.A. and ING

Bank investment loans totaling 15,000,000 euros, but also for financing the working capital necessary for the production activity, it is necessary to approve a maximum credit ceiling of 40,000,000 euros which will cover the entire loan of Compa from financing banks.

We note that the value of 40,000,000 euros does not represent additional loan applications in 2023, but it is a maximum level of loan consisting of previous loans representing investment loans that will be repaid in the next 4 years, as well as credit lines related to financing working capital for 2023.

At the same time, we propose the approval of the delegation of the Board of Directors by the Extraordinary General Meeting of Shareholders for negotiating / extending the validity of credit agreements with a total ceiling of EUR 40 million for 2022 and until the next Extraordinary General Meeting in 2023, as well as the establishment of movable and immovable guarantees related to assets of the company's patrimony and the empowerment of the General Manager and the Economic Director to represent the company during the negotiation and signing of credit agreements, guarantees and any other documents required by financing institutions.

**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 2023 and onwards until the next E.G.M.S from April 2024.**

The company COMPA S.A. continues to carry out a series of projects financed from European funds.

One of the requirements for signing the financing contracts is the empowerment by the EGM of the person designated for this.

Usually, the deadline for signing contracts is very short, there is no time for convening the EGMS to decide on the power of attorney to sign contracts / financing documents.

The Board of Directors submits for approval by the Extraordinary General Meeting of Shareholders for designating COMPA SA Sibiu's legal representative in relation to the Management Authority/ Funding Authorities (*Program Operațional Capital Uman - POCU, Program Operațional Competitivitate - POC, Program Operațional Regional - POR, Programul Operațional Infrastructura Mare - POIM, Innovation Norway, etc.*) and empowerment of the person / persons designated to sign the financing contracts that will run from 2023 onwards until the next EGMS in April 2024

**6. The empowerment of persons to sign in the name and on behalf of the Company, the contract  
In accordance with the decision on item 8 of the OGMS agenda, the financial auditor will be  
appointed to prepare the statutory audit for 2023.**

The Board of Directors proposes to authorize the General Manager and the Economic Director to sign the audit contract with the financial auditor, appointed according to the decision no. 8 of OGMS.

**7. Approval of May 23rd, 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.86(1), Law 24/2017 on issuers of financial instruments and market  
operations and approval of May 22nd, 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 23.05.2023 and the ex-date 22.05.2023.

**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** and **Mister Ioan Miclea Vicepresident in the Board of Director** 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 COMPAS 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, March 23<sup>th</sup>, 2023

**Board of Directors, through**

**Chairman & CEO,**

Ioan DEAC

**Vicepresident Board**

Ioan MICLEA