

No.936/28.10.2020

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: October 28th, 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

The decision of the Board of Directors regarding the amendment / revision of the agenda of the E.G.M.S. convened for **November 12th/13th 2020**

DECISION

OF THE BOARD OF DIRECTORS OF COMPA S.A. SIBIU REGARDING THE AMENDMENT/REVISION OF THE AGENDA OF THE E.G.M.S CONVENED FOR NOVEMBER 12th/13th 2020

The Board of Directors of COMPA S.A. Company, with its registered office in Sibiu, Str. Henri Coandă no.8, registered at the Trade Register under no. J32 / 129/1991, the unique registration code RO788767, gathered in the meeting dated 28.10.2020, at the convening of the chairman of the Board of Directors, in accordance with the provisions of the Articles of Incorporation, of Law no. 31/1990 regarding the companies art. 117¹ para. 3 and of Law 24/2017 on issuers of financial instruments and market operations, art. 92, para. 6, considering the request received at COMPA SA on 26.10.2020 formulated by the shareholder NN Pensii Societate de Administrare a unui Fond de Pensii Administrat Privat S.A. (NN Pensii SAFAP S.A.) on behalf of Fond de Pensii privately administered NN, holding a number of 15,568,723 shares, representing 7.11% of the share capital of COMPA SA to introduce new items on the agenda of the extraordinary general meeting, **approves in part** the request of amendment/revision of the agenda of the Extraordinary General Meeting of Shareholders that will take place on **November 12th/13th 2020**, strating at 15:00 p.m. at the headquarters of the Company in Sibiu str. Henri Coandă no. 8, Jud. Sibiu.

The agenda contained in the convening published in the Romanian Official Gazette, part IV no. 3585/09.10.2020., in the newspaper Bursa dated 09.10.2020 (with the errata dated 12.10.2020) and on the company website at www.compa.ro, revised will have the following content:

Registered at the Trade Register Office under NOo
J 32/129/1991
Fiscal code (VAT): RO 788767
Cod SICOMEX: 100555; Cod SIRUES: 0778437

Bank accounts ING BANK Sibiu:
RO60INGB0015000041108911 / RON
RO09INGB0015000041100711 / EUR

Bank accounts BRD suc. Sibiu:
RO24 BRDE 330 SV 021 97 82 3300 / RON
RO69 BRDE 330 SV 016 67 30 3300 / EUR
RO18 BRDE 330 SV 017 96 70 3300 / USD

The E.G.M.S. agenda

1. Approval of the proposal of the Board of Directors of COMPA S.A. of participation of the company COMPA S.A., as sole shareholder, to set up a limited liability company, in accordance with the provisions of the legislation in force, as follows:

The company will be named ARINI HOSPITALITY S.R.L. The share capital of the Company is as follows:

- **cash contribution** - 2,000,000 RON (twomillion) -

- **contribution in kind** - representing the asset, property of COMPA S.A., located in Sibiu, Bd. Victoriei 42 - 44, registered in the Land Book no. 131805 Sibiu composed of land, with destination class of business and adjoining areas, mentioned under A1, register number 131805 with in surface of 7591 sqm with constructions mentioned under A1.1 regster number 131805-C1 administrative building S+P+2E+M, contribution in kind with a value established based on an evaluation report prepared by an authorized evaluator.

The share capital constituted according to the above will be 100% owned by COMPA S.A.

The main object of activity of the Company will be: Hotels and other similar accommodation facilities, CAEN code 5510. The registered office of the Company will be in Sibiu, str. Henri Coandă no. 8, Sibiu County, Romania.

2. Approval of the delegation of the Board of Directors of COMPA S.A. to decide on the number of shares in which the share capital of ARINI HOSPITALITY S.R.L. will be divided and on their value.
3. Approval of the delegation of the Board of Directors of COMPA S.A. to decide on the provisions of the Statute of the company ARINI HOSPITALITY S.R.L. and on the appointment of the administrator of this company.
4. The empowerment of the legal representative of the company COMPA S.A., Mr. Ioan Deac - Chairman of the Board of Directors and General Manager, to sign the Statute of the Company ARINI HOSPITALITY S.R.L., the declaration on one's own responsibility that the company meets the legal conditions to be a sole shareholder, as well as any other related documents necessary to setting up of the company.
5. Approval of the contracting by the affiliated company ARINI HOSPITALITY S.R.L. of non-reimbursable funds, in order to finance and develop the Hotel Project - Mercure Sibiu Park Arini Hotel & ibis Styles Sibiu Park Arini - in Sibiu, Bd. Victoriei no. 42 - 44.
6. Approval of the delegation of the Board of Directors of COMPA S.A. by the Extraordinary General Meeting of Shareholders for the purpose to take the necessary decisions to contract non-reimbursable funds, in order to finance and develop the Hotel Project - Mercure Sibiu Park Arini Hotel & ibis Styles Sibiu Park Arini - in Sibiu, Bd. Victoriei no. 42 - 44.
7. Approval of the contracting by the affiliated company ARINI HOSPITALITY S.R.L. of bank loans with a maximum value of 8,000,000 euros (eight million euros) in order to finance and develop the Hotel Project Mercure Sibiu Park Arini Hotel & ibis Styles Sibiu Park Arini - in Sibiu, Bd. Victoriei no. 42 - 44.
8. Approval of guarantee the bank loan mentioned in point 7 by the affiliated company ARINI HOSPITALITY S.R.L. with movable and immovable property from the patrimony of this company, including the building described in decision no. 1 above, registered in the Land Book no. 131805 Sibiu.
9. Approval of the delegation of the Board of Directors of COMPA by the Extraordinary General Meeting of Shareholders in order to establish the strategy for capitalization of assets- land with destination class of business and adjoining areas - situation in Sibiu, Bd. Victoriei no. 42 - 44 in a total surface of 29,441 sqm registered in the Land Books of Sibiu Municipality no. 128905, 128904, 128910. 128911, 128912, 128913, 128908, 128907, 128909, 131806, either by building and selling or renting real estate and the related part of the land, or by selling all or part of these lands.
10. Approval of the reduction of the share capital in the total amount of 1,500,000 RON (one million five hundred thousand RON) of the affiliated company TRANSCAS S.R.L. based in Sibiu, str. Henri Coanda no. 8, Jud. Sibiu, registered with the O.R.C. from the Sibiu Tribunal under no. J / 32/633/2002 having Unique Registration Code

14836511, with the amount of 750,000 RON (seven hundred fifty thousand RON) by decreasing the number of shares of the associates from 150,000 (one hundred fifty thousand) to 30,000 (thirty thousand) shares and by increasing the value of a share from 10 RON (ten RON) to 25 RON (twenty five RON).

11. Empowerment of the legal representative of COMPA S.A. Mister. Ioan Deac - Chairman of the Board of Directors and General Manager to sign the decision of the E.G.M.S. regarding the reduction of the share capital of TRANSCAS S.R.L., according to the decision from point 10.
12. Approval of the sale of the asset, property of COMPA S.A., located in Sibiu, Bd. Victoriei 42 - 44, registered in the Land Book no. 131805 Sibiu composed of land, construction yard category under A1, no. cadastral 131805 with an area of 7591 sqm with constructions under A1.1 no. cadastral 131805-C1 - administrative building S+P+2E+M, the minimum price being represented by the remaining book value on 31.12.2019.
13. Cancellation of the share buyback program as voted in the GMS of 27 / 28.04.2020.
14. Approval of the date of **04.12.2020** as the registration date for the identification of the shareholders on whom the effects of the decisions of the extraordinary meeting of the shareholders, in accordance with the provisions of art. 86 (1) of the Law no.24 / 2018 regarding the issuers of financial instruments and market operations and of the date of **03.12.2020** as ex data according to the provisions of Art.176(1) and Art.2, paragraph 2, letter l) of the ASF Regulation no.5 / 2018.
15. Empowerment of Mr. Ioan Deac - Chairman of the Board of Directors and General Manager to sign on behalf of the shareholders the decisions of the E.G.M.S as well as to delegate the competent persons who will fulfill any act or formality required by law for the registration and / or publication of the decisions of the E.G.M.S.

Regarding the request of the shareholder NN Pensii Societate de Administrare a unui Fond de Pensii Administrat Privat S.A. (NN Pensii SAFAP S.A.) on behalf of Fond de Pensii privately administered NN for completing the agenda of the Extraordinary General Meeting of Shareholders convened for **November 12th/13th 2020** with the items:

1. Approval of the distribution of the amount of 1,991,271.4458 lei in the form of dividends, to the company's shareholders, proportionally with their participation in the share capital, from the account of other reserves. The proposed gross dividend is worth 0.0091 lei / share.
2. The term of payment of dividends due to shareholders, respectively the date of payment of dividends is 2.02.2020. The payment of dividends will be made in lei, the shareholders who will benefit from dividends being those registered in the Register of Shareholders (kept by the "Central Depository") on the registration date established by the General Meeting of Shareholders. The method of payment of the additional dividends will be notified to the shareholders before the date of starting the payment. Dividend expenses are borne by shareholders.

Considering the provisions of art. 111 para. 2 of law 31/1990 on companies, amended and republished, the Board of Directors considers that these points are not within the competence of the Extraordinary General Meeting of Shareholders. In addition, the term of payment of the dividends due to the shareholders, respectively the date of payment of the dividends requested by 02.02.2020 cannot be achieved because in accordance with the provisions of art. 178 para. 1 of the A.S.F. Regulation no. 5/2018, the payment date must be set by the issuer so that this date is on a working day no later than 15 working days from the registration date, so that the payment date cannot be earlier than the date of the General Meeting of Shareholders. **For these reasons, the Board of Directors decides that the agenda of the E.G.M.S. convened for November 12th/13th 2020 will not be completed with these two items.**

Regarding the request of the shareholder NN Pensii Societate de Administrare a unui Fond de Pensii Administrat Privat S.A. (NN Pensii SAFAP S.A.) on behalf of Fond de Pensii privately administered NN for completing the agenda of the Extraordinary General Meeting of Shareholders convened for **November 12th/13th 2020** with the item:

4.Approval to carry out by the Company of a buyback program of its own shares, in accordance with the applicable legal provisions, under the following conditions::

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- a. The size of the program: the buyback from the market of a maximum number of 20,000,000 own shares, representing 9.14% of the current share capital
- b. Acquisition price of the shares:
- minimum price: The minimum purchase price will be the market price from the moment of making the purchase
 - maximum price: In accordance with art. 3 para. 2 of the EU Delegated Regulation no. 1052/2016, the maximum price cannot be higher than the highest value between the price of the last independent transaction and the highest price from the respective moment of the independent purchase offer from the trading place where the purchase is made, including when the shares are traded in different trading venues.
- c. Duration of the program - 18 months from the date of publication of the decision in the Official Gazette, part IV a.
- d. The payment of the repurchased shares will be made from the distributable profit or from the available reserves of the company registered in the last approved annual financial statement, with the exception of legal reserves, according to the 2019 financial statements, in accordance with the provisions of art. 1031 lit. d) of Law no. 31/1990 on companies, republished and amended;
- e. the destination of the program - the reduction of the share capital by canceling the repurchased shares.

Considering the provisions of art. 2 para. 1 from the UE Regulation nr. 2015/1052 of the European Parliament and of the Council on regulatory technical standards for the conditions applicable to buyback programs and stabilization measures: *In order to benefit from the derogation provided in art. 5 para. 1 of the EU Regulation no. 596/2014, before starting the trading within a buy-back program allowed in accordance with art. 21 para. 1 of Directive 2012/30 / EU of the European Parliament and of the Council, the issuer shall ensure the appropriate public disclosure of the following information:*

- the purpose of the program, as mentioned in art. 5 para. 2 of the EU Regulation no. 596/2014*
- the maximum pecuniary value allocated to the program***
- the maximum number of shares that can be acquired*
- the period for which the authorization to carry out the program was granted (hereinafter referred to as "the duration of the program")*

The issuer shall ensure adequate public disclosure of subsequent changes to the program and of information already published in accordance with the first subparagraph.

Given that the proposed buy-back program does not provide the maximum monetary value to be allocated, **the Board of Directors decides that the agenda of the E.G.M.S. convened for November 12th/13th 2020 will not be completed with this item.**

The updated forms of the empowerments and voting bulletins can be obtained from the company's headquarters or can be downloaded from the company's website www.compa.ro starting with **29.10.2020**.

The other provisions of the Convening of the Extraordinary General Meeting of Shareholders dated **November 12th/13th 2020** published in the Official Gazette, Part IV no. 3585 / 09.10.2020, in the national newspaper "Bursa" from 09.10.2020 (with the errata dated 12.10.2020) and on the company's website at www.compa.ro, remain unchanged.

Chairman & CEO,
Ioan DEAC

CFO,
Ioan MICLEA