

**RESOLUTION nr. 34/ May 7<sup>th</sup> 2026**

**OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS**

**COMPA S.A. SIBIU COMPANY with headquarters in Sibiu, Henri Coandă Street no. 8, Sibiu  
County, registered with the Trade Register under no. J1991000129321, CUI RO 788767,  
EUID ROONRC.J1991000129321**

The Ordinary General Meeting of Shareholders (OGMS) convened by the Board of Directors of COMPA S.A. Sibiu, assembled on May 7<sup>th</sup> 2026 at 15.00 (Romanian Local Time) in accordance with the law in force.

The work took place during the first 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 19 shareholders, having a number of 128.258.536 shares with voting rights, representing 58,8551 % form total number of shares with voting rights of the share capital of COMPA S.A. (218,821,038 shares in the share capital, of which 217,922,515 are voting shares; 898,523 shares are non-voting shares).

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 April, 2<sup>nd</sup> 2026, in the Tribuna newspaper from April, 2<sup>nd</sup> 2026, in the Official Gazette part IV of No. 1847/26.03.2026, on the company's website [www.compa.ro](http://www.compa.ro) on March, 26<sup>th</sup> 2026, on [www.bvb.ro](http://www.bvb.ro) site on March, 25<sup>th</sup> 2026, and on [www.asfromania.ro](http://www.asfromania.ro) on March, 25<sup>th</sup> 2026.

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

**Art.1**

With 128.258.536 validly cast votes, corresponding to a number of 128.258.536 shares, representing 58,8551 % of the total number of voting shares in the share capital and 58,6134 % of the total share capital, of which 128.258.536 votes cast "for" (100% from the cast votes) without votes cast "against" and 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 128.258.536 validly cast votes, corresponding to a number of 128.258.536 shares, representing 58,8551 % of the total number of voting shares in the share capital and 58,6134 % of the total share capital, of which 128.258.536 votes cast “for” (100% from the cast votes) without votes cast “against” and without abstentions, the OGMS, by open vote, **approves** the Annual Report of the Board of Directors containing the individual financial statements prepared in accordance with International Financial Reporting Standards, for the fiscal year 2025, accompanied by the Financial Auditor's Report.

The individual financial situation as at 31.12.2025 is characterized by the following indicators:

- total income        534,426 thousand lei,
- total expenses     539,209 thousand lei,
- turnover            521,814 thousand lei.

**Art. 2.2.** With 128.258.536 validly cast votes, corresponding to a number of 128.258.536 shares, representing 58,8551 % of the total number of voting shares in the share capital and 58,6134 % of the total share capital, of which 128.258.536 votes cast “for” (100% from the cast votes) without votes cast “against” and without abstentions, the OGMS, by open vote, **approves** the Annual Report of the Board of Directors containing the consolidated financial statements prepared in accordance with International Financial Reporting Standards, for the fiscal year 2025, accompanied by the Financial Auditor's Report.

The consolidated financial situation as at 31.12.2025 is characterized by the following indicators:

- total income        563,196 thousand lei,
- total expenses     567,583 thousand lei,
- turnover            549,244 thousand lei

**Art. 2.3.** With 128.258.536 validly cast votes, corresponding to a number of 128.258.536 shares, representing 58,8551 % of the total number of voting shares in the share capital and 58,6134 % of the total share capital, of which 128.258.536 votes cast “for” (100% from the cast votes) without votes cast “against” and without abstentions, the OGMS, by open vote, **approves** the Annual Report of the Board of Directors containing the individual and consolidated sustainability report prepared in accordance with the European Sustainability Reporting Standards for the financial year 2025, accompanied by the Financial Auditor's Assurance.

### Art. 3

With 128.258.536 validly cast votes, corresponding to a number of 128.258.536 shares, representing 58,8551 % of the total number of voting shares in the share capital and 58,6134 % of the total share capital, of which 128.258.536 votes cast “for” (100% from the cast votes) without votes cast “against” and without abstentions, the OGMS, by open vote, **approves** the financial results for the 2025 fiscal year, namely:

- a net accounting loss of 4,782,538 lei as of December 31, 2025, on an individual basis, and its coverage from the “Other Reserves” account in accordance with legal provisions
- a net accounting loss of 4,386,931 lei on a consolidated basis

### Art. 4

With 67.850.397 validly cast votes, corresponding to a number of 67.850.397 shares, representing 31,1351 % of the total number of voting shares in the share capital and 31,0073 % of the total share capital, of which 67.850.397 votes cast “for” (100% from the cast votes) without votes cast “against” and without abstentions, the OGMS, by open vote, **approves** the discharge of administrators from their duties for year 2025.

Pursuant to Article 126 of Law no. 31/1990, the shareholders present at the meeting holding 60,408,139 shares corresponding to 60,408,139 voting rights, do not cast a vote.

### Art. 5

With 128.258.536 validly cast votes, corresponding to a number of 128.258.536 shares, representing 58,8551 % of the total number of voting shares in the share capital and 58,6134 % of the total share capital, of which 128.258.536 votes cast “for” (100 % from the votes cast), without votes cast “against” and without abstentions, the OGMS, by open vote, **approves** the Revenues and Expenses Budget for 2026 and the Investment plan for 2026.

### Art. 6

With 128.258.536 validly cast votes, corresponding to a number of 128.258.536 shares, representing 58,8551 % of the total number of voting shares in the share capital and 58,6134 % of the total share capital, of which 128.258.536 votes cast “for” (100% from the cast votes) without votes cast “against” and without abstentions, the OGMS, by open vote, **approves** the remuneration for the members of the Board, starting from 1.05.2026 until 30.04.2027, as follows: 25,000 lei gross/ month, for the chairman of the Board of Directors, 18.000 lei gross/month, for the vice-president of the Board of Directors and 13.000 lei gross /month for the non-executive members of the Board of Directors.

## Art. 7

With 128.258.536 validly cast votes, corresponding to a number of 128.258.536 shares, representing 58,8551 % of the total number of voting shares in the share capital and 58,6134 % of the total share capital, of which 128.258.536 votes cast “for” (100% from the cast votes) without votes cast “against” and without abstentions, the OGMS, by secret vote, **approves** the extension until 30.04.2027 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. J2000000040202, 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 2026 and the audit for the 2026 Sustainability Report.

## Art. 8

With 128.258.536 validly cast votes, corresponding to a number of 128.258.536 shares, representing 58,8551 % of the total number of voting shares in the share capital and 58,6134 % of the total share capital, of which 128.258.536 votes cast “for” (100% from the cast votes) without votes cast “against” and without abstentions, the OGMS, by open vote, **approves** the remuneration report of the company's management prepared for the financial year 2025.

## Art. 9

With 128.258.536 validly cast votes, corresponding to a number of 128.258.536 shares, representing 58,8551 % of the total number of voting shares in the share capital and 58,6134 % of the total share capital, of which 128.258.536 votes cast “for” (100 % from the votes cast), without votes cast “against”, and without abstentions, the OGMS, by secret vote, **approves** May 27th, 2026, 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 26th, 2026 as ex-date, according to Art. 176 (1) from FSA Regulation no.5 / 2018.

## Art. 10

**Art. 10.1.** With 128.258.536 validly cast votes, corresponding to a number of 128.258.536 shares, representing 58,8551 % of the total number of voting shares in the share capital and 58,6134 % of the total share capital, of which 128.258.536 votes cast “for” (100% from the cast votes) without votes cast “against” and without abstentions, the OGMS, by open vote, **approves** the mandate of Mister **Ioan Deac Chairman of**

**the Board of Directors** 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. 10.2** With 128.258.536 validly cast votes, corresponding to a number of 128.258.536 shares, representing 58,8551 % of the total number of voting shares in the share capital and 58,6134 % of the total share capital, of which 128.258.536 votes cast “for” (100% from the cast votes) without votes cast “against” and without abstentions, the OGMS, by open vote, **approves** the authorization of either Rotari Oana Sabina, the company's legal advisor, or Băiașu Voichița Maria, lawyer, each having individual representation and signing rights, being able to act and sign separately, to carry out all legal formalities for registration, publicity, enforceability, execution, and publication of the adopted resolutions.

No canceled votes were recorded.

Sibiu, May 7<sup>th</sup>, 2026

**Chairman of the Board of Directors,**

Ioan DEAC

**RESOLUTION nr. 37/ May 7<sup>th</sup> 2026**

**OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

**COMPA S.A. SIBIU COMPANY with headquarters in Sibiu, Henri Coandă Street no. 8, Sibiu  
County, registered with the Trade Register under no. J1991000129321, CUI RO 788767,  
EUID ROONRC.J1991000129321**

The Extraordinary General Meeting of Shareholders (EGMS) convened by the Board of Directors of COMPA S.A. Sibiu, assembled on May 7<sup>th</sup> 2026 at 16.00 (Romanian Local Time) in accordance with the law in force.

The work took place during the first 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 19 shareholders, having a number of 128.258.536 shares with voting rights, representing 58,8551% from total number of shares with voting rights of the share capital of COMPA S.A. (218,821,038 shares in the share capital, of which 217,922,515 are voting shares; 898,523 shares are non-voting shares).

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 April, 2<sup>nd</sup> 2026, in the Tribuna newspaper from April, 2<sup>nd</sup> 2026, in the Official Gazette part IV of No. 1847/26.03.2026, on the company's website [www.compa.ro](http://www.compa.ro) on March, 26<sup>th</sup> 2026, on [www.bvb.ro](http://www.bvb.ro) site on March, 25<sup>th</sup> 2026, and on [www.asfromania.ro](http://www.asfromania.ro) on March, 25<sup>th</sup> 2026.

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

**Art. 1**

With 128.258.536 validly cast votes, corresponding to a number of 128.258.536 shares, representing 58,8551% of the total number of voting shares in the share capital and 58,6134% of the total share capital, of which 128.258.536 votes cast "for" (100% from the cast votes) without votes cast "against" and without abstentions, the E.G.M.S., by open vote, **approves** the election from among the present shareholders of Mrs. Băiașu Voichița Maria as secretary of the meeting.

## Art. 2

With 128.258.536 validly cast votes, corresponding to a number of 128.258.536 shares, representing 58,8551% of the total number of voting shares in the share capital and 58,6134% of the total share capital, of which 128.258.536 votes cast “for” (100% from the cast votes) without votes cast “against” and without abstentions, the E.G.M.S., by open vote, **approves** the contracting and / or extension for the year 2026 and the year 2027 until the annual EGMS of investment loans, credit lines, leasing, letters of bank warrantee, 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 128.258.536 validly cast votes, corresponding to a number of 128.258.536 shares, representing 58,8551% of the total number of voting shares in the share capital and 58,6134% of the total share capital, of which 128.258.536 votes cast “for” (100% from the cast votes) without votes cast “against” and 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 the date of this decision until the next Extraordinary General Meeting in April 2027 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 warrantees related to assets of the company's patrimony.

## Art. 4

With 128.258.536 validly cast votes, corresponding to a number of 128.258.536 shares, representing 58,8551% of the total number of voting shares in the share capital and 58,6134% of the total share capital, of which 128.258.536 votes cast “for” (100% from the cast votes) without votes cast “against” and without abstentions, the E.G.M.S., by open vote, **approves** the empowerment of the CEO of the Company, Mister Băiașu Dan-Nicolae and CFO of the Company, Mrs. Mihaela Dumitrescu 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 128.258.536 validly cast votes, corresponding to a number of 128.258.536 shares, representing 58,8551% of the total number of voting shares in the share capital and 58,6134% of the total share capital, of which 128.258.536 votes cast “for” (100% from the cast votes) without votes cast “against” and without abstentions, the E.G.M.S., by open vote, **approves** the 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 2026 and onwards until the next E.G.M.S from April 2027.

#### Art. 6

With 128.258.536 validly cast votes, corresponding to a number of 128.258.536 shares, representing 58,8551% of the total number of voting shares in the share capital and 58,6134% of the total share capital, of which 128.258.536 votes cast “for” (100% from the cast votes) without votes cast “against” and without abstentions, the E.G.M.S., by open vote, **approves** the mandating the CEO, Mr. Băiașu Dan-Nicolae and the CFO, Mrs. Mihaela Dumitrescu, 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.

#### Art. 7

With 128.258.536 validly cast votes, corresponding to a number of 128.258.536 shares, representing 58,8551% of the total number of voting shares in the share capital and 58,6134% of the total share capital, of which 128.258.536 votes cast “for” (100% from the cast votes) without votes cast “against” and without abstentions, the E.G.M.S., by open vote, **approves** the reduction of the subscribed and paid-up share capital of COMPA SA, pursuant to art. 207 para. (1) letter c) of Law no. 31/1990 on companies, from RON 21,882,103.8 to RON 21,792,251.5, respectively by the amount of RON 89,852.3, as a result of the cancellation of 898,523 treasury shares acquired by the company, as follows: 454,370 shares through direct transfer following the liquidation of the affiliated company Recaserv SRL (liquidation approved by the Extraordinary General Meeting of Shareholders of 24 April 2025) and 444,153 shares as a result of their non-allocation within the Stock Buyback Program completed in December 2022, a program carried out based on shares repurchased under the Stock Buyback Program approved by the Extraordinary General Meeting of

Shareholders dated 27 April 2020. Following the reduction, the subscribed and paid-up share capital of COMPA SA will amount to RON 21,792,251.5, divided into 217,922,515 shares, each with a nominal value of RON 0.10/share. The reduction of the subscribed share capital shall become effective after the fulfillment of the legal requirements, namely:

(i) publication of the resolution of the Extraordinary General Meeting of Shareholders approving the share capital reduction in the Official Gazette of Romania, Part IV;

(ii) authorization of the amendments to point VII of the company's Articles of Incorporation by the Financial Supervisory Authority;

(iii) registration of the resolution of the Extraordinary General Meeting of Shareholders approving the share capital reduction with the Trade Register.

#### **Art. 8**

With 128.258.536 validly cast votes, corresponding to a number of 128.258.536 shares, representing 58,8551% of the total number of voting shares in the share capital and 58,6134% of the total share capital, of which 128.258.536 votes cast "for" (100% from the cast votes) without votes cast "against" and without abstentions, the E.G.M.S., by open vote, **approves** the amendment of point VII, subpoint (1) of the Articles of Association of Compa S.A., following the reduction of the share capital, so that the amended text shall read as follows:

#### ***VII. SHARE CAPITAL. SHARES. ISSUANCE OF BONDS***

(1) **The total private share capital**, fully subscribed and paid up, in the amount of RON 21,792,251.5, is divided into 217,922,515 registered shares, with a nominal value of RON 0.10/share, allocated among shareholders as follows: Mihaela Dumitrescu – individual shareholder, holds 41,945,252 shares, representing 19,2478% of the share capital, Transilvania Investments Alliance S.A. – legal entity, holds 30,915,137 shares, representing 14,1863% of the share capital; Băiașu Voichița-Maria – individual shareholder, holds 25,002,625 shares, representing 11,4732% of the capital share; other individual shareholders hold 95,028,158 shares, representing 43,6064% of the share capital; and legal entities hold 25,031,343 shares, representing 11,4863% of the share capital, based on the consolidated synthetic structure of financial instrument holders as of April, 22<sup>nd</sup> 2026, communicated through the notice issued by Depozitarul Central S.A. Bucharest on April, 29<sup>th</sup> 2026.

## Art. 9

With 128.258.536 validly cast votes, corresponding to a number of 128.258.536 shares, representing 58,8551% of the total number of voting shares in the share capital and 58,6134% of the total share capital, of which 128.258.536 votes cast “for” (100% from the cast votes) without votes cast “against” and without abstentions, the E.G.M.S., by open vote, **approves** the empowerment of Mr. Ioan Deac, Chairman of the Board of Directors of the Company to sign, the updated Articles of Association of the Company.

## Art. 10

With 128.258.536 validly cast votes, corresponding to a number of 128.258.536 shares, representing 58,8551% of the total number of voting shares in the share capital and 58,6134% of the total share capital, of which 128.258.536 votes cast “for” (100% from the cast votes) without votes cast “against” and without abstentions, the E.G.M.S., by open vote, **approves** of May 27th, 2026, 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 26th, 2026 as ex-date, according to Art. 176(1) from FSA Regulation no.5/2018.

## Art. 11

**11.1.** With 128.258.536 validly cast votes, corresponding to a number of 128.258.536 shares, representing 58,8551% of the total number of voting shares in the share capital and 58,6134% of the total share capital, of which 128.258.536 votes cast “for” (100% from the cast votes) without votes cast “against” and without abstentions, the E.G.M.S., by open vote, **approves** to mandate **Mister Ioan Deac Chairman of the Board** 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.

**11.2.** With 128.258.536 validly cast votes, corresponding to a number of 128.258.536 shares, representing 58,8551% of the total number of voting shares in the share capital and 58,6134% of the total share capital, of which 128.258.536 votes cast “for” (100% from the cast votes) without votes cast “against” and without abstentions, the E.G.M.S., by open vote, **approves** the authorization of either Rotari Oana Sabina, the



company's legal advisor, or Băiașu Voichița Maria, lawyer, each having individual representation and signing rights, being able to act and sign separately, to carry out all legal formalities for registration, publicity, enforceability, execution, and publication of the adopted resolutions.

No canceled votes were recorded.

Sibiu, May 7<sup>th</sup>, 2026

**Chairman of the Board of Directors**

Ioan DEAC