

CONVENING NOTICE

The Board of COMPA S.A., registered with the Trade Registry Office of Sibiu Court under number J32/129/1991, Fiscal Registration Code RO 788767, postal code 550234, headquartered in Sibiu, Henri Coandă 8 str. (hereinafter referred to as the „Company”), Considering Law no. 31/1990 on trading companies, republished, Regulation no. 6/2009 regarding the exercise of the certain rights of shareholders in general meetings of companies, issued by the National Securities Commission, the Company’s Constitutive Act, meeting on 05.07.2013 at the Company,

CONVENES

The Ordinary General Meeting of Shareholders of Shareholders and the Extraordinary General Meeting of Shareholders, for 12.08.2013, starting with hour 15:00, respective hour 16:00, at the company, for all shareholders registered in the Company’s Shareholders’ Register held by *Depozitarul Central S.A. Bucharest*, at the end of the day of **30.07.2013**, considered reference date for these meetings.

In case that on the aforementioned date the validity / quorums requirements stipulated on the Law no. 31/1990 and the Company’s Constitutive Act are not fulfilled, it is convened and fixed according to art. 118 of the Law no.31/1990 the second Extraordinary Meeting of the Shareholders for **13.08.2013**, as the case may be, at the same address, at the same hours, with the same agenda and reference date.

THE AGENDA OF THE ORDINARY MEETING OF THE SHAREHOLDERS IS THE FOLLOWING

1. The presentation, discussion and approval of consolidated financial statements for 2012, based on the Annual Report and the fiscal Auditor Report for the financial year 2012.
2. Financial auditor's report presentation regarding verification and certification and the consolidated financial statements closed at 31.12.2012
3. Approval of 30.08.2013 as the registration date for the shareholder identification falling under the consequences of the General Shareholders Assembly, due to the provisions in Art.238, Law 297/2004 regarding the capital market.
4. Power of attorney for natural individuals that will perform the publication and recording formalities for the EGMS session decisions, including their signing

NOTE

Kindly ask you to check the requirements as mentioned in the Convening notice / Convocation and beginning with 22.07.2013, you may have the possibility to update the special Power of Attorney / Voting Bulletin by correspondence.

THE AGENDA OF THE EXTRAORDINARY MEETING OF THE SHAREHOLDERS IS THE FOLLOWING:

1. Approval of dissolution and liquidation of the company SC ENERCOMPA SRL Sibiu, according to updated Law 31/1990.
 2. Approval of reduction of share capital of the company S.C. COMPA I.T. S.R.L. Sibiu by the amount of 2,800,000 from the current value of 3,000,000, to the value of 200,000.
-

3. Approval of participation in the share capital increase of the company SCTARTARUS SRL Sibiu by the amount of 5,000 RON, which will representing 50% of the share capital of the company.
4. Approval of 30 August 2013 as registration date for identifying the shareholder falling under the consequences of the General Assembly, due to the provisions in Art.238, Law 297/2004 regarding the capital market.
5. Power of attorney for natural individuals who will perform formalities regarding the publication and recording of EGMS session decisions, including their signing .

Kindly ask you to check the requirements as mentioned in the Convening notice / Convocation and beginning with 22.07.2013, you may have the possibility to update the special Power of Attorney / Voting Bulletin by correspondence.

* * *

a) The right of the shareholders to participate to the General Meetings

Only shareholders who are registered with the Company's Shareholders Registry at the Reference Date (30.07.2013) are entitled to attend and cast their vote in the General Meetings, according to the legal and Constitutive Act provisions, in person (by the legal representatives) or by representative (based on a special Power of attorney), considering the legal constraints, or by correspondence, prior to the General Meetings, (based on a voting Bulletin for the votes by correspondence).

The access and/or the vote by correspondence of the shareholders entitled to attend the General Meetings is allowed by the simple proof of their identity made, *in the case of shareholders who are natural persons*, by their identity document (BI/CI for the Romanian citizens or, as the case may be, Passport/residence Permit for the foreign citizens) and, *in the case of legal entities*, based on the identity document of the legal representative (BI/CI for the Romanian citizens or, as the case may be, Passport/residence Permit for the foreign citizens), accompanied by an official document which attest its capacity as a legal representative (an excerpt / ascertaining certificate issued by the Trade Registry Office or another proof issued by the competent authority, in the original counterpart, issued at most 30 days).

The representatives of the natural persons shall be identified based on their identity document (BI/CI for the Romanian citizens or, as the case may be, Passport / residence Permit for the foreign citizens), accompanied by the special Power of attorney signed by the shareholder natural person.

The representatives of the shareholders legal persons shall prove their capacity based on their identity document (BI/CI for the Romanian citizens or, as the case may be, Passport/residence Permit for the foreign citizens), accompanied by the special Power of attorney signed by the legal representative of the respective legal person and an official document which attest the capacity of the legal representative of the legal person who is the signatory of that Power of attorney (an excerpt/ascertaining certificate issued by the Trade Registry Office or another proof issued by the competent authority, in the original counterpart, issued at most 30 days).

Information concerning the special Powers of attorney and the voting Bulletins for the votes by correspondence is enclosed at point c) below.

Any documents submitted in a foreign language (except for identity documents valid in Romania) shall be accompanied by the legalized translation thereof into Romanian.

b) Documents related to the General Meeting of the shareholders

Starting with **12.07.2013, hour 16:00**, the shareholders may access on the Company's website www.compa.ro Section General Meeting of Shareholders, or may obtain, by request, in any working day, between 08:00-16:00, at the Company's office, via fax or by mail:

- **Convening Notice for the General Meeting** of the shareholders

- **Special Powers of attorney - forms** for the representation of the shareholders in the General Meeting of the shareholders, which shall be updated if new items shall be inserted on the agenda
- **Voting Bulletins forms** for the participation by correspondence of the shareholders in the General Meeting of the shareholders, which shall be updated if new items shall be inserted on the agenda
- **Documents and informative papers** related to the matters/items included on the agenda

Resolutions drafts for the matters included on the agenda of the General Meeting of the shareholders.

If the case should be, the updated agenda shall be published until the Reference Date, in compliance with the legal provisions.

c) The special Powers of attorney and the voting Bulletins for the votes by correspondence

Once filled in and signed, one original counterpart of the special Power of attorney and/or the voting Bulletins for the votes by correspondence, as the case may be, forms being made available by the Company according to point b), shall be presented / posted in a sealed envelope, so that to be registered as received to the Company's registration until 09.08.2013 hour 16:00, asserting clearly and with capital letters on the envelope **„FOR THE GENERAL MEETING OF THE SHAREHOLDERS AS OF 12/13.08.2013**

The special Power of attorney may be sent also by e-mail having attached an extended electronic signature, in compliance with Law no. 455/2001 on digital signature, so that to be registered as received to the Company's registration until **09.08.2013 hour 16:00**, at the address mihaela.grobnicu@compa.ro asserting in the subject matter field **„FOR THE GENERAL MEETING OF THE SHAREHOLDERS AS OF 12/13.08.2013”**.

The special Powers of attorney / the voting Bulletins for the votes by correspondence which were not registered as received to the Company's registration until the aforementioned deadlines shall not be counted towards the quorum and majority in the General Meeting.

The special Powers of attorney and the voting Bulletins by correspondence shall have the form issued by the Company and shall indicate the vote for each item on the agenda (meaning vote "For", vote "Against" or "Abstention") and are only valid for the General Assembly referred.

For the valid exercise of the rights stipulated at letter c), the shareholders shall also submit to the Company a certified copy of the identity document of the natural person shareholder (BI/CI/Passport/residence Permit), respectively an ascertaining certificate issued by the Trade Registry Office or another proof issued by the competent authority regarding the identity of the legal representative of the legal person shareholder, in the original counterpart, issued at most 30 days.

Any documents submitted in a foreign language (except for identity documents valid in Romania) shall be accompanied by the legalized translation thereof into Romanian.

When completing the special Powers of attorney / the voting Bulletins for the votes by correspondence, please consider that new items could be added on the agenda of the General Meeting, in which case the agenda shall be complemented and published until the Reference Date.

In this case, the special Powers of attorney/the voting Bulletins for the votes by correspondence shall be updated and published as described at point b) until the Reference Date.

The custodian banking companies may sign and hand over the special *Powers of attorney/ the voting Bulletins for the votes by correspondence* in the name of their customers, based on the rights conferred to them through custody contracts, as well as on the specific vote instructions received from such customers for the purpose of this General Meeting. In this case, the special *Powers of attorney/the voting Bulletins for the votes by*

correspondence shall be accompanied by certified copies or certified excerpts of the custody contract and of the specific instructions received from the customers for this General Meeting of the shareholders.

The centralization, the verification and the recordkeeping of the votes by correspondence, as well as the verification and validation of the special Powers of attorney submitted shall be made by the technical secretaries appointed according to the law, and the members of such commission shall safeguard the documents, and shall maintain confidentiality over the votes cast, until the items on the agendas are submitted for voting.

d) The shareholders right to introduce additional items on the agenda and to make new resolution proposals for the existing or proposed items to be included on the agenda.

The shareholders representing, individually or collectively, at least 5% of the Company's share capital, have the right to introduce new items on the agenda, as well as to make new resolution for the items included or proposed to be included on the agenda, by recommended letter with receiving confirmation / courier, in a sealed envelope, so that to be registered as received to the Company's registration until **22.07 2013, hour 16:00**, asserting clearly and with capital letters on the envelope „**FOR THE GENERAL MEETING OF THE SHAREHOLDERS AS OF 12/13.08.2013**”

Each new item must be accompanied by a justification or a draft resolution proposed for adoption by the General Meeting.

For the valid exercise of the rights stipulated at letter d), the shareholders shall also submit to the Company a certified copy of the identity document of the natural person shareholder (BI/CI/Passport/residence Permit), respectively an ascertaining certificate issued by the Trade Registry Office or another proof issued by the competent authority regarding the identity of the legal representative of the legal person shareholder, in the original counterpart, issued at most 30 days.

Any documents submitted in a foreign language (except for identity documents valid in Romania) shall be accompanied by the legalized translation thereof into Romanian.

e) The shareholders right to ask questions concerning the agenda.

Any interested shareholder has the right to ask questions regarding the items included on the agenda of the **General Meeting of the Shareholders**, in writing, so that to be registered as received to the Company's registration until **05.08.2013 hour 16:00**.

The questions shall be submitted in writing and shall be presented/posted in a sealed envelope, asserting clearly and with capital letters on the envelope „**FOR THE GENERAL MEETING OF THE SHAREHOLDERS AS OF 12/13.08.2013**”

The answers shall be available on the Company's website www.compa.ro Section General Meeting of Shareholders, starting with **09.08.2013, hour 16:00**, according to the law.

The right to ask questions and the Company's duty to respond shall be conditioned by the safeguard of the confidentiality and the Company's commercial interests.

For the valid exercise of the rights stipulated at letter e), the shareholders shall also submit to the Company a certified copy of the identity document of the natural person shareholder (BI/CI/Passport/residence Permit), respectively an ascertaining certificate issued by the Trade Registry Office or another proof issued by the competent authority regarding the identity of the legal representative of the legal person shareholder, in the original counterpart, issued at most 30 days.

Any documents submitted in a foreign language (except for identity documents valid in Romania) shall be accompanied by the legalized translation thereof into Romanian.

As of the date of the convening notice, the share capital of the Company is of RON **21.882.103,8** and is formed by **218,821,038** nominative shares, dematerialized, having a nominal value of RON 0.10 each share giving the right to one vote at the General Meeting of the shareholders.

Additional information shall be obtained in any working day, between 08:00-16:00, telephone +40 269 239 400, as well as from the Company's website www.compa.ro Section ***"General Meeting of Shareholders"***

BOARD OF DIRECTORS

By Ioan DEAC

President