

## **SUPPORTING NOTES ITEMS OGMS AGENDA**

**26/27 April 2023**

**1. The election of the secretary of the meeting of the Ordinary 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. The presentation, discussion and approval of individual and consolidated financial statements for 2022, elaborated in accordance with the International Standards for Financial Reporting and based on the reports of the Board of Directors accompanied by the report of the Financial Auditor.**

Pursuant to art. 111 para. 2 lit. a of Law 31/1990 on Companies, the Ordinary General Meeting is obliged to discuss, approve or modify the annual financial statements, based on the reports submitted by the Board of Directors and the financial auditor.

The materials (individual and consolidated annual report including the directors' report, financial statements, directors' declaration of conformity, non-financial statement, auditor's report) that will be presented, debated and submitted for approval are published on the Company's website [www.compa.ro](http://www.compa.ro) , starting with dated 24.03.2023.

**3. Approval of the proposal of the Board of Directors for the distribution of the net profit for the financial year 2022, in amount of 2.510.594 lei as follows:**

- for own development sources – the value of 2.009.820 lei
- For according dividends to the shareholders – the value of 500.774 lei with a gross dividend/share in amount of 0,0023 lei.

- 4. Approval of the date of June 15<sup>th</sup> .2023 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.**

The Board of Directors of COMPA SA, analyzing the financial results for the financial year - accounting 2022, the needs and development opportunities of the company and the proposals and suggestions of the shareholders, proposes the OGMS of 26 / 27.04.2023 that the net profit outside 2022 be distributed as follows:

Destination	lei
TOTAL NET PROFIT, distributed as follows:	<b>2.510.594</b>
- Own development sources	<b>2.009.820</b>
- Dividends	<b>500.774</b>

The motivation of the distribution decision proposed by the Board is the following:

- The distribution of the profit to the development fund is necessary and opportune for the continuation of the modernization process of the company, of further investments with new, modern, last generation equipment, for the modernization of the existing machines and installations.
- The distribution of dividends is a requirement of the company's shareholders (and an obligation towards its shareholders, who have supported the company's development policy for many years..

According to art. 2 para. 2 lit. h of the FSA Regulation no. 5/2018 The payment date is the calendar date expressly specified, respectively dd / mm / year, to which the results of a corporate event, related to the holding of financial instruments, are due, respectively to which the debit and / or crediting of sums of money and / or or financial instruments. According to art. 178 para. 1 and 2 of the FSA Regulation no. 5/2018 in the case of dividends, the general meeting of shareholders sets the date of payment on a working day that is no later than 15 working days from the date of registration, but not later than 6 months from the date of the general meeting of shareholders to establish dividends.

Proposal of the Board of Directors of COMPA S.A. Sibiu as the date of payment of dividends is 15.06.2023.

- 5. Pronouncing on the management of the Board and approving the discharge of administrators from their duties for year 2022 based on the submitted reports.**

Pursuant to art. 111 para. 2 lit. d of the law 31/1990 regarding the Companies, the Ordinary General Assembly is obliged to decide on the management of the board of directors.

The General Meeting of Shareholders of 22.04.2021, the following administrators were elected for a term of 4 years (2021 - 2025):

1. Ioan DEAC – President / CEO
2. Ioan MICLEA – Administrator
3. Nicolae BALTEȘ – Administrator – president of the Audit Committee
4. Vlad – Nicolae NEACȘU – Administrator – member of the Audit Committee
5. Mircea - Florin MAXIM – Administrator

Based on the annual and consolidated annual reports (which include the directors' report, financial statements, directors' declaration of conformity, non-financial statement, auditor's report) presented by the chairman of the Board of Directors, it is submitted to the Ordinary General Meeting of Shareholders for approval. for the year 2022.

**6. Presentation, debate and approval of the Revenues and Expenses Budget for 2023 and the investment plan for 2023.**

Pursuant to art. 111 para. 2 lit. d of Law 31/1990 on Companies, the Ordinary General Assembly is obliged to decide on the Revenue and Expenditure Budget for 2022, as well as on the investment program for 2023. In this regard, in order to take a decision, starting with 24.03.2023, the material representing the Revenues and Expenses Budget for 2023 can be found on the Company's website, which also includes the investment program for 2023.

**7. Fixing and approving of due remuneration for the Board members for the current year.**

In accordance with Art. 111 para. 2 lit. c) 1, art. 153 (18) paragraph 1, of Law no. 31/1990 regarding the Companies, with the subsequent modifications, the COMPAS Board of Directors submits to the analysis and approval of the Ordinary General Meeting of Shareholders dated 26 / 29.04.2023, the proposal regarding the remunerations of the directors (members of the Board of Directors) related to the current year.

We propose that the remuneration of the members of the Board of Directors related to the financial year 2022, starting with 01.05.2022, be:

- 15,000 lei / month gross, for the president of the Board of Directors

- 8,000 lei / month gross for executive and non-executive administrators, members of the Board

**8. Appointment of the external financial auditor Quantum Expert S.R.L. in order to perform the Statutory Audit for 2023.**

In accordance with Art. 111 para. 2 lit. b1 of Law 31/1990, of Law no. 162/2017, on the statutory audit of annual financial statements and consolidated annual financial statements, as well as of Regulation (EU) no. 537/2014 of the European Parliament and of the Council of Europe on the requirements specifically regarding the statutory audit of public interest entities, the Board of Directors of COMPA SA proposes for approval to the Ordinary General Meeting of Shareholders that the statutory audit of COMPA S.A. to be conducted for the year 2023 by S.C. QUANTUM EXPERT S.R.L. Sibiu having its headquarters in Deva, str. Mărăști, Bl. D3, Sc. 4, ap. 44, Hunedoara County having a unique registration code 12600149, registered at the Trade Register under no. J20 /40/2000, company authorized by the Romanian Chamber of Financial Auditors based on authorization no. 118 / 28.11.2001.

**9. Approval of the remuneration report of the company's management prepared for the financial year 2022.**

Pursuant to art. 107 of Law 24/2017 on issuers of financial instruments and market operations, the remuneration report for the most recent financial year is subject to voting at the annual ordinary general meeting of shareholders provided in art. 111 of Law no. 31/1990 on Companies.

**10. Approval of May 23th, 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 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 Ordinary General Meeting of Shareholders dated 23.05.2023 and the ex-date 22.05.2023.

**11. 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, March 23<sup>th</sup>, 2023

**Board of Directors, through**

**Chairman & CEO,**

Ioan DEAC

**Vicepresident of the Board,**

Ioan MICLEA