



Management System
ISO/TS 16949:2009
ISO 9001:2008
ISO 14001:2004

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SIR ORGAN 16001:2008
System of Management Certificate
No. cert. 1708-128-20776



compa s.a. ROMANIA, SIBIU, 550234, Henri Coandă, 8
Tel. +40 269 239400 / 230888; Fax +40 269 212204 / 237770; www.compa.ro

INFORMATION

SHAREHOLDERS RIGHTS

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 (25.11 2015) 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, but not older than 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 certifying the quality of legal representative of the person who is the signatory of that Special 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).

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

The shareholders access at the General Meeting shall be done, with minimum 15 minutes before the meeting start, through simple check of identity, in case of the shareholders' legal persons or natural persons represented by Special Power of Attorney with the date of the natural person that is representing.

The vote right shall be performed directly, through a representative or through correspondence.

Each detained share gives the right of voting in the General Meeting of Shareholders.

If after 30 minutes the quorum shall be stated that it is not fulfilled for the first convocation, the meeting shall be suspended and shall meet at the second convocation.

b) Documents related to the general meeting of the shareholders

Starting with **13.11.2015**, the shareholders may access on the Company's website www.compa.ro Section **Investor Relation - General Meeting of Shareholders - 2015**, 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;
- The **General Empowerment** granted by the issuer shareholder, under the Law 297/2004, art. 243 align 6²-6⁵,



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to an intermediary or a lawyer according to Art.2 align (1) point 14 from the same law.

- **Voting Bulletins forms for voting by correspondence** for the participation 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 before the Reference Date, in compliance with the legal provisions.

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

c) The Special Powers of Attorney / General Empowerment and the voting bulletins for the votes by correspondence

Once filled in and signed, one original counterpart of the special *Power of attorney, General Empowerment 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 **11.12.2015** hour 16:00, asserting clearly and with capital letters on the envelope „**FOR THE E.G.M.S. AS OF 14.12.2015**”.

The Special Powers of Attorney / General Empowerment / 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 / General Empowerment and the voting Bulletins for the votes 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”).

Each shareholder has the right to grant a special power of attorney to a sole representative and such a power of attorney is valid only for the scope of the aforementioned General Meeting.

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, but not older than 30 days.

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

The General Empowerment will be submitted to COMPA's headquarter until 11.12.2015. The intermediary empowered or lawyer will demonstrate fulfilling the condition of shareholder's client who has empowered him (by general empowerment) which shall include at least the period for which the empowerment was issued.

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 supplemented and published before 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 GMS.

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



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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 letter with acknowledgment of receipt / courier, in a sealed envelope, so that to be registered as received to the Company's registration until **11.12.2014, hour 16:00**, asserting clearly and with capital letters on the envelope „**FOR THE GENERAL MEETING OF THE SHAREHOLDERS AS OF 14.12.2015**” Each new item must be accompanied by a justification or a draft resolution proposed for approval 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, but not older than 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 **02.12.2015 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 E.G.M.S. 14.12. 2015**”

The answers shall be available on the Company's website www.compa.ro Section **General Meeting of Shareholders**, starting with **14.12.2015, 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 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, but not 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 RON **21,882,103.8** and Consists of **218,821,038** nominative shares, dematerialized, having a nominal value of RON 0.10 each share giving the right to one vote in the General Meeting of the Shareholders.

Additional information may be obtained in any working day, between 08:00-16:00, telephone +40 269 23 94 00, as well as from the Company's website www.compa.ro Section **Investor Relation - General Meeting of Shareholders**.

BOARD OF DIRECTORS
Ioan DEAC - President