

Nr. 364 / Mars 18th 2019

To

FINANCIAL SUPERVISORY AUTHORITY - Financial Instruments and Investments Sector
BUCHAREST STOCK EXCHANGE - Regulated market

CURRENT REPORT

According to FSA Regulation no. 5/2018 on issuers and operations with securities

Report date:	Mars 18 th 2019
Name of the issuing company:	COMPA S.A. Sibiu
Social headquarters:	Sibiu, No.8, Henri Coandă Street, Postal Code 550234
Phone/fax number:	+40269 237 878; + 40269 237 770
VAT no :	RO 788767
Order Number in the Trade Register:	J32 / 129 / 1991
Share capital:	RON 21.882.103,8
Regulated market on which the issued securities are traded: Bucharest Stock Exchange – Standard Category (symbol CMP)	
LEI Code	315700EXV87GJDVUUA14

IMPORTANT EVENTS TO BE REPORTED

Listing of important events that have occurred in connection with the company and may have, currently have or will have a significant impact on the price of securities or on securities holders.

Such important events, without limitation, are:

...

e) Other events

According to the **Regulation 5/2018** on issuers and operation with securities and to the Law 24/2017 on issuers of financial instruments and market operations, we inform you that on **Mars 18th 2019** the Board of Administrators of COMPA S.A., decides the convocation OGMS and EGMS for **April 24th 2019**.

Please find attached the **Decision** of the Board of Administrators and the **Convening Notice**.

DECISION OF THE BOARD OF DIRECTORS OF COMPA S.A. SIBIU

The Board of Directors of COMPA S.A., a joint stock company established and operating according to Romanian law, headquartered in Sibiu, No.8, Henri Coandă Street, registered at the Trade Register Office under no. J32/129/1990, sole registration code 788767, having meeting on **Mars 18th 2019**, convened by the President of the Board of Directors, according to the provisions of Law 31/1990 regarding companies and of Law 24/ 2017 on issuers of financial instruments and market operations and pursuant to the articles of association of COMPA, in the presence of all members of the Board of Directors, unanimously decide the following:

Approving **the convening** of the General Shareholders Meeting of COMPA S.A. for **April 24th 2019** and of the second convening for **April 25th 2019**, in case the quorum requirements are not met at the first convening, at the registered office, for both convening dates, having the agenda of the meeting included in the **convening notice** attached to this decision.

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, No.8, Henri Coandă, (hereinafter referred to as the „Company” or COMPA), considering Law no. 31/1990 on trading companies, updated with modifications and additions, FSA Regulation no. 5/2018, on issuers and operations with securities, the Company’s Constitutive Act, meeting on **Mars 18th 2019** at the company’s headquarters,

CONVENES

General Meeting of Shareholders (OGMS and EGMS), for **April 24th 2019**, starting at 15:00 p.m., at the company headquarters, for all shareholders registered in the Company’s Shareholders’ Register held by **Central Depository S.A.** Bucharest, at the end of the day of **April 12th 2019**, considered Reference Date for these meetings.

In case that on the aforementioned date the validity / quorums requirements stipulated in 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 General Meeting of the Shareholders for **April 25th 2019**, as the case may be, at the same address, at the same hours, with the same agenda and Reference Date.

The agenda OGMS

1. The presentation, discussion and approval of separate and consolidated financial statements for 2018, elaborated in accordance with International Standards for Financial Reporting and based on the reports of the Board of Directors accompanied by the opinion of the Auditor.
2. Approval of the Board of Directors’ proposal regarding the allocation of the entire amount of profit for 2018 at its own development sources.
3. Decision over the management of the Board and approving the discharge of administrators from their duties for year 2018 based on the reports submitted.
4. Presentation, debate and approval of the Revenues and Expenses Budget for 2019 and the investment plan for 2019.
5. Fixing and approving of due remuneration for Board members for the current year.
6. Approving the conclusion of the contract with external financial auditor for Statutory Audit, fixing the minimum period of the contract and empowering the authorized persons from the Company’s side to sign the audit contract.
7. Approval of **May 21th, 2019** as the Registration Date for the shareholders identification falling under the consequences of the General Shareholders Assembly, due to the provisions in Art.86(1), Law 24/2017 on issuers of financial instruments and market operations and approval of **May 20th, 2019** as ex date, according to Art. 176(1) from FSA Regulation no.5 / 2018.

8. Empowering of individuals that will perform the publication and recording formalities of the GMS session decisions, including their signing.

The agenda EGMS

1. Approval of the decision to contract investment loans, credit lines, leasing assignment, letters of guarantee or other financial banking products, to a maximum cumulative total of 40 million euro for the year 2019 and establishing security interests related to movable and immovable property owned by the company.
2. The delegation of the Board by the EGM for contracting investment loans, credit lines, leasing assignments and letters of guarantee to a maximum cumulative total of 40 million euro for the year 2019 and further until the next EGM in the year 2020, and establishing security interests related to movable and immovable property owned by the company.
3. Empowerment legal representatives 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 1 and 2.
4. Delegation of the Board of Directors by the General Extraordinary Meeting of Shareholders for appointing the company's legal representative in relation to the Management Authority and to empower the person / persons designated to sign the financing contracts for projects to be carried out starting in 2019.
5. Approval of **May 21th, 2019** as the Registration Date for the shareholder identification falling under the consequences of the General Shareholders Assembly, due to the provisions in Art.86(1), Law 24/2017 on issuers of financial instruments and market operations and approval of **May 20th, 2019** as ex date, according to Art. 176(1) from FSA Regulation no.5 / 2018.
6. Empowering of individuals that will perform the publication and recording formalities of the GMS session decisions, including their signing.

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One or several shareholders holding individually or collectively, at least 5% of the Company's share capital, have the right, under the Law 24/2017 art.92, to introduce new items on the agenda provided that each such item is accompanied by a justification or a draft resolution proposed for approval at the general meeting and to make draft resolutions for items on the condition that each item should be included on the agenda of the General Assembly no later than **April 04th 2019, 16⁰⁰ p.m.**

These will be submitted by any form of carrier against acknowledgement of receipt or by e-mail with an extended electronic signature, according to Law 455/2001 regarding the electronic signature to mihaela.grobnicu@compa.ro with the subject "**FOR THE G.M.S. AS OF April 24/25th 2019**"

Any shareholder, regardless of equity stakes, has the right to ask questions relating to items on the agenda, so they can be registered at the company until **April 19th 2019** at 16⁰⁰. The company will develop a general answer for questions addressing the same issues, which will be available on the web page starting with **April 24th 2019**, in a "**Question / Answer**" format, as well as at the hearing.

The shareholders mentioned in the previous paragraphs shall submit documents/ questions in writing, in sealed envelopes accompanied by a certified copy of the identity document of the natural person shareholder (BI/CI/Passport /residence Permit), respectively a registration certificate or another proof issued by the competent authority regarding the identity of the legal representative of the legal person shareholder to the company's headquarters with the clear mentioning in capital letters "**FOR THE G.M.S. AS April 24/25th 2019**" or by e-mail with extended electronic signature according to the Law no.455 / 2001 on electronic signature, to mihaela.grobnicu@compa.ro with the subject "**FOR THE G.M.S. April 24/25th 2019**".

Shareholders registered in the Register of the Company's Shareholders on the reference date may attend in person or may be represented at the GMS by their legal representatives or other persons granted a power of

attorney, based on a special or general proxy or they may vote before the meeting, with the help of the voting form by mail.

The general empowerment may be granted by the issuing shareholder, under Law 24/2017. This shall be submitted to COMPA's headquarters until **April 22th 2019**. The empowered intermediate or attorney shall prove his/her condition of client of empowering shareholder (by general power of attorney) that will include at least the period for which the empowerment was issued.

The form **General Empowerment or the Special Empowerment** in Romanian or English is available at the company headquarters or can be downloaded from the company's website, www.compa.ro, starting with **Mars 22th 2019**.

The original specimen filled in and signed, accompanied by a copy of valid ID card of the shareholder (BI / CI / passport / ID card of stay, where individual shareholders, respectively, registration certificate and copy of the identity card of the legal representative for legal entity) shall be sent to the company, so that to be registered as received no later than **April 22th 2019**, 16:00 hours, another copy will be provided to the company before the meeting, in order to prove its quality as representative at the meeting.

The General Empowerment or the Special Empowerment will be accompanied by ID cards of shareholders and can be sent also by e-mail with an extended electronic signature, according to the Law no.455/ 2001 on electronic signature until **April 22th 2019** 16:00 hours to mihaela.grobnicu@compa.ro.

The company's shareholders have the opportunity to vote by mail before the meeting, by using the form for **The Correspondence Voting Bulletin** in Romanian or English. Forms are available at the company's headquarters or can be downloaded from the company's website, as of **Mars 22th 2019**.

If new items or resolutions will be added on the agenda, the forms will be updated and made available as of **April 05th 2019**, both at the company's headquarters and on the company's website www.compa.ro

The Correspondence Voting Bulletin filled in and signed accompanied by a copy of valid ID card of the shareholder (BI / CI / passport / ID card of stay, where individual shareholders, respectively, registration certificate and copy of the identity card of the legal representative for legal entity) shall be sent to the company, so that to be registered as received no later than **April 22th 2019**, 16:00 hours.

Applications received after the date and time announced, will not be counted towards the quorum.

Voting option can be expressed by e-mail to mihaela.grobnicu@compa.ro with extended electronic signature, according to the Law no.455 / 2001 on electronic signature until **April 22th 2019** - 16:00 hours mentioning in the subject line **"FOR THE G.M.S. AS April 24/25th 2019"**.

Draft decisions and documents to be debated in the GMS are available at the company's headquarters every working day or on the company's website www.compa.ro in the **Investor Relations / General Meeting of Shareholders** section as of **Mars 22th 2019**.

Additional information may be obtained on any working day, between 08:00 - 16:00, at the company's headquarters, telephone +40 269 237 878.

Chairman & CEO,
Ioan DEAC

CFO,
Ioan MICLEA