

**TO**

**Bucharest Exchange Stock  
Financial Supervisory Authority**

**FROM**

**COMPA S.A. Sibiu**

### **CURRENT REPORT**

**According to National Securities Commission Regulation no. 1/2006 regarding issuers and operations with securities and Law 297/2004 on the capital market**

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Report date:	24.04.2017
Name of the issuing entity:	COMPA S.A.
Social headquarters:	No.8, Henri Coandă Str., Sibiu 550234
Phone/fax number:	+40269 237878; +40269 212 204
VAT Code:	RO788767
Registration number in the Trade Registry:	J32 / 129 / 1991
Subscribed and paid share capital:	21.882.103,8 lei
Regulated Market on which the issued securities are traded:	Bucharest Stock Exchange, Standard Category, symbol CMP

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#### **IMPORTANT EVENTS TO BE REPORTED:**

Below is presented the listing of important events that have occurred in connection with the company and may currently have, or will have a significant impact on the price of securities and the securities holders.

Such important events, without limitation, are:

...

**e) OTHER EVENTS:**

**Resolutions of the Ordinary General Meeting of Shareholders**

**Resolutions of the Extraordinary General Meeting of Shareholders**

## RESOLUTIONS OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

The Ordinary General Meeting of the Shareholders, convened by the Board of Directors of company COMPA S.A. Sibiu, has gathered on the date of 24.04.2017 respecting the legal regulations. The proceedings were carried out at first call, at the company headquarters after having fulfilled the advertising conditions with a quorum of 71,01%, representing 155.376.568 shares of the total 218.821.038 shares.

Having met the quorum, the Assembly is legally constituted and passed to the presentation, discussion and voting on issues specified in the agenda of the meeting, as was announced in the convening notice published in the Bursa newspaper on 21.03.2017, in The Official Gazette (Monitor)Part IV of No .950/22.03.2017 and on the company's website [www.compa.ro](http://www.compa.ro)

The 5<sup>th</sup> point on the agenda was improved and rephrased. The modifications were published in the Bursa newspaper on the 11<sup>th</sup> of April 2017 and in The Official Gazette (Monitor)Part IV of No.1211/12.04.2017 and the company's website [www.compa.ro](http://www.compa.ro)

After debating all issues listed on the agenda, the General Meeting of Shareholders adopted the following resolutions:

### **O.G.M.S. resolution no 1**

**Article 1.** The separate financial statements for 2016, prepared in accordance with International Financial Reporting Standards (IFRS) on the annual report from the Board of Directors and the report of the audit firm SIB EXPERT SRL as financial auditor- were approved with a majority of 71,01% (155.376.568 votes).

The financial statement on the 31.12.2016 is detailed here below:

Total income: 678.067 thousand RON  
Total expense 624.645 thousand RON  
Turnover: 638660 thousand RON

**Article 2.** The consolidated financial statements for 2016, prepared in accordance with International Financial Reporting Standards (IFRS) on the annual report from the Board of Directors and the report of the audit firm SIB EXPERT SRL as financial auditor- were approved with a majority of 71,01% (155.376.568 votes).

The consolidated financial statement on the 31.12.2016 is detailed here below:

Total income: 658.749 thousand RON  
Total expense 614.579 thousand RON  
Turnover: 642.675 thousand RON

**Article 3.** The distribution of the net profit amounting to 50.407 thousand RON to own development sources was approved with 61,59% of the voting rights held by the present shareholders. 9,41% votes were against.

The amount of 1.221 thousand RON will be distributed to cover previous years' financial errors

The amount of 30.614 thousand RON has already been distributed to own development sources as per the GEO 19/2014 regarding tax exemption on reinvested profit.

**Article 4.** The discharge of administration for the fiscal year of 2016 was approved with 71,01% of the total voting rights (155.376.568 voting rights)

**Article 5.** The Income and Expenditure budget for 2017 is detailed below and was approved with 71,01% of the total voting rights (155.376.568 voting rights):

Total revenue: 688.400 thousand RON  
Total expense: 657.800 thousand RON  
Turnover: 673.000 thousand RON  
Net profit: 37.500 thousand RON

**Article 6.** The investment program for 2017 was approved with 71,01% of the total voting rights held by the present shareholders (155.376.568 voting rights) for a value of the investments amounting to 41.500 thousand lei.

### **O.G.M.S. resolution no 2**

**Article 1.** The new Board of Directors was elected by the cumulative voting method as per **art.235, 1<sup>st</sup> paragraph of the law 297/2004 about the capital market:**

- Mr. Ioan DEAC - with 174.216.246 cumulative votes
- Mr. Ioan MICLEA - with 158.550.239 cumulative votes
- Mr. Mircea-Florin MAXIM - with 158.550.239 cumulative votes
- Mr. Ilie-Marius VELȚAN - with 150.036.132 cumulative votes
- Mr. Nicolae BALTEȘ - with 135.529.984 cumulative votes

**Article 2.** The allowances of the company's administrators from the current fiscal year were approved with 63,13% of the total voting rights (17.236.705 voting rights) 7,88% were abstaining votes.

### **O.G.M.S. resolution no.3**

**Article 1.** The company SIB EXPERT SRL was designated to carry out the financial audit for 2017. Mr. Ioan Deac – Chairman & CEO and Mr. Ioan Miclea – CFO were empowered to sign the audit contract with 63.13% of the total voting rights held by the present shareholders (138.139.863 voting rights)

### **O.G.M.S. resolution no 4**

**Article 1.** The registration date for identifying shareholders who are affected by the decisions of the ordinary meeting of shareholders is **22.05.2017** and was approved with 71,01 % of the voting rights held by the present shareholders, in accordance with article 238 of Law No. 297 / 2004 about the capital market.

**Article 2.** The ex-date is **19.05.2017** and was approved with 71,01 % of the voting rights held by the shareholders present as per art 129 of the Update CNVM Regulations No.1/2006.

### **O.G.M.S. resolution no 5**

**Article 1.** As Chairman and CEO, Mr. Ioan DEAC was mandated (with the possibility of substitution) to conclude (or sign) decisions concerning the present meeting as well as other documents for enforcing the above decisions, in relations to any private/public person/entity, on behalf of the company/shareholders. This was approved with 71,01 % of the voting rights held by present shareholders.

**Article 2.** Ms. Mihaela Grobnicu was empowered to perform all legal formalities for registration, advertising and publishing of all adopted decisions with 71,01 % of the voting rights held by the present shareholders.

No null voted were registered.

Additional information is available at the company's headquarters, phone no. +40269 / 237878, fax +40269 / 237770 .

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## RESOLUTIONS OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

The Extraordinary General Meeting of the Shareholders, convened by the Board of Directors of COMPA S.A. Sibiu, has gathered on the 24.04.2017 by respecting the legal provisions. The proceedings were carried out at the first call, at the company headquarters, as the advertisement conditions and of quorum of 71,01% were met (155.376.568 shares from the total of 218.821.038 shares).

Having met the quorum, the Assembly is legally constituted, so the presentation, discussion and voting of the issues specified in the agenda of the meeting could start. The agenda of the meeting was previously announced in the convening notice published in the Bursa newspaper on the 21.03.2017 and in the Official Gazette (Monitor) Part IV of No 950/22.03.2017 as well as on the company's website [www.compa.ro](http://www.compa.ro)

After debating all issues listed on the agenda, the Extraordinary General Meeting of Shareholders adopted the following resolutions:

### **E.G.M.S. resolution no 1**

**Article 1.** A maximum 30 million RON for contracting investment credits and other lines of credit, leasing and bank guarantee letters, which will be backed up by movable and immovable company assets as collaterals, was approved for 2017 with 71.01% of the total voting rights held by the present shareholders.

**Article 2.** The Board of Directors was mandated by the EGMS to engage in contracting investment credits and other lines of credit, leasing contracts for a max of 30 million RON in 2017 and to use movable and immovable company assets as collaterals, with 71,01% of the total voting rights held by the present shareholders.

**Article 3.** Legal representatives are mandated to represent the company in negotiating and signing the investment credits contracts, bank guarantee letters, and any other documents needed for realizing the decisions in Article 1 and Article 2, with 71.01% of the total voting rights held by the present shareholders

### **E.G.M.S. resolution no 2**

**Article 1.** The Board of Directors was mandated by the EGMS to modify and approve the company's organization chart and the partial organization charts during the whole term of office, with 71,01% of the total voting rights held by the present shareholders.

### **E.G.M.S. resolution no. 3**

**Article 1.** The Board of Directors was mandated to appoint the legal representative of COMPA SA Sibiu in relation with the Management Authority / Funding Authorities (AMPOSDRU, AMPOSCEE, etc.) and to empower the person(s) designated to sign financing contracts for the projects to be carried out starting from 2017, with 153.170.294 votes „for” (70,00%) and 2.206.274 votes „against” (1,01%).

**Article 2.** Mr. Ioan DEAC was mandated to sign contracts and other documents for enforcing the decision in Article 1 on behalf of the company, with the possibility of substitution by means of power of attorney, with 153.170.294 votes „for” (70,00%) and 2.206.274 votes „against” (1,01%).

### **E.G.M.S. resolution no 4**

**Article 1.** The dissolution and liquidation of the company S.C. COMPA EXPEDIȚII INTERNAȚIONALE S.R.L without appointing a liquidator was approved with the majority of votes, as per art. 227, Paragraph 1d and art. 235 of the republished modified Law 31/1990

**Article 2.** A legal representative was appointed to sign the documents required by any institution so that the dissolution and liquidation procedure of the company S.C. COMPA EXPEDIȚII INTERNAȚIONALE S.R.L is completed, with a majority of the votes.

**E.G.M.S. resolution no 5**

**Article 1.** The registration date for identifying shareholders who are affected by the decisions of the ordinary meeting of shareholders is **22.05.2017** and was approved with 71,01 % of the voting rights held by the present shareholders, in accordance with article 238 of Law No. 297 / 2004 on the capital market.

**Article 2.**

The ex-date is **19.05.2017** and was approved with 71,01 % of the voting rights held by the shareholders present (155.376.568 votes) as per art 129 of the Updated CNVM Regulations No.1/2006.

**E.G.M.S. resolution no 6**

**Article 1.** As Chairman and CEO, Mr. Ioan DEAC was mandated as legal representative (with the possibility of substitution) to conclude (or sign) decisions concerning the present meeting as well as other documents for enforcing the above decisions, in relations to any private/public person/entity, on behalf of the company/shareholders. This was approved with 71,01 % of the voting rights held by present shareholders.

**Article 2.** Ms. Mihaela Grobnicu was empowered to perform all legal formalities for registration, advertising and publishing the adopted decisions with 71,01% of the voting rights held by shareholders.

Additional information is available at the company's headquarters, phone no. +40269 / 237878, fax +40269 / 237770

**Chairman & CEO**

Ioan DEAC