

RESOLUTION nr. 49 / April 25th 2024
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
COMPAS S.A. SIBIU COMPANY

The Ordinary General Meeting of Shareholders (OGMS) convened by the Board of Directors of COMPAS S.A. with headquarters in Sibiu, str. Henri Coandă no. 8, Jud. Sibiu, registered at the Trade Registry Office under no. J32/129/1991, having C.U.I RO788767, assembled on April 25th 2024 at 15.00 (Romanian Local Time) in accordance with the law in force.

The work took place [during the first/second convocation] at the company's headquarters, fulfilling all publicity and quorum conditions of. Thus, at the participated in person / through a representative / by correspondence a number of 31 shareholders, having a number of 119.649.930 shares with voting rights, representing 54,7906 % form total number of shares with voting rights of the share capital of COMPAS S.A. (218,821,038 shares in the share capital of which 218.378.885 voting shares, 444.153 are shares without voting rights, being shares repurchased by COMPAS SA according to the Buy back program).

Having met the quorum provided for in Chapter VIII, paragraph (2) of the Articles of Association of the company, namely, "the presence of shareholders holding at least a quarter of the total number of voting rights", the meeting is legally constituted and it goes on with the presentation, debate and voting of the items provided in the completed agenda of the meeting, as announced in the call published in the Bursa newspaper from 12.03.2024, in the Tribuna newspaper from 13.03.2022, in the Official Gazette part IV of Nr. 1247/12.03.2024, on the company's website www.compa.ro on 11.03.2024, on www.bvb.ro site on 08.03.2024 and on www.asfromania.ro on 11.03.2024.

After debates concerning all points set out in the agenda, the following resolutions were adopted:

Art.1

With 119.649.930 validly cast votes, corresponding to a number of 119.649.930 shares, representing 54,7906 % of the total number of voting shares in the share capital and 54,6794 % of the total share capital, of which 119.649.930 votes cast "for" (100% from the validly cast votes), without votes cast "against", without abstentions, the OGMS, by open vote, **approves** the election from among the present shareholders of Mrs. Băiașu Voichița Maria as secretary of the meeting.

Art. 2

Art. 2.1. With 119.649.930 validly cast votes, corresponding to a number of 119.649.930 shares, representing 54,7906 % of the total number of voting shares in the share capital and 54,6794 % of the total share capital, of which 119.649.930 votes cast “for” (100% from the validly cast votes), without votes cast “against”, without abstentions, the OGMS, by open vote, **approves** the individual financial statements for 2023, elaborated in accordance with the International Standards for Financial Reporting and based on the Annual Report for the year 2023 of the Board of Directors accompanied by the report of the QUANTUM EXPERT SRL the Financial Auditor.

Art. 2.2. With 119.649.930 validly cast votes, corresponding to a number of 119.649.930 shares, representing 54,7906 % of the total number of voting shares in the share capital and 54,6794 % of the total share capital, of which 119.649.930 votes cast “for” (100% from the validly cast votes), without votes cast “against”, without abstentions, the OGMS, by open vote, **approves** the consolidated financial statements for 2023, elaborated in accordance with the International Standards for Financial Reporting and based on the Annual Report for the year 2023 of the Board of Directors accompanied by the report of the QUANTUM EXPERT SRL the Financial Auditor.

Art. 3

With 119.649.930 validly cast votes, corresponding to a number of 119.649.930 shares, representing 54,7906 % of the total number of voting shares in the share capital and 54,6794 % of the total share capital, of which 119.649.930 votes cast “for” (100% from the validly cast votes), without votes cast “against”, without abstentions, the OGMS, by open vote, **approves** 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.

Art. 4

With 119.649.930 validly cast votes, corresponding to a number of 119.649.930 shares, representing 54,7906 % of the total number of voting shares in the share capital and 54,6794 % of the total share capital, of which 119.649.930 votes cast “for” (100% from the validly cast votes), without votes cast “against”, without abstentions, the OGMS, by open vote, **approves** the date of June 14th, 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.

Art. 5

With 119.649.930 validly cast votes, corresponding to a number of 119.649.930 shares, representing 54,7906 % of the total number of voting shares in the share capital and 54,6794 % of the total share capital, of which 33.751.999 votes cast “for” (100% from the validly cast votes), without votes cast “against”, without abstentions, the OGMS, by open vote, **approves** the discharge of administrators from their duties for year 2023.

Pursuant to art. 126 of Law 31/1990 it is not express the vote of the shareholders present at the meeting, holding 85.897.831 shares corresponding to a number of 85.897.831 votes.

Art. 6

With 119.649.930 validly cast votes, corresponding to a number of 119.649.930 shares, representing 54,7906 % of the total number of voting shares in the share capital and 54,6794 % of the total share capital, of which 119.649.930 votes cast “for” (100% from the validly cast votes), without votes cast “against”, without abstentions, the OGMS, by open vote, **approves** the Revenues and Expenses Budget for 2024 and the investment plan for 2024.

Art. 7

With 119.649.930 validly cast votes, corresponding to a number of 119.649.930 shares, representing 54,7906 % of the total number of voting shares in the share capital and 54,6794 % of the total share capital, of which 119.490.737 votes cast “for” (99,8670 % from the validly cast votes), 159.193 votes

cast “against” (0,1130 % from the validly cast votes), without abstentions, the OGMS, by secret vote, **approves** the election and appointment of Mrs Dumitrescu Mihaela domiciled in Sibiu, Romania, for a one-year mandate starting on 25.04.2024, as a member to occupy the position of administrator in the Board of COMPA S.A., considering the vacancy currently occupied temporary.

Art. 8

With 119.649.930 validly cast votes, corresponding to a number of 119.649.930 shares, representing 54,7906 % of the total number of voting shares in the share capital and 54,6794 % of the total share capital, of which 119.490.737 votes cast “for” (99,8670 % from the validly cast votes), 159.193 votes cast “against” (0,1130 % from the validly cast votes), without abstentions, the OGMS, by open vote, **approves** the remuneration of the administrators for the current year, starting from 01.05.2024 until 30.04.2025, as follows: 25,000 lei gross/ month, for the chairman of the Board of Directors, 18.000 lei gorss/month, for the vicepresident of the Board of Directors and 13.000 lei gross / month for the non-executive members of the Board of Directors.

Art. 9

With 119.649.930 validly cast votes, corresponding to a number of 119.649.930 shares, representing 54,7906 % of the total number of voting shares in the share capital and 54,6794 % of the total share capital, of which 102.254.032 votes cast “for” (85,4610 % from the validly cast votes), 17.395.398 votes cast “against” (14,5390 % from the validly cast votes), without abstentions, the OGMS, by secret vote, **approves** 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.

Art. 10

With 119.649.930 validly cast votes, corresponding to a number of 119.649.930 shares, representing 54,7906 % of the total number of voting shares in the share capital and 54,6794 % of the total share capital, of which 119.490.737 votes cast “for” (99,8670 % from the validly cast votes), 159.193 votes

cast “against” (0,1130 % from the validly cast votes), without abstentions, the OGMS, by open vote, **approves** the remuneration report of the company's management prepared for the financial year 2023.

Art. 11

With 119.649.930 validly cast votes, corresponding to a number of 119.649.930 shares, representing 54,7906 % of the total number of voting shares in the share capital and 54,6794 % of the total share capital, of which 102.254.032 votes cast “for” (85,4610 % from the validly cast votes), 17.395.398 votes cast “against” (14,5390 % from the validly cast votes), without abstentions, the OGMS, by open vote, **approves** the Policy of remuneration updated of the Company.

Art. 12

With 119.649.930 validly cast votes, corresponding to a number of 119.649.930 shares, representing 54,7906 % of the total number of voting shares in the share capital and 54,6794 % of the total share capital, of which 119.649.930 votes cast “for” (100% from the validly cast votes), without votes cast “against”, without abstentions, the OGMS, by open vote, **approves 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.87 , Law 24/2017 on issuers of financial instruments and market operations and approval of **May 23nd, 2024 as ex-date**, according to Art. 176(1) from FSA Regulation no.5 / 2018.

Art. 13

Art.13.1 With 119.649.930 validly cast votes, corresponding to a number of 119.649.930 shares, representing 54,7906 % of the total number of voting shares in the share capital and 54,6794 % of the total share capital, of which 119.649.930 votes cast “for” (100% from the validly cast votes), without votes cast “against”, without abstentions, the OGMS, by open vote, **approves** the mandate **Mister Ioan Deac Chairman of the Board / CEO and Mrs. Mihaela Dumitrescu Vicepresident of the Board/CFO** to: conclude and / or sign, on behalf of the company and / or shareholders the company General Assembly decisions, and 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 perform

all legal formalities for registration, publicity, enforceability, execution and publication of adopted decisions.

Art.13.2 With 119.649.930 validly cast votes, corresponding to a number of 119.649.930 shares, representing 54,7906 % of the total number of voting shares in the share capital and 54,6794 % of the total share capital, of which 119.649.930 votes cast “for” (100% from the validly cast votes), without votes cast “against”, without abstentions, the OGMS, by open vote, **approves** the empowerment of Mrs. Băiașu Voichița Maria. to perform all legal formalities for registration, publicity and publication of adopted decisions.

No canceled votes were recorded.

Sibiu, April 25th, 2024

Chairman & CEO,

Ioan DEAC

Vicechairman & CFO,

Mihaela DUMITRESCU

RESOLUTION nr. 50/ April 25th 2024
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
COMP A S.A. SIBIU COMPANY

The Extraordinary General Meeting of Shareholders (OGMS) convened by the Board of Directors of COMP A S.A. with headquarters in Sibiu, str. Henri Coandă no. 8, Jud. Sibiu, registered at the Trade Registry Office under no. J32/129/1991, having C.U.I RO788767, assembled on April 25th 2024 at 16.00 (Romanian Local Time) in accordance with the law in force.

The work took place [during the first/second convocation] at the company's headquarters, fulfilling all publicity and quorum conditions of. Thus, at the participated in person / through a representative / by correspondence a number of 31 shareholders, having a number of 120.787.430 shares with voting rights, representing 55,3023 % form total number of shares with voting rights of the share capital of COMP A S.A. (218,821,038 shares in the share capital of which 218.378.885 voting shares, 444.153 are shares without voting rights, being shares repurchased by COMP A SA according to the Buy back program).

Having met the quorum provided for in Chapter VIII, paragraph (2) of the Articles of Association of the company, namely, "the presence of shareholders holding at least a quarter of the total number of voting rights", the meeting is legally constituted and it goes on with the presentation, debate and voting of the items provided in the completed agenda of the meeting, as announced in the call published in the Bursa newspaper from 12.03.2024, in the Tribuna newspaper from 13.03.2022, in the Official Gazette part IV of Nr. 1247/12.03.2024, on the company's website www.compa.ro on 11.03.2024, on www.bvb.ro site on 8.03.2024 and on www.asfromania.ro on 11.03.2024.

After debates concerning all points set out in the agenda, the following resolutions were adopted:

Art. 1

With 120.787.430 validly cast votes, corresponding to a number of 120.787.430 shares, representing 55.3023 % of the total number of voting shares in the share capital and 55,1900 % of the total share capital, of which 120.787.430 votes cast "for" (100% from the validly cast votes), without votes cast "against", without abstentions, the E.G.M.S., by open vote, **approves** the election from among the present shareholders of Mrs. Baiasu Voichita Maria as secretary of the meeting.

Art. 2

With 120.787.430 validly cast votes, corresponding to a number of 120.787.430 shares, representing 55.3023 % of the total number of voting shares in the share capital and 55,1900 % of the total share capital, of which 120.787.430 votes cast “for” (100% from the validly cast votes), without votes cast “against”, without abstentions, the E.G.M.S., by open vote, **approves** 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

Art. 3

With 120.787.430 validly cast votes, corresponding to a number of 120.787.430 shares, representing 55.3023 % of the total number of voting shares in the share capital and 55,1900 % of the total share capital, of which 120.787.430 votes cast “for” (100% from the validly cast votes), without votes cast “against”, without abstentions, the E.G.M.S., by open vote, **approves the** 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.

Art. 4

With 120.787.430 validly cast votes, corresponding to a number of 120.787.430 shares, representing 55.3023 % of the total number of voting shares in the share capital and 55,1900 % of the total share capital, of which 120.787.430 votes cast “for” (100% from the validly cast votes), without votes cast “against”, without abstentions, the the E.G.M.S., by open vote, **approves** the empowerment of the CEO and CFO of 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.

Art. 5

With 120.787.430 validly cast votes, corresponding to a number of 120.787.430 shares, representing 55.3023 % of the total number of voting shares in the share capital and 55,1900 % of the total share capital, of which 120.787.430 votes cast “for” (100% from the validly cast votes), without votes cast “against”, without abstentions, the E.G.M.S., by open vote, **approves** 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.

Art. 6

With 120.787.430 validly cast votes, corresponding to a number of 120.787.430 shares, representing 55.3023 % of the total number of voting shares in the share capital and 55,1900 % of the total share capital, of which 103.371.532 votes cast “for” (85,5955 % from the validly cast votes), 17.395.898 votes cast “against” (14,4045 % from the validly cast votes), without abstentions, the E.G.M.S., by open vote, **approves** mandating the CEO and the CFO 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.

Art. 7

With 120.787.430 validly cast votes, corresponding to a number of 120.787.430 shares, representing 55.3023 % of the total number of voting shares in the share capital and 55,1900 % of the total share capital, of which 120.608.237 votes cast “for” (99,8682 % from the validly cast votes), 159.193 votes cast “against” (0,1318 % from the validly cast votes), without abstentions, the E.G.M.S., by open vote, **approves** the 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 OGMS for carrying out his activity as a member of the Board.

Art. 8

With 120.787.430 validly cast votes, corresponding to a number of 120.787.430 shares, representing 55.3023 % of the total number of voting shares in the share capital and 55,1900 % of the total share capital, of which 103.630.725 votes cast “for” (85,7274 % from the validly cast votes), 17.236.705 votes cast “against” (14,2726 % from the validly cast votes), without abstentions, the E.G.M.S., by open vote, **approves** the 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 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.

Art. 9

With 120.787.430 validly cast votes, corresponding to a number of 120.787.430 shares, representing 55.3023 % of the total number of voting shares in the share capital and 55,1900 % of the total share capital, of which 103.630.725 votes cast “for” (85,7274 % from the validly cast votes), 17.236.705 votes cast “against” (14,2726 % from the validly cast votes), without abstentions, the E.G.M.S., by open vote, **approves** the updating the articles of association of the company Compa S.A., considering the changes in the object of activity.

Art. 10

With 120.787.430 validly cast votes, corresponding to a number of 120.787.430 shares, representing 55.3023 % of the total number of voting shares in the share capital and 55,1900 % of the total share capital, of which 103.630.725 votes cast “for” (85,7274 % from the validly cast votes), 17.236.705 votes cast “against” (14,2726 % from the validly cast votes), without abstentions, the E.G.M.S., by open vote, **approves** the 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.

Art. 11

With 120.787.430 validly cast votes, corresponding to a number of 120.787.430 shares, representing 55.3023 % of the total number of voting shares in the share capital and 55,1900 % of the total share capital, of which 120.787.430 votes cast “for” (100% from the validly cast votes), without votes cast “against”, without abstentions, the E.G.M.S., by open vote, **approves 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.87, 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.

Art. 12

Art. 12.1. With 120.787.430 validly cast votes, corresponding to a number of 120.787.430 shares, representing 55.3023 % of the total number of voting shares in the share capital and 55,1900 % of the total share capital, of which 120.787.430 votes cast “for” (100% from the validly cast votes), without votes cast “against”, without abstentions, the E.G.M.S., by open vote, **approves** to mandate Mister Ioan Deac Chairman of the Board / CEO and Mrs. Mihaela Dumitrescu Vicepresident of the Board/ CFO to: conclude and / or sign, on behalf of the company and / or shareholders the company General Assembly decisions, and 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 perform all legal formalities for registration, publicity, enforceability, execution and publication of adopted decisions.

Art.12.2. With 120.787.430 validly cast votes, corresponding to a number of 120.787.430 shares, representing 55.3023 % of the total number of voting shares in the share capital and 55,1900 % of the total share capital, of which 120.787.430 votes cast “for” (100% from the validly cast votes), without votes cast “against”, without abstentions, the E.G.M.S., by open vote, **approves** the empowerment of Mrs. Baiasu Voichita Maria to perform all legal formalities for registration, publicity and publication of adopted decisions.

No canceled votes were recorded.

Sibiu, April 25th, 2024

Chairman & CEO,

Ioan DEAC

Vice chairman & CFO,

Mihaela DUMITRESCU