

SUPPORTING NOTES ITEMS EGMS AGENDA

25/26 April 2024

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 2024 and the year 2025 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 2025 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 2024

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 2024 and onwards until the next E.G.M.S from April 2025.

Compa turns to bank loans when its own resources are insufficient; recourse to bank loans is imposed by the specific requirements of the financial market, regarding the principle of financial balance and ensuring its solvency, in case of an unfavorable situation.

In this sense, starting with the year 2019, when the Company contracted with BRD Groupe Societe Generale S.A. and ING Bank investment loans in the total amount of 15,000,000 eur, but also for the financing of the working capital necessary to carry out the production activity, the approval of this maximum credit ceiling of 40,000,000 eur is required, which will cover the entire loan of Compa from financing banks.

We mention the fact that the value of 40,000,000 eur does not represent additional loan requests in 2024, but is a maximum loan level formed from previous loans representing investment loans that will be repaid in the next 2 years, as well as credit lines related to financing working capital for 2024 and 2025.

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 2024 onwards until the next EGMS in April 2025.

- 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 9 of the OGMS agenda, the financial auditor will be
appointed to prepare the statutory audit for 2023.

In accordance with point 9 on the AGOA agenda, it is proposed to extend the contract with Quantum Expert SRL, the current financial auditor, who will prepare the statutory audit for the year 2024.

The Board of Directors proposes the authorization of the General Director and the Economic Director to sign the act of extension of the contract with the auditor.

- 7. Empowering of the President of the Board of Directors of the Company to sign, in the name**
and on behalf of the Company, the management contract that will be concluded by the
Company with the administrator elected according to decision no. 7 of the AGOA for
carrying out his activity as a member of the Board.

The Board of Directors proposes authorizing the General Director to sign, on behalf and on behalf of the Company, the management contract.

- 8. Restriction of the object of activity of the company Compa S.A. by partially eliminating some**
of the economic activities and adding others, so that the updated object of activity will be
the following, and chapter VI. The Object of Activity in the Articles of Association will have
the following content:

Our main activity is:

293 - Manufacture of parts and accessories for motor vehicles

The main activity is:

2932 - Manufacture of other parts and accessories for motor vehicles

Secondary activities according to CAEN:

1624 - Manufacture of wooden containers

2433 - Cold forming or folding

2511 - Manufacture of metal structures and parts of structures

2512 - Manufacture of doors and windows of metal

2529 - Manufacture of other tanks, reservoirs and containers of metal

2550 - Forging, pressing, stamping and roll

2540 - Manufacture of weapons and ammunition

2561 - Treatment and coating of metals
2562 - Machining
2572 - Manufacture of locks and hinges
2593 - Manufacture of wire products; chain and springs
2594 - Manufacture of fasteners and screw machine products
2599 - Manufacture of other fabricated metal products n.e.c.
2790 - Manufacture of other electrical equipment
2813 - Manufacture of other pumps and compressors
2822 - Manufacture of lifting and handling equipment
2829 - Manufacture of other general n.e.c.
2830 - Manufacture of agricultural and forestry machinery
2841 - Manufacture of metal forming machinery
2849 - Manufacture of other machine tools n.e.c.
2899 - Manufacture of other special n.e.c.
2920 - Manufacture of bodies (coachwork) for motor vehicles; manufacture of trailers and semi-trailers
3311 - Repair of fabricated metal products
3312 - Repair of machinery
3317 - Repair and maintenance of other transport equipment n.e.c.
3319 - Repair of other equipment
3320 - Installation of industrial machinery and equipment
3511 - Production of electricity
3512 - Transmission of electricity
3513 - Distribution of electricity
3514 - Trade of electricity
3523 - Trade of gase through mains
3530 - Steam and air conditioning supply
3600 - Water collection, treatment and supply
3700 - Sewerage
3811 - Collection of non
3812 - Collection of hazardous waste
3821 - Treatment and disposal of non
3822 - Treatment and disposal of hazardous waste

- 3831 - Dismantling of wrecks
- 3832 - Recovery of sorted materials
- 4110 - Development of building projects estate
- 4120 - Construction of residential and non-residential
- 4299 - Construction of other civil engineering projects n.e.c.
- 4321 - Electrical installation
- 4322 - Plumbing, heat and air
- 4329 - Other construction installation
- 4339 - Other building completion and finishing
- 4391 – Roofing activities
- 4399 - Other specialised construction activities n.e.c.
- 4520 - Maintenance and repair of motor vehicles
- 4531 - Wholesale of motor vehicle parts and accessories
- 4532 - Retail trade of motor vehicle parts and accessories
- 4939 - Other passenger land transport n.e.c.
- 4941 - Freight transport by road
- 4942 - Removal services
- 4950 - Transport via pipeline
- 5210 – Warehousing and storege
- 5221 - Service activities for transportation
- 5224 - Cargo handling
- 5510 - Hotels and other similar accommodation
- 5520 - Holidays and short
- 5590 - Other accommodation
- 6810 - Buyng and selling of own real estate
- 6820 - Renting and operating of own real estate
- 6832 – Management of real estate on a fee or contract basis
- 7021 - Public relations and communication activities
- 7022 - Business and other management consultancy activities
- 7112 - Engineering activities and related technical consultancy
- 7120 – Technical testing and analysis
- 7219 – Other research and development on natural sciences and engineering

- 7410 - Specialized design activities
- 7490 - Other professional, scientific and technical activities n.e.c.
- 7711 - Renting and leasing of cars and light motor vehicles
- 7739 - Renting and leasing of other machinery, equipment and tangible goods n.e.c.
- 7990 - Other reservation service and related activities
- 8129 - Other cleaning activities
- 8211 - Combined office administrative service activities
- 8219 - Photocopying, document preparation and other specialised office activities
- 8299 - Other business support service activities n.e.c.
- 8425 - Fire-service activities
- 8559 - Other education n.e.c. (qualification, re-qualification, training, specialization)
- 8560 – Education support services
- 9311 - Operation of sports facilities
- 9511 - Repair of computers and peripheral equipment

Export import with goods and services specified in the object of activity.

(1) The Company has the right to carry out, in accordance with the applicable law, all types of commercial, financial, movable and immovable property that are considered necessary or useful for the development, development and expansion of its object of activity.

(2) The Company has the right to participate, following the decision of the General Meeting of Shareholders, in other companies having the same object of activity or having a different object of activity.

(3) Based on the decision of the General Meeting of Shareholders, the scope of activity may be extended or restricted.

9. Updating the articles of association of the company Compa S.A., considering the changes in the object of activity.

10. Empowering of Mr. Ioan Deac, Chairman of the Board and Director General of Compa SA, to sign the updated articles of association of the company Compa S.A.

In the context in which, both globally and at the Compa level, there is a decrease in orders regarding products for diesel motor vehicles, within the company, we are making continuous efforts to identify other possible clients with activity in other fields.

In this sense, considering the current international context, in which defense expenditures are increased, and arms manufacturers in the world are increasing their production of armaments, there is a growing interest in requesting offers for the manufacture of landmarks in the field of defense.

The lack of a CAEN code in the object of activity of the company that refers to activity/production in the field of defense does not allow us to be eligible for potential clients to start discussions, negotiations for the manufacture of some benchmarks in the field of defense.

Thus, it is desired to add a new CAEN in the object of activity of the company, respectively:

- 2540 – Manufacture of armaments and ammunition

This field may be of interest in the future for identifying potential clients.

With the addition of this CAEN, it is also desired to remove the CAEN codes of the activities that are not carried out by the company from the constitutive act. Moreover, the law 265/2022 regarding the trade register and for the modification and completion of other normative acts affecting the registration in the trade register, require the updating of the object of activity in case the company does not actually carry out all the activities mentioned in the constitutive act.

The operation of updating the constitutive act will follow, considering these changes.

In order to sign the updated constitutive act, it is proposed to authorize Mr. Ioan Deac, President of the Board of Directors and General Director of Compa SA.

11. Approval of May 24th, 2024 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 23rd, 2024 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 24.05.2024 and the ex-date 23.05.2024.

12. 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 Mrs. Bara Maria Daniela, in order to carry out all the legal formalities for registration, publicity, opposability, execution and publication of the adopted decisions.

Sibiu, March 25th, 2024

Board of Directors, through

Chairman & CEO,

Ioan DEAC

Vicepresident Board

Mihaela DUMITRESCU