

## ANNOUNCEMENT

### regarding the payment of 2021 dividends

**COMPA S.A.** („Compa” or „The Company”) announces the payment of dividends, distributed from the 2020 net profit, via Depozitarul Central S.A. („Depozitarul Central”) and the Payment Agent BRD – *Groupe Société Générale* S.A. („BRD” or „Payment Agent”), starting with **June, 14, 2022 (Payment Date)**, as follows:

- Payment of dividends shall be made in compliance with current regulations on the capital market and in compliance with the Resolutions of Compa Ordinary General Meeting of Shareholders no. 68 from 28.April, 2022, paragraph 3 and 4;
- Compa shareholders registered in the Shareholders Registry kept by Depozitarul Central on the **May, 20, 2022 (Registration Date)**, have the right to receive 2021 dividends. *Ex-Date* is **May, 19, 2022**;
- **The gross dividend** is of **RON 0,0143 per share** applicable withholding tax payable will be deducted prior to payment, at the legal rate. According to the Romanian Fiscal Code, the standard tax rate applicable to the dividends is 5%;
- Dividends will be paid in RON, starting with **June, 14, 2022 (Payment Date)**;
- In order to benefit from more favourable tax provision, the fiscal documents must be received by Compa until **June, 06, 2022 at 12.00 (Romanian hour)**. **Given that some tax issues may require a more detailed analysis or additional clarifications, it is strongly recommended that the required documents to be submitted to Compa prior to the announced deadline, until May, 31, 2022.**

Payment of 2021 dividends is subject to general prescription provisions being limited within **3 (three) years** from the Payment Date. Last payment date for dividends is **June,16, 2025**.

**BRD’s and Depozitarul Central’s bank charges for payment of net dividends in RON are borne by the shareholders.**

COMPA S.A. announces that it has selected BRD - *Groupe Société Générale* S.A. („BRD”) as dividend Payment Agent, based in Bucharest, Bd. Ion Mihalache no. 1-7, sector 1, Order Number in the Trade Register J40/608/1991, VAT no: 361579, tel. 301.68.41.

## I. DIVIDEND PAYMENT METHODS

According with the legislation in force, the payments shall be performed as follows:

- 1. Payment in the accounts of Participants (intermediary participants to the clearing-settlement and register system of Depozitarul Central), for shareholders who hold accounts with the Participants:**

For shareholders who are individuals, legal entities or other entities who, on the **Registration Date**, hold shares under Section II or III of Compa's Shareholders Registry, kept by Depozitarul Central, in an account opened with a Participant, the dividends shall be paid automatically by bank transfer via Depozitarul Central, on Compa behalf, into the Participants' account, without submitting any additional documents.

Payment of the dividends shall be made on the **Payment Date, June, 14, 2022**.

*Note: Shareholders having accounts with the Participants cannot receive the dividends in cash or by bank transfer from the Payment Agent BRD.*

- 2. By bank transfer for shareholders that are not represented by a Participant as per shareholder's request addressed directly to Depozitarul Central**

Shareholders that are not represented by a Participant may exercise the option to request to Depozitarul Central the payment of the dividends.

The shareholders who want to use this option have to fill in a specific payment request form, specifying the bank account and IBAN code ("Iban Collection Form"), available on Depozitarul Central website » [form](#) and to submit it with Depozitarul Central along with the documents described in *Annex 1* herein, by registered mail or directly at its headquarters at 34-36 Carol I Boulevard 020922, Floors 3, 8 and 9, Bucharest, 2nd district, Romania.

If payment by bank transfer is desired on the **Payment Date**, the IBAN Collection Form must be received by Depozitarul Central at least 4 days before the **Payment Date**.

In the event that a bank payment refusal is received (e.g. account closed), Depozitarul Central shall inform the shareholder which is not represented by a Participant of the circumstances, and the respective dividends will be redirected for cash payment.

If there are shareholders unrepresented by the Participant who opt for dividend payment by bank transfer after Payment Date by submitting the documents listed in *Annex 1*, Depozitarul Central will verify if those shareholders cashed the dividends. If the dividends have not been cashed,

Depozitarul Central will block their cash payment (for individuals) and will instruct payment by bank transfer within 3 days after blocking.

For shareholders that already have the payment option made available by Depozitarul Central, meaning they registered the IBAN code at Depozitarul Central, the payment of dividends will be made automatically on the **Payment Date, June, 14, 2022**, through bank transfer, through Depozitarul Central, on behalf on Compa, without any additional documents.

### **3. Through the Payment Agent – BRD – *Groupe Société Générale S.A. (“BRD”)* – either for cash or bank transfer payments**

Shareholders, who do not have account opened with Participants, and who did not request to Depozitarul Central the payment by bank transfer, may request payment:

**In cash**: only for individuals, through BRD counters, at any BRD unit in Romania, based on the documents mentioned in *Annex 2*;

**By bank transfer**: for individuals and legal entities / other entities, according to *Annex 2* guidelines.

**If the information in the identification documents of the shareholders requesting the payment of dividends does not correspond to the data registered with the Central Depository, the payment will not be processed. In this regard, shareholders are asked to update their personal identification data at the Central Depository.** Details on how to update personal identification data can be found at the web address [www.roclear.ro](http://www.roclear.ro) , section *Holder - Services for holders - Changing the account holders identification data for individuals / legal persons*.

**IMPORTANT!**

**Resident** shareholders, individuals and legal entities, must be registered to Depozitarul Central with an identity document issued in Romania (with Personal Identification Number) or the document attesting the Fiscal Identification Code given by the Romanian tax authority.

**Non-resident** shareholders must be registered to Depozitarul Central with identity documents having Fiscal Identification Number for individuals or Fiscal Identification Code for legal entities, given by the Romanian tax authority. Fiscal Identification Number for individuals and Fiscal Identification Code for legal entities shall be obtained according to the provisions of Law no. 207/2015 regarding the Fiscal Procedure Code and of National Agency for Fiscal Administration order no. 3725/ December, 19, 2017 to approve taxpayer tax forms and types of tax liabilities that

form the tax vehicle. At the same time, non-resident shareholders must (are obliged to) register at Depozitarul Central S.A. with full and correct address from the declared residence country.

## II. PAYMENT OPTION AND THE POSSIBILITY TO RECEIVE MORE FAVOURABLE TAXATION PROVISION

### 1. Payment option

Shareholders who have an account opened with the Participants may opt for the following types of payments, expressing their option to the relevant Participants, who will communicate it to the Depozitarul Central within the reporting on the **Registrations Date**:

- (a) the payment of dividends by withholdings standard tax in Romania on **Payment Date**;
- (b) the payment of dividends at the rate of tax property withheld, under double taxation avoidance conventions, based on documentation submitted by the shareholder to Compa, which will need to be received by Compa until **June, 06, 2022 (Romanian hour)**;

The participants who did not submit the supporting documents until **June, 06, 2022** at the latest (the date on which they will be received), the payment of dividends will be made by withholding the standard dividend tax rate in force provided by the Romanian Fiscal Code.

### 2. The possibility to benefit for more favourable tax provisions

According to the Romanian tax legislation, dividend distributions conducted by a Romanian entity are generally subject to 5% withholding tax in Romania.

The dividend tax will be withheld at source by the Issuer, where applicable, in accordance with the legal provisions in force on the **Payment Date**, and the shareholders will collect the dividends at net value

However, under the domestic, as well as international tax legislation certain exemptions from the standard 5% Romanian withholding tax may apply, among others, for the following cases:

- Dividend distributions conducted to non-residents may benefit from reduced withholding tax rates or tax exemptions based on Treaties for the avoidance of double taxation. Please note that in order to benefit from such a reduced tax rate / tax exemption, a valid fiscal certificate of residence needs to be provided to Compa. Additionally, non-residents may benefit from reduced withholding tax rates or tax exemptions based on the EU Parent-Subsidiary Directive or the Council Directive regarding the agreement signed between EU and the Swiss Confederation on taxation of savings income if certain additional conditions are met.

- Dividend distributions conducted to certain specific types of shareholders (e.g. pension funds, public institutions) may be exempted from withholding tax in Romania, if certain conditions are met.
- Dividend distributions conducted to Romanian entities may be exempt from withholding tax in Romania if certain holding conditions are met.

Compa describes the conditions which need to be fulfilled and documents which need to be submitted by shareholders to benefit from reduced tax rates or tax exemptions from withholding tax on dividends in *Annex 3*.

The deadline by which the conditions must be fulfilled, and documents must be received by Compa prior **June, 06, 2022 at 12.00 (Romanian hour)**.

**GIVEN THAT SOME TAX ISSUES MAY REQUIRE A MORE DETAILED ANALYSIS OR ADDITIONAL CLARIFICATIONS, IT IS STRONGLY RECOMMENDED THAT THE REQUIRED DOCUMENTS TO BE SUBMITTED TO COMPA PRIOR TO THE ANNOUNCED DEADLINE, AT THE LATEST ON May, 31 May 2022.**

If shareholders miss this deadline, any tax reimbursement will be conducted by Compa only after receiving a tax reimbursement from the Romanian tax authorities.

## Support documents for dividend payments by bank transfer further to direct requests made to Depozitarul Central

*Individuals shareholders, in person or by legal or conventional representative*, shall submit to Depozitarul Central the following documents:

- *the IBAN code form, that specifies the bank and account (IBAN) opened in the name of the financial instrument holder » [download form](#)*
- *a copy of the valid identity document in which the personal numerical code - certified by the holder "according to the original" is legible;*
- *an account statement or a document issued by the bank (signed and stamped) confirming the existence of the account in the name of the shareholder, specifying the IBAN code, in original;*
- *copy of the documents certifying the quality of the signatory of the application for legal or conventional representative, if applicable - certified by the holder "according to the original";*
- *fee for IBAN code collecting (if the documents are transmitted to Depozitarul Central).*

*Shareholders, who are legal persons, by legal or conventional representatives*, will submit to Depozitarul Central the following documents:

- *the IBAN code form, that specifies the bank and account (IBAN) opened in the name of the financial instrument holder » [download form](#)*
- *copy of the certificate of registration - certified by the holder "according to the original";*
- *copy of the document certifying the status of legal representative of the company (certificate issued by the trade registry/equivalent entity - for the foreign entities) - certified by the holder "according to the original";*
- *a copy of the documents certifying the status of a representative of the application's signatory, if any - certified by the holder "according to the original";*
- *an account statement or a document issued by the bank (signed and stamped) confirming the existence of the account in the name of the holder - the legal person, with the specification of the IBAN code, in original;*
- *fee of IBAN code collecting (if the documents are transmitted to Depozitarul Central).*

Note: Documents presented in a foreign language will be accompanied by a legalized translation into Romanian, and if issued by a foreign authority, they must be legalized, as the case may be.

## Support documents for dividend payment in cash/ by bank transfer made by the Payment Agent BRD

Shareholders, who do not have account opened with Participants, and who did not request to Depozitarul Central the payment by bank transfer, may request payment:

**In cash:** only for individuals, through BRD counters, at any BRD unit in Romania, based on the documents mentioned in this *Annex*;

**By bank transfer:** for individuals and legal entities / other entities, according to this *Annex* guidelines.

The BRD units list may be found on BRD's website, [www.brd.ro](http://www.brd.ro) and on Compa website: [www.compa.ro](http://www.compa.ro) .

If the shareholder opts for payment by bank transfer, starting with the **Payment Date**, they can present in physical format the supporting documents, mentioned in the list below, directly at BRD counters or submitted by mail, by registered post, to: *Securities Directorate – City Offices, 4<sup>th</sup> Floor, 2 Oltenitei Street, Sector 4, Bucharest, Romania*. In case of sending by mail, the requested documents will be sent in certified copy, except for the certificate of ascertainment from the Trade Register / equivalent document issued by the competent authority, not older than 30 days, stating the legal representative of the company and which can be submit in original or certified copy.

In case of payment performed by bank transfer to banks other than BRD, the documentation will include:

- payment request form available on Payment Agent – BRD website or at BRD counters
- statement of account or any other document issued by the bank (signed and stamped) confirming the existence of the account on behalf of the shareholder. The holder of the account can be the shareholder only, or, as the case may be, the shareholder's attorney in fact.



## List of documents

### **I. Individuals – Payments in cash / by bank transfer through the Payment Agent:**

As Romanian individual shareholders:

- *the identity card having the Personal Identification Number (PIN); the identification of the shareholder by the Payment Agent shall be performed based on the information recorded in the Personal Identification Number field.*

As non-resident individual shareholder:

- *the identification document of the shareholder containing data which match the data recorded in the Personal Identification Number field.*

As individual shareholder under 14 years old:

- *the identity card of the legal guardian / parent with the Personal Identification Number + 1 true copy thereof (the copy shall be kept by the Payment Agent);*
- *the shareholder's birth certificate with the Personal Identification Number + 1 true copy thereof (the copy shall be kept by the Payment Agent);*
- *the legal document which establishes the guardianship if the legal guardian is not one of the parents + 1 true copy thereof (the copy shall be kept by the Payment Agent) and the identity card of the legal guardian /parent + 1 true copy thereof (the copy shall be kept by the Payment Agent).*

As curator of an individual shareholder:

- *the identity card of the curator with the Personal Identification Number +1 true copy thereof (the copy shall be kept by the Payment Agent);*
- *the identity card of the shareholder with the Personal Identification Number + 1 true copy thereof (the copy shall be kept by the Payment Agent);*
- *the legal document which establishes the curatorship + 1 true copy thereof (the copy shall be kept by the Payment Agent)*

As attorney in fact of an individual shareholder:

- *the special power of attorney authenticated by a notary public which grants the authority to collect the distributable amounts, issued no more than 3 years prior to the payment date, unless the power of attorney is valid for more than 3 years and is valid on the payment date + 1 true copy thereof (the copy shall be kept by the Payment Agent);*
- *the identity card of the attorney in fact with the Personal Identification Number + 1 true copy thereof (the copy shall be kept by the Payment Agent).*

**Note 1:** *All the supporting documents handed over to the bank desks in simple copy must be marked as certified true copy under the signature of the shareholder/ its proxy.*



**Note 2:** In case of co-owners (shareholders registered in joint accounts), the payments shall be processed provided that all co-owners are present at the BRD desk in person, or by means of their legal and / or conventional representative.

**Note 3:** Any documents submitted in a foreign language shall be accompanied by their legalized translation in Romanian (save for the identification documents), and, if they are issued by a foreign authority, they shall be apostilled or super legalized, as the case may be.

**Note 4:** The Payment Agent shall be entitled to make cash payments respecting the conditions / limitations imposed by regulations in force.

### **Exceptional cases:**

Dividend payments shall not be performed via the Payment Agent's desks in the following situations:

- to shareholders whose Personal Identification Number recorded in the documents submitted at the bank is not the same with the one recorded in the Payment Agent's records received from the Depozitarul Central;
- when the payment requests are submitted by the shareholders' heirs.

The payment requests for the above exceptional situations shall be referred to the Central Depository.

## **II. Legal entities – Payments processed by bank transfer at the Payment Agent's desks:**

Payment to the shareholders, legal entities, will be made only by bank transfer. The following documents will be submitted:

- *certificate of registration of the legal entity with the Trade Registry / other equivalent document certifying the registration of the legal entity with the competent authority + 1 copy which shall be kept by the Payment Agent;*
- *identity card of the legal representative or, as the case may be, of the attorney in fact;*
- *ascertain certificate from the Trade Register / other equivalent document issued by the competent authority which is not older than 30 days and which mentions the legal representative of the company + 1 copy which shall be kept by the Payment Agent.*
- *notarized power of attorney, in original or certified copy (power of attorney will be retained by the Payment Agent), if the case may be.*

**Note 1:** In case of payment performed by bank transfer to banks other than BRD, the documentation will include:

- *payment request form available on Payment Agent – BRD website or at BRD counters*
- *statement of account or any other document issued by the bank (signed and stamped) confirming the existence of the account on behalf of the shareholder. The holder of the account can be the shareholder only, or, as the case may be, the shareholder's attorney in fact.*

## **Additional details on the possibility to benefit from more favorable tax provisions**

In case of dividend distributions conducted to **non-resident shareholders** who would like to benefit from a reduced withholding tax rate or tax exemption based on a Treaty for the avoidance of double taxation conducted between Romania and their resident country, the shareholders have to transmit / submit either (i) in original, personally, by representative or by any form of courier service with proof of delivery, to Compa's headquarters in Sibiu, Henri Coanda St., Sibiu, postal code 550234, Romania, in a envelope, with the reference written: *For the distribution of dividends* or (ii) by e-mail with the extended electronic signature incorporated in accordance with Law no. 455/2001 on the electronic signature at [dividende@compa.ro](mailto:dividende@compa.ro) , so that they are received by Compa no later than **June, 06, 2022 at 12.00 (Romanian hour)**, the following documents:

- a valid fiscal certificate of residence for the year in which the dividend payment will be conducted, in original or in legalized copy with apostille / over legalized, unless issued by foreign authorities in states with which Romania has concluded treaties or agreements on the mutual recognition of documents, in which case the apostille / over legalization may be absent, accompanied by an authorized Romanian translation, if the case may be;
- contact details in case further clarifications of the documents are needed.

According to the provisions of the Romanian Fiscal Code, the fiscal certificate of residence has to include identification data of the non-resident shareholder and, also, of the authority which issued the fiscal certificate of residence, such as, but without being limited to name, address, fiscal code, the fact that the taxpayer is a tax resident of the country issuing the certificate, the issuing date of the certificate.

The application of a reduced withholding tax rate or tax exemption based on a Treaty for the avoidance of double taxation is conditioned upon receiving by latest on **June, 06, 2022 at 12.00 (Romanian hour)**, of the complete and accurate documents and, if needed, it may depend on further clarifications. The Company does not take any responsibility if the above-mentioned fiscal treatment cannot be applied, in case the non-resident does not submit the documents and/or requested clarifications within the said deadline.

**GIVEN THAT SOME TAX ISSUES MAY REQUIRE A MORE DETAILED ANALYSIS OR ADDITIONAL CLARIFICATIONS, IT IS STRONGLY RECOMMENDED THAT THE REQUIRED DOCUMENTS TO BE SUBMITTED TO COMPA PRIOR TO THE ANNOUNCED DEADLINE, AT THE LATEST ON MAY, 31, 2022.**

a) In case of **pension funds resident within the EU or the European Economic Area**, the shareholder shall transmit / submit either (i) in original, personally, by representative or by any

form of courier service with proof of delivery, to Compa's headquarters in Sibiu, Henri Coanda St., Sibiu, postal code 550234, Romania, in a envelope, with the reference written in clear: *For the distribution of dividends* or (ii) by e-mail with the extended electronic signature incorporated in accordance with Law no. 455/2001 on the electronic signature at [dividende@compa.ro](mailto:dividende@compa.ro) , so that they are received by Compa no later than **June, 06, 2022 at. 12.00**, the following documents:

- a valid fiscal certificate of residence for the year in which the dividend payment will be conducted, in original or in legalized copy with apostille / over legalized, unless issued by foreign authorities in states with which Romania has concluded treaties or agreements on the mutual recognition of documents, in which case the apostille / over legalization may be absent, accompanied by an authorized Romanian translation, if the case may be;
- a statement signed by the legal representative/authorized person representing the management company managing the fund, attesting that the authorization of the management company managing the fund and the authorization of the pension fund are valid on the Payment Date, attesting the fact that they are set up and authorised as pension funds in compliance with the legislation of the EU or European Economic Area member-state, and, if available, the official website of the regulating authority in the country of origin where the pension fund by-laws may be verified;
- copy of the valid identification document of the legal representative/authorized person to represent the fund, certified as a „true copy” by the holder - namely ID with the personal identification number (PIN) for Romanian citizens or passport with identification number for foreign citizens;

b) In case of **resident optional pension funds and privately-managed pension funds**, the shareholders shall transmit / submit either (i) in original, personally, by representative or by any form of courier service with proof of delivery, to Compa's headquarters in Sibiu, Henri Coanda St., Sibiu, postal code 550234, Romania, in a envelope, with the reference written in clear: *For the distribution of dividends* or (ii) by e-mail with the extended electronic signature incorporated in accordance with Law no. 455/2001 on the electronic signature at [dividende@compa.ro](mailto:dividende@compa.ro) , so that they are received by Compa no later than **June, 06, 2022 at. 12.00** the following documents:

- a statement signed by the legal representative/authorized person representing the management company managing the fund, attesting that the authorization of the management company managing the fund and the authorization of the pension fund are valid on the Payment Date
- copy of the valid identification document of the legal representative/authorized person to represent the fund, certified as a „true copy” by the holder - namely ID with the personal identification number (PIN) for Romanian citizens or passport with identification number for foreign citizens;

- ascertain certificate from the Trade Register issued no later than 30 days before, indicating the legal representative of the pension fund's management company
- Copy of the decision of the regulatory authority attesting the authorization of the pension fund;

*Note: In the case of a management company of several pension funds, a single statement and a copy of the documents of the management company shall be submitted, together with a list of the pension funds without legal personality under the management of the company. and documents related to the funds.*

c) In case of **Romanian investment funds without legal personality**, the shareholders shall transmit / submit either (i) in original, personally, by representative or by any form of courier service with proof of delivery, to Compa's headquarters in Sibiu, Henri Coanda St., Sibiu, postal code 550234, Romania, in a envelope, with the reference written in clear: ***For the distribution of dividends*** or (ii) by e-mail with the extended electronic signature incorporated in accordance with Law no. 455/2001 on the electronic signature at [dividende@compa.ro](mailto:dividende@compa.ro), so that they are received by Compa no later than **June, 06,2022 (Romanian hour)** the following documents:

- a statement signed by the legal representative/authorized person representing the investment fund, attesting that it is an closed/open investment without legal personality; Also, the statement must include all relevant information necessary to identify the investment fund, at least the following: the fund identification data (sole identification/registration code and full name of the investment fund, as they are mentioned in the Shareholders Registry kept by Central Depository); the authorization decision, the registration number in the Register of Financial Instruments and Investments, - the number and the date of Financial Supervisory Authority notification and its validity;
- copy of the valid identification document of the legal representative/authorized person to represent the fund, certified as a „true copy” by the holder - namely ID with the personal identification number (PIN) for Romanian citizens or passport with identification number for foreign citizens;
- ascertain certificate from the Trade Register issued no later than 30 days before, indicating the legal representative of the pension fund's management company
- copy of the decision of the regulatory authority certifying the authorization of the fund management company

*Note: In the case of a management company of several investment funds without legal personality, a single statement and a copy of the documents of the management company shall be submitted, together with a list of the investment funds without legal personality under the management of the company. and documents related to the funds.*

In the case of dividend distributions conducted to Romanian entities, such entities may be exempted from withholding tax in Romania, if the recipient entity holds at least 10% of the distributing entity's share capital for an uninterrupted period of at least 1 year prior to the dividend payment date.

In case the dividend distributions conducted to all other shareholders, the dividend payment will be taxed at the standard withholding rate provided by the Romanian Tax Code (respectively 5%).

The documents must be submitted by **06.06.2022 at 12.00** (the date on which they will be received) in order for the payment of dividends with the granting of the tax exemption to be made on the Date of Payment, **14.06.2022**.

In the case of non-resident shareholders who have not submitted a valid certificate of tax residence by the mentioned term or if the documentation is incorrect and incomplete, Compa will retain the standard withholding tax dividend, provided by the Fiscal Code Romanian (respectively 5%).

Additional information can be obtained at the email address [dividende@compa.ro](mailto:dividende@compa.ro) and at the telephone number 0269 237878.

**Chairman & CEO**

Ioan DEAC

**Vice President**

Ioan MICLEA