

Nr. 341 / Mars 20th 2020

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 20th 2020
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 **March 20th 2020** the Board of Administrators of COMPA S.A., decides the convocation OGMS and EGMS for **April 27th 2020**.

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 **March 20th 2020**, 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 27th 2020** and of the second convening for **April 28th 2020**, 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, Law nr. 24/2017 on issuers of financial instruments and market operations, FSA Regulation no. 5/2018, on issuers and operations with securities, the Company’s Constitutive Act, meeting on **March 20th 2020** at the company’s headquarters,

CONVENES

General Meeting of Shareholders (OGMS and EGMS), for **April 27th 2020**, 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 14th 2020**, 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 28th 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 2019, 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 proposal of the Board of Directors for the distribution of the net profit for the financial year 2019 as follows:
 - at own development sources - the value of 28,819 thousand lei and
 - for the redemption of its shares by the company - the value of 3,890 thousand lei
3. Decision on the management of the Board and approving the discharge of administrators from their duties for year 2019 based on the reports submitted.
4. Presentation, debate and approval of the Revenues and Expenses Budget for 2020 and the investment plan for 2020.
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 26th, 2020** 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 25th, 2020** 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 2020 and establishing security interests related to movable and immovable property owned by the company.

2. The delegation of the Board by the E.G.M. for contracting investment loans, credit lines, leasing assignments and letters of guarantee to a maximum cumulative total of 40 million euro for the year 2020 and further until the next E.G.M. in the year 2021, and establishing security interests related to movable and immovable property owned by the company.
3. Empowerment of 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/funding authorities and to empower the person / persons designated to sign the financing contracts for projects to be carried out starting in 2020 and onwards until the next E.G.M.
5. Expanding of the activity object of the company COMPA S.A with the activity of code CAEN 4322 Plumbing, heat and air (Works of sanitary, heating and air conditioning installations) and updating of the COMPA Constitutive Act.
6. Partial revocation of the decision E.G.M.S.no. 4 / 13.06.2016 regarding the sale of plots of land for the construction of residential houses, the assignment to Sibiu Municipality of 6 plots of land that will become a public road, the alienation with free title of transformation station regarding the ARSENAL site - represented by the whole building - land having the category of use - building courts with a total area of 37,239 sqm with: administrative building S + P + 2E + M, with an area of 673 sqm, unfolded area 2,365, - office building P + 3E, with an area of 673 sqm, area developed 2,560 sqm, - electricity transformation station (P), with an area of 57 sqm, an area of 57 sqm, an administrative building located in the city of Sibiu, Bd. Victoriei no. 42 - 44, Sibiu County
7. Revocation of decision E.G.M.S.no 5 / 13.06.2016 regarding the sale of a maximum number of 25 plots located in Sibiu, Bd. Victoriei no. 42 - 44, Jud. Sibiu, identified as follows:
 - plot with land register number 123773, land with destination class of buildings and adjoining areas, in surface of 1.155 sqm;
 - plot with land register number 123774, land with destination class of buildings and adjoining areas, in surface of 689 sqm;
 - plot with land register number 123775, land with destination class of buildings and adjoining areas, in surface of 689 sqm;
 - plot with land register number 123776, land with destination class of buildings and adjoining areas, in surface of 689 sqm;
 - plot with land register number 123777, land with destination class of buildings and adjoining areas, in surface of 684 sqm;
 - plot with land register number 123778, land with destination class of buildings and adjoining areas, in surface of 973 sqm;
 - plot with land register number 123779, land with destination class of buildings and adjoining areas, in surface of 689 sqm;
 - plot with land register number 123780, land with destination class of buildings and adjoining areas, in surface of 689 sqm;
 - plot with land register number 123781, land with destination class of buildings and adjoining areas, in surface of 689 sqm;
 - plot with land register number 123782, land with destination class of buildings and adjoining areas, in surface of 689 sqm;
 - plot with land register number 123783, land with destination class of buildings and adjoining areas, in surface of 684 sqm;
 - plot with land register number 123784, land with destination class of buildings and adjoining areas, in surface of 603 sqm;
 - plot with land register number 123785, land with destination class of buildings and adjoining areas, in surface of 666 sqm;
 - plot with land register number 123786, land with destination class of buildings and adjoining areas, in surface of 666 sqm;
 - plot with land register number 123787, land with destination class of buildings and adjoining areas, in surface of 666 sqm;
 - plot with land register number 123788, land with destination class of buildings and adjoining areas, in surface of 666 sqm;
 - plot with land register number 123789, land with destination class of buildings and adjoining areas, in surface of 666 sqm;
 - plot with land register number 123790, land with destination class of buildings and adjoining areas, in surface of 661 sqm;
 - plot with land register number 123791, land with destination class of buildings and adjoining areas, in surface of 635 sqm;
 - plot with land register number 123792, land with destination class of buildings and adjoining areas, in surface of 681 sqm;
 - plot with land register number 123793, land with destination class of buildings and adjoining areas, in surface of 675 sqm;
 - plot with land register number 123794, land with destination class of buildings and adjoining areas, in surface of 669 sqm;
 - plot with land register number 123795, land with destination class of buildings and adjoining areas, in surface of 662 sqm;
 - plot with land register number 123796, land with destination class of buildings and adjoining areas, in surface of 655 sqm;
 - plot with land register number 123797, land with destination class of buildings and adjoining areas, in surface of 648 sqm;

8. Revocation of the decision A.G.E.A no. 6 / 13.06.2016 regarding the free transfer in favor of the City of Sibiu of the property right with regard to the following parcels, located in Sibiu, Bd. Victoriei no. 42 - 44, Jud. Sibiu, which, according to art. 29 of the General Regulation of Urbanism approved by H.G. no. 525/1996 will become public roads necessary for access to the plots mentioned in point 5:

- plot having no. cadastral 123798, the category of use construction courts, with an area of 985 sqm
- plot having no. cadastral 123800, the category of use construction courts, with an area of 137 sqm
- plot having no. cadastral 123801, the category of use construction courts, with an area of 39 sqm
- plot having no. cadastral 123802, the category of use construction courts, with an area of 36 square meters
- plot having no. cadastral 123803, the category of use construction courts, with an area of 209 sqm
- plot having no. cadastral 123771, the category of use for construction courts, with an area of 5,552 square meters

The assignment of the property right in respect of the plots mentioned in this point, is a condition imposed by the Local Council of Sibiu Municipality, through the Decision no. 125/2013 regarding the approval of the PUZ and RLU urban planning documentation.

9. Revocation of the decision E.G.M.S. no. 7 / 13.06.2016 regarding the delegation of the Board of Directors by the Extraordinary General Meeting of the Shareholders in order to establish the strategy for the sale of the buildings identified in item 5, in order to designate the persons to negotiate the contractual conditions and the sale price - purchase in respect of these real estate, aiming to obtain a price that reflects the market value of the land, as well as of all the preparatory works for their sale (introduction of utilities, construction of roads, assignment to the City of Sibiu of the land related to the roads, etc.)

10. Revocation of the decision E.G.M.S. no. 8 / 13.06.2016 regarding the empowerment of the Chairman of the Board of Directors - Mr. Eng. Deac Ioan and the Economic Director - Mr. Ec. Miclea Ioan, member of the Board of Directors, to represent the company on the occasion of signing the sale - purchase contracts, its annexes and any other documents necessary to complete the transactions regarding the buildings identified in point 5.

11. Revocation of the decision E.G.M.S. no. 9 / 13.06.2016 regarding the empowerment of the Chairman of the Board of Directors - Mr. Eng. Deac Ioan and the Economic Director - Mr. Ec. Miclea Ioan, member of the Board of Directors, to represent the company on the occasion of signing all the necessary documents and documents in order to transfer in favor of Sibiu the right of ownership regarding the buildings identified in point 6.

12. Revocation of the decision of E.G.M.S. no. 10 / 13.06.2016 regarding the transfer by donation to the Company F.D.E.E. Electrica Distribuție Transilvania SUD S.A - S.D.E.E. Sibiu of the property right on the C15 construction registered in the CF Sibiu 123798 cadastral 123798 - C15 - electric power transformation station (P), with an area of 57 sqm, an area of 57 sqm and the approval of the constitution in favor of the acquirer of the surface right on the land related to the building , of the right of access, as well as of the services of surface and air passage to the building, land registered in CF Sibiu 123798 under A1 cadastral 123798 with an area of 985 sqm.

13. Revocation of the decision of E.G.M.S. no. 11 / 13.06.2016 regarding the empowerment of the Chairman of the Board of Directors - Mr. Eng. Deac Ioan and the Economic Director - Mr. Ec. Miclea Ioan, member of the Board of Directors, to represent the company on the occasion of signing all the necessary documents for the transfer by donation to the F.D.E.E. Electrica Distribuție Transilvania SUD S.A - S.D.E.E. Sibiu of the right of ownership of the construction station of electricity transformation and in order to establish in favor of the acquirer of the surface right on the land related to the building, the right of access, as well as the services of surface and air passage to the building.

14. Revocation of the decision of E.G.M.S. no. 3 / 27.01.2017 regarding the proposal for the sale of the following parcels located in Sibiu, Bd. Victoriei no. 42 - 44, Jud. Sibiu, within the Arsenal site identified as follows:

- plot having no. cadastral 123772, land with the category of use construction courts, with an area of 6,215 sqm with administrative building S + GF + 2B + M and office building GF + 3B
- plot having no. cadastral 123803, land with the category of use construction yards, with an area of 209 sqm
- plot having no. cadastral 123802, land with the category of use construction yards, with an area of 36 sqm

- plot having no. cadastral 123801, land with the category of use construction yards, with an area of 39 sqm
 - plot having no. cadastral 123800, land with the category of use construction yards, with an area of 137 sqm
 - plot having no. cadastral 123799, land with the category of use construction yards, with an area of 6,528 sqm
 - plot having no. cadastral 123771, land with the category of use construction yards, with an area of 5,552 square meters
 - plot having no. cadastral 123798, land with the category of use construction yards, with an area of 985 square meters with electricity transformation station P.
- 15.** Revocation of the decision of E.G.M.S. no. 4 / 27.01.2017 regarding the dismantling of the parcels mentioned in point 3, if there will be purchase offers for only part of these parcels.
- 16.** Revocation of the decision of E.G.M.S. no. 5 / 27.01.2017 regarding the delegation of the Board of Directors by the Extraordinary General Meeting of the Shareholders in order to establish the strategy for the sale of the buildings identified in point 3 and those resulting from the dismantling according to point 4, in order to designate the persons to negotiate the conditions contracts and the sale price - purchase with respect to these buildings, aiming to obtain a price that reflects the market value of the buildings, as well as all the preparatory works for their sale.
- 17.** Revocation of the decision of E.G.M.S. no. 6 / 27.01.2017 regarding the empowerment of the Chairman of the Board of Directors - Mr. Eng. Deac Ioan and the Economic Director - Mr. Ec. Miclea Ioan, member of the Board of Directors, to represent the company on the occasion of signing the sale-purchase contracts, its annexes and any other documents necessary to conclude the transactions regarding the buildings identified in point 3 or resulted after the dismantling according to section 4.
- 18.** Approval to carry out of a buy back program of its own shares in order to be distributed free of charge to the members of the management of the company (members of the administrative, managers, of the Company), for loyalty purpose, as well as to reward them for the activity carried out within the Company, according to performance criteria that will be established by the Board of Directors, with the following main characteristics:
- **The size of the program:** the buy-back of a maximum number of 15,000,000 own shares on the market;
 - **The price of acquisition of the shares:**
 - minimum price:** The minimum purchase price will be the market price from the moment of purchase
 - maximum price:** In accordance with art. 3 paragraph 2 of the EU Delegated Regulation no. 1052/2016, the maximum price cannot be higher than the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venue where the purchase is carried out, including when the shares are traded on different trading venues.
 - **The maximum pecuniary value allocated to the program:** 3,890,000 lei, excluding brokerage commissions and other acquisition costs, the payment of buy back shares will be made, according to the provisions of art. 103¹ of law 31/1990, from the distributable profit of the company, recorded in the financial statement on the year 2019, provided that it is approved in the OGMS of 27/28 April 2020;
 - **Duration of the program:** 18 months from the date of publication of the decision in the Official Gazette, Part IV
 - **Purpose:** The scope of the buy back program is to distribute the shares free of charge to the members of the company's management (members of the administrative, managers, of the Company), for loyalty purpose, as well as to reward them for the activity carried out within the Company, according to performance criteria that will be established by to the Board of Directors, in compliance with the legislation in force.
- 19.** The empowerment of the Board of Directors to take all the necessary decisions for the fulfillment of the decision mentioned in point 18, including the designation of an operator for the intermediation of the services for the buy back program.
- 20.** Approval of **May 26th, 2020** 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 25th, 2020** as ex date, according to Art. 176(1) from FSA Regulation no.5 / 2018.

- 21.** 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 08th 2020**, 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 27/28th 2020**"

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 16th 2020** 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 27th 2020**, 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 27/28th 2020**" 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 27/28th 2020**".

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 24th 2020**. 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 27th 2020**.

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 24th 2020**, 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 24th 2020** 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 27th 2020**.

If new items or resolutions will be added on the agenda, the forms will be updated and made available as of **April 10th 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 24th 2020**, 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 24th 2020** - 16:00 hours mentioning in the subject line **"FOR THE G.M.S. AS April 27/28th 2020"**.

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 **March 27th 2020**.

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