

## SUPPORTING NOTES ITEMS OGMS AGENDA

25/26 April 2024

**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 2023, 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 22.03.2024.

**3. Approval of the proposal of the Board of Directors for the distribution of the net profit for the financial year 2023, in amount of 7.675.390 lei as follows:**

- for own development sources – the value of 6.140.312 lei
- For according dividends to the shareholders – the value of 1.535.078 lei with a gross dividend/share in amount of 0,00705 lei.

- 4. Approval of the date of June 14<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 2023, the needs and development opportunities of the company and the proposals and suggestions of the shareholders, proposes the OGMS of 25 / 26.04.2024 that the net profit outside 2023 be distributed as follows:

Destination	lei
TOTAL NET PROFIT, distributed as follows:	<b>7.675.390</b>
- Own development sources	<b>6.140.312</b>
- Dividends	<b>1.535.078</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 to ensure the cash necessary for the further investment process in new equipment with a high yield, for the modernization of the existing equipment, as well as for the development of new products considered in the future development strategy of the company.
- 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 14.06.2024.

- 5. Pronouncing on the management of the Board and approving the discharge of administrators from their duties for year 2023 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

By decision no. 91/26.10.2023 The Board of Directors took note of the termination of the administrator's mandate, as well as the position of Vice President of the Board of Directors, of Mr. Ioan Miclea, starting with 22.10.2023, as a result of his death.

By decision no. 96/8.11.2023 The Board of Directors approves the appointment of Mrs. Mihaela Dumitrescu as provisional administrator starting from 09.11.2023 until 30.04.2024, in accordance with the provisions of art. 1372 para. (1) from the Companies Law no. 31/ 1990 and her designation as Vice-President of the Administrative Council.

Thus, starting from 9.11.2023, the Board of Directors of the Company is made up of the following members:

<b>DEAC Ioan</b>	- Executive Administrator / President/ CEO
<b>DUMITRESCU Mihaela</b>	- Executive Administrator / Vicepresident/ CFO
<b>MAXIM Mircea-Florin</b>	- Nonexecutive Administrator
<b>BALTEȘ Nicolae</b>	- Nonexecutive Administrator/independent- president Audit Committee
<b>NEACȘU Vlad-Nicolae</b>	- Nonexecutive Administrator/independent– membru Audit Committee

On the basis of the annual individual and consolidated reports (which include the administrators' report, the financial statements, the statement of compliance of the financial statements, the non-financial statement, the auditor's report) presented by the president of the Board of Directors, the discharge of the administrators is subject to the approval of the Ordinary General Meeting of Shareholders for the year 2024.

**6. Presentation, debate and approval of the Revenues and Expenses Budget for 2024 and the investment plan for 2024.**

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 2024. In this regard, in order to take a decision, starting with 22.03.2024, the material representing the Revenues and Expenses Budget for 2024 can be found on the Company's website, which also includes the investment program for 2024.

7. **The election and appointment, for a one-year mandate starting on 25.04.2024, of a member to occupy the position of administrator in the Board of COMPA S.A., considering the vacancy currently occupied by a temporary administrator. The list containing information regarding the name, place of residence and professional qualification of the persons proposed for the position of administrator will be available to the shareholders, as the applications are submitted, at the company's headquarters and on its website [www.compa.ro](http://www.compa.ro) , which may be consulted and completed by them.**

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

By decision no. 91/26.10.2023 The Board of Directors took note of the termination of the administrator's mandate, as well as the position of Vice President of the Board of Directors, of Mr. Ioan Miclea, starting with 22.10.2023, as a result of his death.

By decision no. 96/8.11.2023 The Board of Directors approves the appointment of Mrs. Mihaela Dumitrescu as provisional administrator starting from 09.11.2023 until 30.04.2024, in accordance with the provisions of art. 1372 para. (1) from the Companies Law no. 31/ 1990 and her designation as Vice-President of the Administrative Council.

Thus, starting from 9.11.2023, the Board of Directors of the Company is made up of the following members:

<b>DEAC Ioan</b>	- Executive Administrator / President/ CEO
<b>DUMITRESCU Mihaela</b>	- Executive <b>temporary</b> Administrator / Vicepresident/ CFO
<b>MAXIM Mircea-Florin</b>	- Nonexecutive Administrator
<b>BALTEȘ Nicolae</b>	- Nonexecutive Administrator/independent- president Audit Committee
<b>NEACȘU Vlad-Nicolae</b>	- Nonexecutive Administrator/independent– membru Audit Committee

According to art. 1372 para. (1) from the Companies Law no. 31/ 1990, AGOA is competent to appoint the administrator for the vacant position. The appointment will be made for a one-year mandate starting on 04/25/2024.

The list of candidates for the position of members of the Board of Directors is available on the Company's website [www.compa.ro](http://www.compa.ro) at <https://compa.ro/companie/adunarea-general-a-actionarilor>

**8. Fixing and approving the remuneration for the members of the Board, starting from 1.05.2024 until 30.04.2025.**

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 COMPA Board of Directors submits to the analysis and approval of the Ordinary General Meeting of Shareholders dated 25 / 26.04.2024, 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 CA related to the financial year 2024, starting from 01.05.2024 until 30.04.2025, should be:

- 25,000 lei gross/month, for the Board of Directors president
- 18,000 lei gross/month, for the Board of Directors vice-president
- 13,000 lei gross/month for non-executive administrators, members of the CA

**9. The extension until 30.04.2025 of the mandate of the external financial auditor S.C. QUANTUM EXPERT S.R.L. with headquarters in Deva, Mărăști str., Bl. D3, sc. 4, ap. 44, Jud. Hunedoara, with 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, in order to carry out the Statutory Audit for the year 2024.**

In accordance with Art. 111 para. 2 lit. b1 of Law 31/1990, of Law no. 162/2017, regarding 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 regarding the requirements specifically regarding the statutory audit of public interest entities, the Board of Directors of COMPA S.A. proposes for the approval of the Ordinary General Meeting of Shareholders that the statutory audit at the company COMPA S.A. to be carried out for the year 2024 also by S.C. QUANTUM EXPERT S.R.L. Deva with headquarters in Deva, Mărăști str., Bl. D3, sc. 4, ap. 44, Jud. Hunedoara, with 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. Quantum Expert SRL is the current auditor, having been appointed by the decision of

the Ordinary General Meeting of April 26, 2023, proposing the extension of the existing contract until April 30, 2025.

**10. Approval of the remuneration report of the company's management prepared for the financial year 2023.**

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.

**11. Approval of the updated remuneration policy of Compa S.A.**

Pursuant to Law 24/2017 on issuers of financial instruments and market operations amended according to Law no. 158/2020, Issuers have the obligation to establish a remuneration policy regarding the drivers on which the shareholders have the right to vote within the OGMS. In this sense, the OGMS is convened with the approval of the updated remuneration policy as an item on the agenda. The proposed updated remuneration policy is to be voted on during the OGMS. Also, the proposed updated Remuneration Policy is published on [www.compa.ro](http://www.compa.ro) under the Investor Relations section together with the documents related to the OGMS convened for 25/26.04.2024.

**12. Approval of May 24th, 2024 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 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 Ordinary General Meeting of Shareholders dated 24.05.2024 and the ex-date 23.05.2024.

**13. 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 25<sup>th</sup>, 2024

**Board of Directors, through**

**Chairman & CEO,**

**Ioan DEAC**

**Vicepresident of the Board,**

**Mihaela DUMITRESCU**