

No.870/07.10.2020

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 7 th , 2020
Name of the issuing company:	COMP A 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 **FSA 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 **07.10.2020** the Board of Administrators of COMP A S.A., decides the convocation EGMS for **12 .11.2020**

Please find attached the **Decision** of the Board of Administrators and the **Convening Notice**.

DECISION

OF THE BOARD OF DIRECTORS OF COMP A S.A. SIBIU

The Board of Directors of COMP A 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 **07 .10.2020**, 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 COMP A, in the presence of all members of the Board of Directors, unanimously decide the following:

Approving **the convening** of the General Shareholders Meeting of COMP A S.A. for **12.11.2020** of the second convening for **13.11.2020**,, 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.

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

CONVENING NOTICE

The Board of Directors 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, FSA Regulation no. 5/2018, on issuers and operations with securities, the Company’s Constitutive Act and the of Regulation 1212/2018 laying down minimum requirements for the implementation of Directive 2007/36 / EC of the European Parliament and of the Council as regarding the identification of shareholders, the transmission of information and the facilitation of the exercise of shareholders' rights ("EC Regulation 1212/2018") met on **07.10.2020** at the company’s headquarters,

CONVENES

Extraordinary General Meeting of Shareholders (E.G.M.S.), for **12.11.2020**, 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 **30.10.2020**, 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 EGMS for **13.11.2020** as the case may be, at the same address, at the same hours, with the same agenda and Reference Date.

THE AGENDA – E.G.M.S.

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 register 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 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.
13. 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.

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 **26.10.2020** hours **16⁰⁰ (04⁰⁰ 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 having on the envelope or by subject the mention "**For the E.G.M.S. as of November 12/13, 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 **23.10.2020** 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 **06.11.2020**, 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 E.G.M.S. as of November 12/13, 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 E.G.M.S. as of November 12/13, 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 EGMS 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 **09.11.2020**. 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 **12.10.2020**.

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 **09.11.2020**, 16:00 hours, having the mention on the envelope "**For the E.G.M.S. as of November 12/13, 2020**". 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 **09.11.2020 - 16:00** hours to mihaela.grobnicu@compa.ro mentioning in the subject line "**For the E.G.M.S. as of November 12/13, 2020**"

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 **12.10.2020**. If new items or resolutions will be added on the agenda, the forms will be updated and made available as of **26.10.2020**, 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 **09.11.2020**, 16:00 hours, having on the envelope the mention **“For the E.G.M.S. as of November 12/13, 2020”**.

Applications received after the date and time announced, will not be taken into account for determining the vote.

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 **November 2nd, 2020 - 12:00** hours mentioning in the subject line **“For the E.G.M.S. as of November 12/13, 2020”**.

Draft decisions and documents to be debated in the EGMS 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 **12.10.2020**.

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