

37/7.03.2025

## CONVENING NOTICE

The Board of Directors of COMPA S.A., headquartered in Sibiu, No.8, Henri Coandă Street, registered at the Trade Register Office under no. J1991000129321, sole registration code RO 788767, gathered in the meeting from March 7<sup>th</sup> 2025, according to the provisions of art. 117 of Law 31/1990 on companies, art. 186 and 187 of FSA Regulation no. 5/2018, on issuers and operations with securities and pursuant to the Articles of association of COMPA SA, as well as the other applicable legal provisions,

**Convenes:**

### **ORDINARY GENERAL MEETING OF SHAREHOLDERS ("OGMS") AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS ("EGMS")**

for **24.04.2025, starting at 15:00** (Romanian local time) the **Ordinary General Meeting of Shareholders** and for **24.04.2025, starting at 16:00** (Romanian local time) the **Extraordinary General Meeting of Shareholders**, at the company's headquarters in Sibiu, 8, Henri Coanda str., Sibiu county, for all shareholders registered in the Company's Shareholders' Register kept by Central Depository S.A. at the end of the day of **April 9<sup>th</sup> 2025**, set as **reference date** for holding both OGMS and EGMS.

In case that on the aforementioned date the quorum requirements stipulated in the Law no. 31/1990 and the Company's Articles of Association are not met, it is convened and fixed according to art. 118 of the Law no.31/1990 the second Ordinary General Meeting of Shareholders and Extraordinary General Meeting of Shareholders for **April 25<sup>th</sup> 2025**, at the same address, at the same hours, with the same agenda and reference date.

### **THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS' AGENDA ("OGMS")**

1. The election of the secretary of the meeting of the Ordinary General Meeting of Shareholders from among the present shareholders.
2. The presentation, discussion and approval of the annual report of the Board of Directors, containing:

- The individual annual financial statements and consolidated financial statements prepared in accordance with International Financial Reporting Standards, for the fiscal year 2024, accompanied by the Financial Auditor's Report.
- The individual and consolidated sustainability report prepared in accordance with the European Sustainability Reporting Standards for the financial year 2024, accompanied by the Financial Auditor's Assurance.

3. Approval of the proposal of the Board of Directors for the distribution of the net profit for the financial year 2024, in the amount of 3.324.462 lei as follows:
  - for own development sources – the value of 2.659.570 lei
  - For according dividens to the shareholders – the value of 664.892 lei with a gross dividend/ share in amount of 0,00305 lei.
4. Approval of the date of June 13<sup>th</sup>, 2025, 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.
5. Pronouncing on the management of the Board and approving the discharge of administrators from their duties for year 2024 based on the submitted reports.
6. Presentation, debate and approval of the Revenues and Expenses Budget for 2025 and the investment plan for 2025.
7. The election and appointment, for a four-year term of office starting on 28.04.2025, of the members of Board of Directors of COMPA S.A., considering the expiration of the term of office of the members of the Board, as follows:
  - 7.a. Renewal of the mandate as member of the Board of Mr. Deac Ioan, domiciled in Sibiu, for a period of 4 years, starting April 28, 2025.
  - 7.b. Renewal of the as member of the Board of Mrs. Dumitrescu Mihaela, domiciled in Sibiu, for a period of 4 years, starting April 28, 2025.
  - 7.c. Renewal of the mandate as member of the Board of Mr. Balteş Nicolae, residing in Sibiu, for a period of 4 years, starting April 28, 2025.

7.d. Renewal of the mandate as member of the Board of Mr. Neacșu Vlad - Nicolae, residing in Afumați village, Afumați Commune, for a period of 4 years, starting April 28, 2025.

7.e. Election and appointment of Mr. Băiașu Dan - Nicolae, domiciled in Sibiu, as member of the Board for a term of 4 years, starting April 28, 2025.

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.

8. Fixing and approving the remuneration for the members of the Board, starting from 1.05.2025 until 30.04.2026.
9. The extension until 30.04.2026 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 2025 and the audit for the 2025 Sustainability Report.
10. Approval of the remuneration report of the company's management prepared for the financial year 2024.
11. Approval of **May 23<sup>rd</sup>, 2025**, 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.87, Law 24/2017 on issuers of financial instruments and market operations and approval of May 22<sup>nd</sup>, 2025 as ex-date, according to Art. 176(1) from FSA Regulation no.5 / 2018.
12. Empowering individuals that will perform the publication and recording formalities of the OGMS session decisions, including their signing.

## **THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS' AGENDA ("EGMS")**

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 2025 and the year 2026 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 the date of this decision until the next Extraordinary General Meeting in April 2026 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 people 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 2025 and onwards until the next E.G.M.S from April 2026.
6. The empowerment of people to sign in the name and on behalf of the Company, the contract with the financial auditor, appointed according to the decision no. 9 of OGMS.
7. The empowerment of the Chairman of the Board of Directors of the Company to sign, in the name and on behalf of the Company, the management contracts to be concluded by the Company with the members of the Board elected in accordance with point 7 of the OGMS for carrying out their activity as members of the Board of Directors, and the Vicepresident of the Board of Directors to sign the administration contract that will be concluded in the name and on behalf of the Company with the Chairman of the Board of Directors.
8. Approval of the dissolution and liquidation of the affiliated company RECASERV S.R.L. with registered office in Sibiu, str. Henri Coandă nr. 51, Jud. Sibiu, J32/704/2004, CUI 16408228, pursuant to art. 235 et seq. of Law no. 31/1990 on Companies, republished, with subsequent amendments and additions, and the division of assets, if any, to the associates of RECASERV S.R.L. according to their share capital ownership.
9. Approval of the authorization of the General Director of COMPA S.A. to sign on behalf of COMPA S.A. the decision of the affiliated company RECASERV S.R.L. regarding the dissolution and

liquidation of this company, the division of assets, the appointment of liquidator, as well as other documents necessary for the dissolution/liquidation.

**10.** Approval of the amendment of the articles of Incorporation of Compa S.A. by adding to pct. IX sub-item 16 of the possibility according to which the Chairman of the Board of Directors of the Company may also be appointed as General Director, so that the amended text will read as follows:

## **IX. ADMINISTRATION AND REPRESENTATION OF THE COMPANY**

(16) The Board of Directors shall delegate the management of the Company to one or more Directors, appointing one of them as General Director. The Chairman of the Board of Directors may also be appointed as General Director.

**11.** Restriction, unification and amendment of the object of activity of the Company, in order to align it with the CAEN codes revised edition 3, established by the Order of the National Institute of Statistics no. 377/2024 on the update of the classification of activities in the national economy, corresponding to the economic activities carried out by the Company, and amendment of the object of activity so that the updated object of activity will be as follows, and Chapter VI. Object of Activity of the Articles of Incorporation will read as follows:

## **VI. OBJECT OF ACTIVITY**

**Our main activity is:**

293 Manufacture of parts and accessories for motor vehicles and motor vehicle engines

**The main activity is:**

2932 - Manufacture of other parts and accessories for motor vehicles and engines.

**Secondary activities according to CAEN:**

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



1627 - Finishing of wooden articles

1812 - Other printing n.e.c.

2016 - Manufacture of plastics in primary forms

2433 - Manufacture of cold-formed profiles

2511 - Manufacture of structural metal structures and parts of structural metal structures

2512 - Manufacture of doors and windows of metal

2522 - Manufacture of tanks, reservoirs and containers of metal

2530 - Manufacture of weapons and ammunition

2540 - Manufacture of fabricated metal products; powder metallurgy

2551 - Coating of metals

2552 - Heat treatment of metals

2553 - General mechanical operations

2562 - Manufacture of hardware

2593 - Manufacture of articles of metal wire; manufacture of chain and springs

2594 - Manufacture of screws, bolts and other threaded articles; manufacture of rivets and washers

2599 - Manufacture of other fabricated articles of metal n.e.c.

2711 - Manufacture of electric motors, generators and transformers

2790 - Manufacture of other electrical equipment

2813 - Manufacture of pumps and compressors

2822 - Manufacture of lifting and handling equipment

2829 - Manufacture of other general purpose machinery n.e.c.

2830 - Manufacture of machinery for agriculture and forestry

2841 - Manufacture of machinery and machine tools for metal working

2842 - Manufacture of other machine tools n.e.c.

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- 2897 - Manufacture of machinery for additive manufacturing
- 2899 - Manufacture of other specific machinery n.e.c.
- 2920 - Manufacture of bodies (coach bodies) for motor vehicles; manufacture of trailers and semi-trailers
- 2931 - Manufacture of electrical and electronic equipment for motor vehicles and engines
- 3311 - Repair and maintenance of fabricated metal products
- 3312 - Repair and maintenance of machinery
- 3317 - Repair and maintenance of other civil transportation equipment n.e.c.
- 3319 - Repair and maintenance of other equipment
- 3320 - Installation of industrial machinery and equipment
- 3511 - Electricity generation from non-renewable resources
- 3512 - Renewable electricity generation
- 3513 - Transmission of electricity
- 3514 - Distribution of electricity
- 3515 - Marketing of electricity
- 3523 - Marketing of gaseous fuels through mains
- 3530 - Steam and air conditioning supply
- 3600 - Collection, treatment and distribution of water
- 3700 - Sewage collection and treatment
- 3811 - Collection of non-hazardous waste
- 3812 - Collection of hazardous waste
- 3821 - Recovery of recyclable materials
- 3822 - Production of energy (electricity or heat) by treatment of waste (including incineration)
- 3831 - Waste incineration without energy production
- 4100 - Construction work for residential and non-residential buildings



4299 - Construction work for other engineering projects n.e.c.

4321 - Electrical installation work

4322 - Plumbing, heating and air-conditioning installation work

4323 - Insulation work

4324 - Other building installation work

4341 - Roofing, roofing and decking work

4335 - Other finishing work

4342 - Other special building construction work

4350 - Special construction work for civil engineering projects

4391 - Masonry work

4399 - Other special construction work n.e.c.

4672 - Wholesale of parts and accessories of motor vehicles

4782 - Retail sale of parts and accessories of motor vehicles

4931 - Passenger land transportation on a scheduled basis

4932 - Passenger land transportation, occasional

4941 - Freight transportation by road

4942 - Moving services

4950 - Transportation by pipeline

5210 - Warehousing

5221 - Service activities incidental to land transportation

5224 - Cargo handling

5510 - Hotels and similar accommodation

5520 - Holiday and short-stay accommodation facilities

5590 - Other accommodation services



6210 - Custom software development activities (customer-oriented software)

6290 - Other information technology service activities

6811 - Buying and selling of own real estate

6812 - Real estate development

6820 - Renting and subleasing of own or rented real estate

6832 - Other activities for real estate on a fee or contract basis

7020 - Business and management consultancy activities

7112 - Engineering activities and related technical consultancy

7120 - Technical testing and analysis activities

7210 - Research and development on natural sciences and engineering

7330 - Public relations and communication activities

7411 - Industrial and clothing design activities

7412 - Graphic design and visual communication activities

7414 - Other specialized design activities

7499 - Other professional, scientific and technical activities n.e.c.

7711 - Renting and leasing of cars and light motor vehicles

7712 - Renting and leasing of heavy motor vehicles

7739 - Rental and leasing of other machinery, equipment and tangible goods n.e.c.

8009 - Other security activities n.e.c.

8122 - Specialized cleaning activities

8123 - Other cleaning activities

8210 - Secretarial and secretarial support activities

8299 - Other business support service activities n.e.c.

8425 - Firefighting and prevention activities

8559 - Other education n.e.c.

8569 - Educational support service activities

9311 - Activities of sports facilities

9510 - Repair and maintenance of computers and communication equipment

9531 - Repair and maintenance of motor vehicles

Import and export of 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.

**12.** 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., according to point 10 and 11 above.

**13.** Empowering of Mr. Ioan Deac, Chairman of the Board of Directors of Compa SA, to sign in the name and on behalf of the Company the resolutions and the articles of Incorporation updating the object of activity according to the CAEN codes REV 3 edition, of the affiliated companies TRANS C.A.S SRL - CUI 14836511, RECASERV S.R.L. - CUI 16408228, COMPA IT S.R.L.- CUI 13656016 and ARINI HOSPITALITY S.R.L - CUI 43581594., all having their registered office in Sibiu.

**14.** Approval of May 23<sup>rd</sup>, 2025, 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 22<sup>nd</sup>, 2025 as ex-date, according to Art. 176(1) from FSA Regulation no.5 / 2018.

**15.** Empowering individuals that will perform the publication and recording formalities of the EGMS session decisions, including their signing.

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## **Rights of the Shareholders**

### **• *Shareholders' proposals concerning OGMS/EGMS***

One or more shareholders representing, individually or together, at least 5% of the share capital has/have the right:

- a) to introduce items on the agenda of the general meeting, provided that each item is accompanied by justification, or a draft decision proposed for approval in the general meeting;
- b) to present draft decisions for the items included or proposed to be included on the agenda of the general meeting.

The shareholders' proposals will be formulated in writing and will be sent together with the documents certifying the fulfillment of the conditions for exercising these rights:

- 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, Str. Henri Coandă, no. 8, Sibiu County, in a sealed envelope, with the reference written in clear script: "**FOR COMPA SA OGMS/EGMS OF 24/25.04.2025**"
- or in the form of an electronically signed document with an extended electronic signature, according to Law no. 455/2001 on electronic signature - by e-mail - to the address [actionariat@compa.ro](mailto:actionariat@compa.ro) mentioning in the subject line: "**FOR COMPA SA OGMS/EGMS OF 24/25.04.2025**",

so as to reach the company until 28.03.2025 at 14:00 (Romanian local time), under the sanction of losing the exercise of these rights, according to the legal provisions.

If necessary, the revised agenda will be published no later than 02.04.2025, according to the legal provisions in force.

### **• *The right to ask questions***

Each shareholder has the right to ask written questions on the items on the OGMS/EGMS agenda, so that they are registered with the company by 28.03.2025 at 14:00 (Romanian local time), under the sanction of losing the exercise of these rights, according to the legal provisions.

The shareholders' questions will be formulated in writing and will be sent together with the documents attesting the fulfillment of the conditions for exercising these rights:

- 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, Str. Henri Coandă, no. 8, Sibiu County,

in a sealed envelope, with the reference written in clear script: "**FOR COMPA SA OGMS/EGMS OF 24/25.04.2025**",

- or in the form of an electronically signed document with an 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 COMPA SA OGMS/EGMS OF 24/25.04.2025**",

The company will answer the questions asked by the shareholders, having the possibility to formulate a general answer for the questions with the same content. The answers will be available, starting with **04.04.2025** at 16:00 (Romanian local time), on the company's website [www.compa.ro](http://www.compa.ro) , in the section Investor Relations - **General Meeting of Shareholders - Meetings - OGMS/EGMS - 2025 - Questions and Answers, in Question-Answer format**.

The right to ask questions and the obligation of the company to answer will be conditioned by the assurance measures to ensure the identification of shareholders, the proper conduct and preparation of the general meeting, as well as the protection of confidentiality and commercial interests of the company.

• ***The right to nominate candidates for the position of member of the Board of Directors***

Each shareholder can make proposals for the candidacy for the position of member of the Board of Directors which will contain information on the name, place of residence and professional qualification of the proposed people.

Shareholders' proposals will be formulated in writing and will be submitted together with the documents certifying the fulfillment of the conditions for exercising these rights:

- 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, Str. Henri Coandă, no. 8, Sibiu County, in a sealed envelope, with the reference written in clear script: "**FOR THE COMPA SA OGMS/EGMS OF 24/25.04.2025**",

- or in the form of an electronically signed document with an 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 THE COMPA SA OGMS/EGMS OF 24/25.04.2025**".

**The deadline** for receipt of proposals for candidates for membership of the Board of Directors is 20.03.2025 at 14:00 (Romanian local time).

The following documents will be submitted in original by the candidates proposed for the position of administrator so as to be registered at the Company's headquarters no later than 24.03.2025 at 14:00 (Romanian local time):

- a) Request for application
- b) Copy of identity document.
- c) Curriculum vitae.
- d) Fiscal record certificate, no older than 30 days;
- e) Criminal record certificate, no older than 30 days.
- f) Declaration APPENDIX 1
- g) Declaration APPENDIX 2
- h) Declaration APPENDIX 3

The forms regarding the solemn declarations will be available on the company's website [www.compa.ro](http://www.compa.ro), in the section **Investor Relations - General Meeting of Shareholders - Meetings - OGMS - 2025 - Candidates Forms for member of the Board of Directors function** starting with the date of publication of the convening notice. Documents and forms submitted in other foreign language than English will be accompanied by a certified translation thereof.

The list containing information on the name, place of residence and professional qualification of the persons proposed for the position of administrators is available to shareholders, on the company's website [www.compa.ro](http://www.compa.ro), in the section **Investor Relations - General Meeting of Shareholders - Meetings - OGMS - 2025 - List Board of Directors candidates**, starting with the date of publication of the convening notice, and will be updated with the proposals received until the deadline, as soon as possible.

***•The right of the significant shareholders to request the application of the cumulative voting method for the election of the members of the Board of Directors.***

In the situation where a significant shareholder requests, under the conditions of art. 85 of Law no. 24/2017, the introduction of an item on the agenda of a general meeting of shareholders regarding the election of the members of the board of directors by applying the method of cumulative voting, the board of directors is obliged to introduce the respective item on the agenda. The election of the members of the board of directors based on this method is mandatory, as a result of the respective request of the significant shareholder.

Significant shareholders' proposals will be formulated in writing and will be submitted together with the documents certifying the fulfillment of the conditions for exercising these rights:

- 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, Str. Henri Coandă, no. 8, Sibiu County, in a sealed envelope, with the reference written in clear script: "**FOR THE COMPA SA OGMS/EGMS OF 24/25.04.2025**",

- or in the form of an electronically signed document with an 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 THE COMPA SA OGMS/EGMS OF 24/25.04.2025**"

so as to reach the company until 28.03.2025 at 14:00 (Romanian local time), under the sanction of losing the exercise of these rights, according to the legal provisions.

In order to identify and prove the quality of shareholder, the persons who submit proposals or who ask questions will attach to the request the following documents issued by the Central Depository or, as the case may be, by the participants defined in art. 3 par. 1 point 43 of Law no. 126/2018, which provides custody services:

- An account statement from the shareholders' register, which shows the quality of shareholder and the number of shares they own
- Documents certifying the registration of the information regarding the legal representative at the Central Depository/participants defined by art. 3 par. 1 point 43 of Law no. 126/2018.

Detailed information on the exercise of shareholders' rights is available on the company's website [www.compa.ro](http://www.compa.ro). in the section ***Investor Relations - General Meeting of Shareholders – General Meetings of Shareholders Meeting Organising.***

### **Participation in the OGMS/EGMS**

**The reference date is April 9<sup>th</sup>, 2025.** Only persons who are currently shareholders mentioned in the register of shareholders of the company, kept by Central Depository S.A., have the right to participate and vote in the OGMS/EGMS.

Shareholders may attend general meetings in person (through legal representatives) or may be represented by other people, according to law, or may vote by correspondence.

The access and/or voting by correspondence of the shareholders entitled to participate in the general meetings of the shareholders is allowed by the simple proof of their identity, made, in the case of individual shareholders, with the identity document (BI/CI for Romanian citizens or, as the case may be, passport or residence card for foreign citizens) and, in the case of legal entities, with the identity card of the legal representative (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 shareholders of the company on the reference date received from Central Depository SA, then this quality is established on the basis of a certificate issued by the trade register/any other document issued by a competent authority in the state in which the shareholder is legally registered, which certifies their quality of representative, not older than 30 days, presented in original or certified copy.

The representatives of the individual shareholders will be identified with their identity document (BI/CI for Romanian citizens or, as the case may be, passport or residence card for foreign citizens), accompanied by the special or general power of attorney signed by the individual shareholder, if applicable.

The conventional representatives of the legal person shareholders will prove their quality with their identity document (BI/CI for Romanian citizens or, as the case may be, passport or residence card for foreign citizens), accompanied by a special or general power of attorney signed by the legal representative of the legal entity. Information on general or special powers of attorney and voting by correspondence is given below.

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

- ***Participation in the OGMS/EGMS by representation***

Shareholders registered on the reference date in the register of shareholders of the company kept by Central Depository S.A. may attend the meetings in person or by representation, each shareholder having the right to designate any other individual or legal person as a representative to participate and vote on their behalf in meetings, in compliance with the relevant provisions.

In the case of participation by representation, the shareholder will appoint a representative by a special power of attorney drawn up according to the special power of attorney form made available to shareholders by the company, in both Romanian and English, or by a general power of attorney granted in the conditions set out below.

### General rules on special and general power of attorney

1. A shareholder may appoint only one person to represent them at the OGMS/EGMS. However, if a shareholder holds shares in the company in more than one securities account, this restriction shall not prevent them from appointing a separate representative for the shares held in each securities account in respect of a particular general meeting. In any case, the shareholder is prohibited from casting different votes based on their shares in the company.
2. A shareholder may appoint by proxy one or more alternate representatives to represent them in the OGMS/EGMS if the initial representative is unable to fulfill their mandate. If several alternate representatives are appointed by proxy, the order in which they will exercise their mandate will also be established.
3. The shareholder shall complete and sign the general power of attorney/special power of attorney, in three original copies, in Romanian or in English, one copy for the shareholder, one copy for the representative and one copy for the company.
4. In case of discussing within the Meetings, according to the legal provisions, some items not included on the published agenda, the proxy may vote on them according to the interest of the represented shareholder.
5. In the event that the OGMS/EGMS agenda is revised, the company will make available the updated special power of attorney forms, starting with **4.04.2025**.
6. The powers of attorney will be sent to the company at least 48 hours before the starting time of the OGMS/EGMS meeting at the first convening, as indicated in this convening notice, as follows:
  - a) general powers of attorney - before the first use, in a certified copy, bearing the shareholder's signature.
  - b) special powers of attorney - at each OGMS, in a certified copy, bearing the signature of the shareholder.
7. The shareholder will send the power of attorney, accompanied by the documents proving the identity, respectively:
  - a) copy of a valid identity card of the shareholder (BI/CI for Romanian citizens or, as the case may be, passport or residence card for foreign citizens)/copy of a valid identity card of the legal representative of the shareholder, in case of legal entity shareholders (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 shareholders of the company on the reference date, a certificate issued by the trade register/any other document issued by a competent authority of the state where the shareholder is legally registered, attesting their quality, will be attached, not older than 30 days, in original or certified copy.

b) copy of the valid identity document of the representative and, as the case may be, of the alternate individual person representative (BI/CI for Romanian citizens or, as the case may be, passport or residence card for foreign citizens).

In the case of the representative/alternate representative legal person, the following documents will also be sent:

a) the registration certificate for the representative/alternate representative, a certificate issued by the trade register/any other document issued by a competent authority of the State in which the representative is legally registered, attesting to their capacity as representative, not older than 30 days, in original or certified copy.

b) a copy of the identity document of the legal representative (BI/CI for Romanian citizens or, as the case may be, passport or residence card for foreign citizens) of the representative/alternate representative.

**8.** The copy of the power of attorney, completed and signed by the shareholder and accompanied by the related documents, must be sent:

- 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, Henri Coandă, str., Sibiu county, in a sealed envelope, with the reference written in clear script: **"FOR COMPA SA OGMS/EGMS OF 24/25.04.2025"**,
- or in the form of an electronically signed document with an 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 COMPA SA OGMS/EGMS OF 24/25.04.2025"**,

so that they are registered with the company by **22.04.2025**, at 15.00 (Romanian local time), under the sanction of losing the exercise of these rights within the OGMS/EGMS, according to the legal provisions.

#### Special provisions on special power of attorney

The special power of attorney is valid only for the OGMS / EGMS for which it was requested.

If they opt for the use of the special power of attorney, the shareholder must:

- i. use the special power of attorney form, for individual or legal persons, as the case may be, provided by the company on the company's website [www.compa.ro](http://www.compa.ro) in the section **Investor Relations - General Meeting of Shareholders - Meetings - OGMS/EGMS - 2025** and at the company's headquarters, located in Sibiu, 8, Henri Coandă str., Sibiu county, starting with **24.03.2025**
- ii. indicate the voting instructions for each item on the published OGMS/EGMS agenda.

#### Special provisions on general power of attorney

The general power of attorney is valid only if:

- i. It is granted for a period not exceeding 3 years, unless the parties have expressly stipulated a longer period;
- ii. Expressly allows the representative of the shareholder who has granted such a power of attorney to vote on all matters under discussion of any GMS, including with regard to acts of disposition;
- iii. It is granted by the shareholder, as a client, to an intermediary as defined by art. 2 par. (1) point 20 of Law 24/2017 or to a lawyer; and
- iv. It contains at least the following information: 1. the name of the shareholder; 2. name of the representative (the one granted the power of attorney); 3. the date of the power of attorney, as well as its validity period, according to the legal provisions; powers of attorney bearing a later date have the effect of revoking previously dated proxies; 4. specifying that the shareholder empowers the representative to participate and vote on their behalf by general power of attorney in the general meeting of shareholders for the entire holding of the shareholder on the reference date, with the express stipulation of the company for which that general power of attorney is used.

Shareholders may not be represented in the OGMS/EGMS on the basis of a general power of attorney by a person who is in a conflict of interest which may arise in particular in one of the following cases:

- a) They are majority shareholders of the Company or another entity, controlled by the respective shareholder;
- b) They are members of a management body of the Company, of a majority shareholder or of a controlled entity, according to those provided in let. (a);



- c) They are employees or auditors of the Company or of a majority shareholder or of a controlled entity, according to those provided in let. (a);
- d) They are the spouse, relative or in-law up to the fourth degree, including of one of the natural persons provided in let. a)-c).

The general power of attorney will be valid, without other additional documents regarding the respective shareholder, if it is signed by the respective shareholder and is accompanied by a solemn declaration, in original, signed and, if necessary, sealed, given by the legal representative of the intermediary or the lawyer who has received the proxy by general power of attorney, showing that:

- i) the power of attorney is granted by the respective shareholder, as a client, to the intermediary or, as the case may be, to the lawyer; and

- ii) the general power of attorney is signed by the shareholder, including by attaching an extended electronic signature, if applicable.

The general power of attorney ceases under the provisions of art. 202 par. (2) of the FSA Regulation no. 5/2018.

Other provisions on representation. Voting by custodian.

If a shareholder is represented by a credit institution providing custody services, they will be able to vote in the OGMS/EGMS on the basis of voting instructions received by electronic means of communication, at the address indicated in the convening notice, without the shareholder having to draw up a special or general power of attorney. The custodian votes in the OGMS/EGMS exclusively according to and within the limits of the instructions received from their clients who are shareholders at the reference date.

The credit institution may participate and vote in the OGMS/EGMS provided that they submit a solemn statement, signed by the legal representative, stating:

- a) the name of the shareholder in whose name the credit institution participates and votes in the OGMS/EGMS, in clear script.
- b) the credit institution provides custody services for the respective shareholder.

The declaration must be submitted to the company, in original, signed and, as the case may be, sealed, 48 hours before the OGMS/EGMS, without fulfilling other formalities related to its form, as follows:

- 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 script:  
**"FOR COMPA SA OGMS/EGMS OF 24/25.04.2025",**

- or in the form of an electronically signed document with an 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 COMPA SA OGMS/EGMS OF 24/25.04.2025"**,

so that they are registered with the company by 22.04.2025, at 15.00 (Romanian local time), under the sanction of losing the exercise of these rights within the OGMS/EGMS, according to the legal provisions.

In this case, the company will not request other documents related to the identification of the shareholder.

• ***Voting by correspondence***

The Company's shareholders registered on the reference date in the shareholders' register, kept by Central Depository SA, have the opportunity to vote by correspondence using the voting form by correspondence vote made available to shareholders by the Company, both in Romanian and in English on the company's website [www.compa.ro](http://www.compa.ro), in the section **Investor Relations - General Meeting of Shareholders - Meetings - OGMS/EGMS - 2025**, available starting with 24.03.2025.

In the event that the OGMS / EGMS agenda is revised, the company will make available the updated mail voting form, starting with 4.04.2025.

Correspondence voting may be cast by a representative only if:

- a) they have received from the represented shareholder a special/general power of attorney to be submitted to the company at least 48 hours before the start of the OGMS/EGMS meeting in the first convening; or
- b) the representative is a credit institution that provides custody services, under the provisions of art. 92 par. (11) of Law 24/2017.

In case the shareholder who has expressed their vote by correspondence participates in person/through a representative at the OGMS/EGMS, only the vote expressed personally/through a representative will be considered.

If the person representing the shareholder by personal participation in the OGMS/EGMS is other than the one who expressed the vote by correspondence, then for the validity of their vote they must present to the meeting secretary a written revocation of the correspondence vote form signed by the

shareholder or the representative who expressed the vote by correspondence. This is not necessary if the shareholder or their legal representative is present at the OGMS/EGMS.

The correspondence voting form completed and signed by the shareholder and accompanied by the related documents, will be sent to the company until **22.04.2025**, at 15.00 (Romanian local time), as follows:

- 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, Henri Coandă str., Sibiu county, in a sealed envelope, with the reference written in clear script: "**FOR COMPA SA OGMS/EGMS OF 24/25.04.2025**",
- or in the form of an electronically signed document with an 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 COMPA SA OGMS/EGMS OF 24/25.04.2025**".

  

- *Special rules on secret ballot*

The correspondence voting form and the power of attorney regarding the item 7 and 9 on the OGMS agenda, completed by the shareholders with the voting options, signed by them, will be sent, so that they reaches the company until 22.04.2025, at 15.00 (Romanian local time), as follows:

- 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, Henri Coandă str., Sibiu county, in a sealed envelope, with the reference written in clear script: "**SECRET BALLOT – ITEM 7 and 9 FOR COMPA SA OGMS/EGMS OF 24/25.04.2025**", which will in turn be inserted, in the envelope containing the correspondence voting bulletin for the other items on the OGMS/EGMS agenda, the general/special power of attorney/solemn statement (if applicable) for the other items on the agenda OGMS/OGMS and related documents, and bearing the mention "**FOR COMPA SA OGMS/EGMS OF 24/25.04.2025**",
- or in the form of an electronically signed document with an 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), in a separate folder named: "**SECRET BALLOT – ITEM 7 and 9 FOR COMPA SA OGMS/EGMS OF 24/25.04.2025**", in the mail containing the correspondence voting bulletin for the other items on the OGMS/EGMS agenda and the

general/special power of attorney/solemn statement (if applicable) for the other items on the OGMS/EGMS agenda and related documents, mentioning in the subject line: **“FOR COMPA SA OGMS/EGMS OF 24/25.04.2025”**

### **Other provisions on the OGMS/EGMS**

The draft decisions, the documents to be presented to the general meeting, the comments of the company's competent bodies on the agenda items, can be consulted at the company's headquarters, every working day, between 8.00 and 16.00 and on the company's website [www.compa.ro](http://www.compa.ro) in the **section Investor Relations - General Meeting of Shareholders - Meetings - OGMS/EGMS 2025**, being available in Romanian and English, starting with 24.03.2025.

Draft decisions proposed by shareholders will be added to the company's website as soon as possible after their receipt by the company.

The following documents and information will be published and can be obtained from the company's website [www.compa.ro](http://www.compa.ro), in Romanian and English, in the section **Investor Relations - General Meeting of Shareholders - Meetings - OGMS / EGMS 2025**, starting with 24.03.2025:

1. the convening notice of the general meeting of shareholders;
2. the total number of shares and voting rights at the convening date;
3. the documents to be presented to the general meeting;
4. a draft decision or, in the event that no decision is proposed, a comment from the Board of Directors, for each item on the proposal of the OGMS/EGMS agenda;

If the proposals for the agenda come from the entitled shareholders, the draft decisions or comments provided by the respective shareholders will be published, as soon as possible, after their receipt by the company;

5. special power of attorney forms for individual and companies, including secret voting forms to be used for voting by representation, on the basis of a special power of attorney;
6. the voting forms to be used for correspondence voting, including those for the secret vote;

The above-mentioned documents will be available and can be obtained at the company's headquarters located in Sibiu, 8, str. Henri Coandă, Sibiu, starting with **24.03.2025**.

7. List of the Board candidates;
8. Declaration of conflict of interest in the case of a vote on the basis of a general power of attorney.

The documents mentioned above will be available and can be obtained also at the company's headquarters located in Sibiu, str. Henri Coandă, no. 8, Sibiu, starting with **24.03.2025**.



If the special power of attorney forms and correspondence voting forms cannot be published on the company's website, for technical reasons, the company will indicate on its website [www.compa.ro](http://www.compa.ro), the manner in which they can be obtained on paper, and will send the forms free of charge, by postal service, to each of the shareholders who submit a request to this effect.

Detailed information on the exercise of shareholders' rights, as well as on the organization and proceedings of the OGMS/EGMS of **24/25.04.2025** are available on the company's website [www.compa.ro](http://www.compa.ro) in the section **Investor Relations - General Meeting of Shareholders – General Meeting of Shareholders Organization**.

Additional information can be obtained, on working days, between 8:00 and 16:00, at the company's headquarters, or at telephone no. 0269 237 878.

**Chairman and CEO,**

Ioan DEAC