

## SPECIAL POWER OF ATTORNEY<sup>i</sup>

- Companies -

**for the Extraordinary General Meeting of Shareholders (EGMS) of COMPA S.A.  
of 25/ 26.04.2024**

**The undersigned<sup>1</sup>** ....., with registered office in ....., registered at the Trade Register Office under no. ...., sole registration code ....., duly represented by..... identified with identity document (BI/CI/) ..... series ..... no. ...., holder of a number of ..... shares issued by Compa SA, out of a total of 218,821,038 shares which entitle me to the same number of votes in the EGMS and which represent .... % of the share capital and .....% of the total number of voting rights in the EGMS at the reference date - **April 11<sup>th</sup>, 2024.**

**Hereby give full powers of attorney to:**

*(when granting the power of attorney to a natural person)* ..... identified with identity document (BI/CI/passport) ..... series ..... no. ...., issued by ..... on ....., having the personal identification code ....., resident in ....., ("**The Representative**")

or

*(when granting the power of attorney to a legal person)* ..... a company established and operating according to the laws of ....., with registered office in ....., registered with the Trade Register under no. ...., sole registration code ....., duly represented by..... identified with identity document (BI/CI/passport) ..... series ..... no. ...., issued by ..... on ....., having the personal identification code ....., resident in....., ("**The Representative**")

**And, as Alternate Representative, to:**

*(Note on appointing the Alternate Representative: A shareholder may appoint by special power of attorney one or more alternate representatives to ensure their representation in the OGMS in the event that the appointed principal representative is unable to fulfill their mandate. If several alternate representatives are appointed by special power of attorney, the shareholder will also establish the order in which they will exercise their mandate.)*

*(when granting the power of attorney to a natural person)* ..... identified with identity document (BI/CI/passport) ..... series ..... no. ...., issued by ..... on ....., having the personal identification code ....., resident in ....., ("**The Alternate Representative**")

*(when granting the power of attorney to a legal person)* ..... a company established and operating according to the laws of ....., with registered office in ....., registered with the Trade Register under no. ...., sole registration code ....., duly represented

<sup>1</sup> To be completed by the legal representative of the Company shareholder.

by..... identified with identity document (BI/CI/passport) ..... series ..... no. ...., issued by ....., on ....., having the personal identification code ....., resident in ....., ("The Alternate Representative")

As a representative of the undersigned in the EGMS of the company that will take place on **25.04.2024**, at **16<sup>00</sup>** (Romanian local time), or, if the EGMS will not take place at the first convening, on **26.04.2024** (second convening), at **16<sup>00</sup>** (Romanian local time) at the company's headquarters located in Sibiu, 8, Henri Coandă str., Sibiu County.

To exercise the voting rights corresponding to my holdings registered in the register of shareholders of the company at the end of **April 11<sup>th</sup>, 2024**, established as the reference date, as follows:

#### EGMS AGENDA

Item on the agenda	Vote (the voting option in the corresponding field will be marked with an 'X')		
	FOR	AGAINST	ABSTENTION
1. The election of the secretary of the meeting of the Extraordinary General Meeting of Shareholders from among the present shareholders.			
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.			
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.			

Item on the agenda	Vote (the voting option in the corresponding field will be marked with an 'X')		
	FOR	AGAINST	ABSTENTION
6. The empowerment of persons to sign in the name and on behalf of the Company, the contract with the financial auditor, appointed according to the decision no. 7 of OGMS.			
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.			
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: <i>*Note: The full text of the object of activity and Chapter VI of the Articles of Association can be found below in the form at note point 8.</i>			
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.			
11. Approval of May 24 <sup>th</sup> , 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.87, Law 24/2017 on issuers of financial instruments and market operations and approval of May 23 <sup>th</sup> , 2024 as ex-date, according to Art. 176(1) from FSA Regulation no.5 / 2018.			
12. Empowering of individuals that will perform the publication and recording formalities of the EGMS session decisions, including their signing.			

*The shareholder assumes full responsibility for the correct completion and safe transmission of this special power of attorney.*

*\*Note item 8 on the Agenda: 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 storage  
5221 - Service activities for transportation  
5224 - Cargo handling  
5510 - Hotels and other similar accommodation  
5520 - Holidays and short  
5590 - Other accommodation  
6810 - Buying 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.

This special power of attorney:

1. Is valid only for the EGMS that will take place on **25.04.2024**, at **16<sup>00</sup>** (Romanian local time), or, if the EGMS will not take place at the first convening, it is also valid for the second convening, for **26.04.2024**, at **16<sup>00</sup>** (Romanian local time), which will take place at the company's headquarters located in Sibiu, 8, Henri Coandă str., Sibiu County,
2. The representative or, as the case may be, the Alternate Representative must vote according to the instructions given by the appointing shareholder, subject to annulment of the vote by the secretaries of the EGMS meeting.

In case of discussion within the EGMS, according to legal provisions, of some items not included on the published agenda, the Representative or the Alternate Representative, where applicable, may vote on them according to the interest of the represented shareholder.

3. The deadline for the registration of special powers of attorney with the Company, on paper or by e-mail (according to Law no. 455/2001 on electronic signature) is **23.04.2024**, at **15.00** (Romanian local time);

4. Is drafted in 3 original copies, of which: one copy remains with the shareholder, one copy will be handed to the Representative or, as the case may be, to the Alternate Representative and one copy will be deposited/transmitted to the Company, according to the **Convening notice**.
5. Will be completed by marking "X" at one of the options **FOR, AGAINST** or **ABSTENTION** for each item on the agenda and to be signed and dated by the shareholder.  
*Note: The other boxes will not be filled with any signs. The marking of the box "ABSTENTION" is not taken into account when establishing the votes cast.*
6. Powers of attorney improperly completed, or incorrect, (such as those with more than one option checked for each item on the agenda or having no option checked), will be annulled, specifying in writing about this in the minutes of the meeting.

**I enclose to this special power of attorney:**

- i) copy of the valid identity document of the shareholder (BI/CI for Romanian citizens or, as the case may be, passport or residence card for foreign citizens);

If the legal representative is not mentioned in the list of the company's shareholders on the reference date, a certificate, not older than 30 days, issued by the trade register/any other document issued by a competent authority of the state where the shareholder is legally registered, attesting the representative's capacity, will be attached, in original or certified copy.

- ii) copy of the valid identity document of the Representative and, as the case may be, of the Alternate Representative natural person (BI/CI for Romanian citizens or, as the case may be, passport or residence card for foreign citizens);

In the case of the legal person Representative/Alternate Representative, I also enclose a) the certificate for the Representative/Alternate Representative, in original or a certified copy, issued by the Trade Register/any other document issued by a competent authority of the state where the legal entity is legally registered, not older than 30 days, in original or certified copy and b) a copy of the identity card of the legal representative (BI or CI for Romanian citizens or, as the case may be, passport or residence card for foreign citizens) of the Representative/Alternate Representative.

In the case of several Alternate Representatives appointment, the exercise order of the mandate is as follows:

\_\_\_\_\_  
Date of granting the special power of attorney.....

SHAREHOLDER DENOMINATION .....

LEGAL REPRESENTATIVE NAME AND SURNAME.....

Signature of the shareholder's legal representative.....

*(Note: the denomination of the shareholder, the name and surname of the shareholder's legal representative will be specified and the shareholder's legal representative will sign)*

\_\_\_\_\_  
<sup>i</sup> This form completed and signed by the shareholder and accompanied by the relevant documents (if applicable) must be submitted:



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- either in the form of a handwritten signed document, in original, sent by any form of courier or deposited at the company's headquarters located in Sibiu, 8, Str. Henri Coandă, Sibiu county, in a sealed envelope, with the reference written in clear: **"FOR OGMS/EGMS COMPA S.A. OF 25/26.04.2024"**,
  - or in the form of an electronically signed document with extended electronic signature, according to Law no. 455/2001 on the electronic signature - by e-mail - to the address [actionariat@compa.ro](mailto:actionariat@compa.ro) , mentioning in the subject line: **" FOR OGMS/EGMS COMPA S.A. OF 25/26.04.2024"**,

so that they are registered with the company by **23.04.2024**, at 15<sup>00</sup> (Romanian local time), under the sanction of losing the right to vote by correspondence within the OGMS/EGMS, according to the legal provisions.

The company undertakes to keep the submitted copies safe and confidential.

Documents submitted in a foreign language other than English (except for identity documents valid in Romania) will be accompanied by a certified translation into Romanian or English.

Please check the requirements in the Convening notice and starting from **5.04.2024** in case of updating the Special power of attorney.