

ANNOUNCEMENT

regarding the payment of 2022 dividends

COMPA S.A. („Compa” or „The Company”) announces the payment of dividends, distributed from the 2022 net profit, via Depozitarul Central S.A. („Depozitarul Central”) and the Paying Agent BRD – *Groupe Société Générale* S.A. („BRD” or „Paying Agent”), starting with **June, 15th 2023 (Payment Date)**, as follows:

- Payment of dividends shall be made in compliance with current regulations on the capital market, in compliance with applicable tax legislation and in compliance with article 3 and article 4 from Resolution of Compa Ordinary General Meeting of Shareholders no. 59 from April, 26th 2023;
- Compa shareholders registered in the Shareholders Registry kept by Depozitarul Central on the **May, 23rd, 2023 (Registration Date)**, have the right to receive dividends. *Ex-Date* is **May, 22nd 2023**;
- **The gross dividend is of 0,0023 RON per share** applicable withholding tax payable will be deducted prior to payment, at the legal rate. **According to the Romanian tax legislation, as applicable from January, 1st 2023, dividend distributions conducted by a Romanian entity after that date are generally subject to 8% withholding tax in Romania. However, under the domestic, as well as international tax legislation certain exemptions from the standard 8% Romanian withholding tax may apply.**
- Dividends will be paid in RON, starting with **June, 15th, 2023 (Payment Date)**;
- In order to benefit from more favorable tax provision, the fiscal documents must be received by Compa until **May, 31st 2023, 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 will be submitted to the Company prior to the deadline, respectively before the date of **May, 31st, 2023**.

Payment of 2022 dividends is subject to general prescription provisions being limited within **3 (three) years** from the payment date. Last payment date for dividends is **June, 15th 2026**.

Fees applied by BRD and Depozitarul Central for the dividends payments are paid by shareholders.

COMPA S.A. announces that it has selected **BRD - Groupe Société Générale S.A. („BRD”)** as dividend **Paying 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, 15th, 2023**.

Note: Shareholders having accounts with the Participants cannot receive the dividends in cash or by bank transfer from the Paying 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 ("The IBAN code form"), available on Depozitarul Central website <https://www.rocclar.ro/Detinatori/DetinatoriDistribuireDividende> and to submit it with Depozitarul Central along with the documents described in *Appendix no. 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 code 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, 15th, 2023**, through bank transfer, through Depozitarul Central, on behalf on Compa, without any additional documents.

3. Through the Paying Agent – BRD – *Groupe Société Générale S.A. ("BRD")* – either for cash or bank transfer payments

Shareholders, who do not have a bank account opened with a Participant, and did not apply for payments through bank transfer, may request payments:

In cash: only for individuals shareholders, at the BRD cash desks, in any BRD unit.

Payments in cash shall be made within the limits set forth by the applicable legislation. The payment requests shall be accompanied by the documents described in Appendix 2 herein.

Through bank transfer: for individuals and legal entities / other entities who intend to receive the dividends through bank transfer may request BRD the payment by bank transfer, by submitting to the BRD cash desks the application form for the payments of dividends through bank transfer accompanied by the supporting documentation set forth in Appendix 2 herein.

Legal entities can collect dividends only by bank transfer.

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. Any change of the information included in the Shareholders' Registry is carried out only by Depozitarul Central. Details on how to update personal identification data can be found at the web address www.rocLEAR.ro , section *Holders - Services for holders - Changing the account holders identification data for individuals*.

IMPORTANT!

Resident shareholders, individuals and legal entities, must be registered to Depozitarul Central with an identity document issued in Romania with Personal Identification Number, respectively a 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. 1.699/ 2021 for the approval of taxpayers' tax registration forms and the type of tax obligations that form the tax vector. 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 BENEFIT FROM 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 **Registration Date**:

- a) the payment of dividends by withholdings standard tax in Romania on **Payment Date**;
- b) the payment of dividends at a reduced withholding tax rate according to the Treaties for the avoidance of double taxation based on the supporting documents submitted by the shareholder to the Company, prior to the Registration Date.

2. The possibility to benefit from favorable tax provisions

According to the Romanian tax legislation, dividend distributions conducted by a Romanian entity are generally subject to 8% withholding tax in Romania.

The dividend tax will be withheld at source by the Company, 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 8% 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. Romanian collective investment funds without legal personality) if certain conditions are met.
- Dividends distributions conducted to Romanian entities may be exempt from withholding tax in Romania if certain holding conditions are met.

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 are described in *Appendix 3*.

We emphasize that all documents entitling shareholders to benefit from a reduced withholding tax rate or tax exemption must be provided to Compa by prior **May, 31st 2023 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 will be submitted to the company prior to the deadline.** 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 shall submit with Depozitarul Central, personally or through legal or conventional representatives, the following documents:

- *the IBAN code form, that specifies the bank and account (IBAN code) opened on behalf of the shareholder (the form is available on Depozitarul Central website - <https://www.roclear.ro/Detinatori/DetinatoriDistribuireDioidende> in Romanian and English);*
- *a copy of the valid identity document where the personal identification is legible – authorized by the shareholder as a “certified true copy”;*
- *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, specifying the IBAN account (original);*
- *copy of the documents attesting the capacity of the legal or conventional representative for the request signatory, if necessary – authorized by the shareholder as a “certified true copy”;*
- *the payment proof for the fee charged by Depozitarul Central for IBAN code registration;*

Legal persons shareholders (or those without legal personality) shall submit with Depozitarul Central, personally or through legal or conventional representatives, the following documents:

- *the IBAN code form, that specifies the bank and account (IBAN) opened on behalf of the shareholder (the form is available on the website of Depozitarul Central - <https://www.roclear.ro/Detinatori/DetinatoriDistribuireDioidende> in Romanian and English);*
- *copy of the registration certificate or a similar document for the entities not having this registration requirement – authorized by the shareholder as a “certified true copy”;*
- *copy of the document attesting the capacity of the legal representative of the company (confirmation of company details issued by the Trade Registry/ equivalent entity or similar document proving this quality – for foreign entities) – authorized by the holder as a “certified true copy”;*
- *a copy of the documents attesting the capacity of the conventional representative of the request signatory, if necessary – authorized by the shareholder as a “certified true copy”;*
- *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 – legal person, specifying the IBAN account (original)*
- *the payment proof for the fee charged by Depozitarul Central for IBAN code registration;*

Note 1: Documents submitted in other language than Romanian shall be accompanied by a legalized translation into Romanian, and, if issued by a foreign authority, they must be apostilled or over legalized if the case may be.

Note 2. The IBAN code collection forms together with the documents listed in Appendix 1 will be sent by post to the Depozitarul Central or they will be deposited directly at the headquarters of the Depozitarul Central at the address – Bucharest, Bd. Carol I, postal code 020922, no. 34 - 36, sector 2, Bucharest, Romania.

Supporting documents for dividend payment in cash or through bank transfer made by the Paying Agent BRD

Shareholders, who do not have a bank account opened with a Participant, and did not apply for payments through bank transfer, may request payments:

In cash: only for individual shareholders, at the BRD cash desks, in any BRD unit. Payments in cash shall be made within the limits set forth by the applicable legislation. The payment requests shall be accompanied by the documents described in Appendix 2 herein.

Through bank transfer: for individuals and legal entities / other entities who intend to receive the dividends through bank transfer may request BRD the payment by bank transfer, by submitting to the BRD cash desks the application form for the payments of dividends through bank transfer accompanied by the supporting documentation set forth in Appendix 2 herein.

Legal entities can collect dividends only by bank transfer.

The list of BRD units is available on the website www.brd.ro and on Compa's website: 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, 4th Floor, Oltenitei Street, Sector 4, Bucharest, Romania, postal cod 041312.*

Note: *The documents sent by mail for resident shareholders must be legalized. The documents sent by mail for non-resident shareholders must be legalized and apostilled.*

List of documents

I. Individuals – Payments in cash / by bank transfer through the Paying Agent:

As Romanian individual shareholders:

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

As non-resident individual shareholder:

- *the identity card with the Personal Identification Number (PIN); 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 Paying Agent);*
- *the shareholder's birth certificate with the Personal Identification Number + 1 true copy thereof (the copy shall be kept by the Paying 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 Paying Agent) and the identity card of the legal guardian /parent + 1 true copy thereof (the copy shall be kept by the Paying 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 Paying Agent);*
- *the identity card of the shareholder with the Personal Identification Number + 1 true copy thereof (the copy shall be kept by the Paying Agent);*
- *the legal document which establishes the curatorship + 1 true copy thereof (the copy shall be kept by the Paying 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 Paying 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 Paying 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, and, if they are issued by a foreign authority, they shall be apostilled or super legalized, as the case may be.*

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

Note 5: 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.

Exceptional cases:

Dividend payments shall not be performed via the Paying 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.
- in any other exceptional situation that does not fall into the situations provided above;

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

II. Legal entities – Payments processed by bank transfer at the Paying 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 Paying 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 Paying Agent.
- notarized power of attorney, in original or certified copy (power of attorney will be retained by the Paying 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.

Note 2: Any documents submitted in a foreign language shall be accompanied by their legalized translation in and, if they are issued by a foreign authority, they shall be apostilled or super legalized, as the case may be.

Additional details on the possibility to benefit from 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, so that they are received by Compa no later than **May 31st, 2023 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 **May, 31st, 2023 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.

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 8%).

Under the provision of the EU Parent-Subsidiary Directive (2011/96/EU) dividend distributions conducted by a Romanian entity to a non-resident entity are exempt from the withholding tax in Romania if the recipient entity:

- has one of the legal forms listed in the Directive;
- is subject to a corporate income tax, with no possibility of exemption;
- is a resident of an EU Member State other than Romania or is a permanent establishment thereof;
- holds at least 10% of the distributing entity's share capital for an uninterrupted period of at least 1 year prior to the payment date.

Starting with January 1st 2023, according to the provisions of art 43 para. (5) of the Fiscal Code, as amended by Government Ordinance no. 16/2022, dividends distributed/ paid to privately managed pension funds and / or optional pension funds are no longer exempt from withholding tax on dividends, but are subject to taxation by applying an 8% tax rate on the gross dividend.

In case of dividends payments to **Romanian collective investment funds without legal personality**, in order to benefit of the exemption from withholding tax on dividends, the mentioned entities will 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 an envelope, with the reference written in clear: *For the distribution of dividends* or (ii) by e-mail with the extended electronic signature at dividende@compa.ro, so they are received by Compa no later than **May 31st, 2023**, the following documents:

- **self-liability declaration, in original, issued by the legal representative/authorized person representing the investment fund**, attesting that it is an closed/open investment fund 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 Depozitarul Central); 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 8%).

All documents entitling shareholders to benefit from a reduced withholding tax rate or tax exemption must be provided to Compa by prior **May, 31st 2023 (the date on which they are received) 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 will be submitted to the company prior to the deadline.**

Additional information can be obtained at the email address dividende@compa.ro and at the telephone number 0269 237 878.

Chairman & CEO

Ioan DEAC

Vice President

Ioan MICLEA