

No. 3/3.01.2023

## INFORMATION DOCUMENT REGARDING THE OFFERING OF 6,060,000 FREE SHARES TO THE EMPLOYEES AND MEMBERS OF THE MANAGEMENT OF COMPA S.A.

(information document according to art. 1 par. (4) letter i) of EU Regulation no. 1129/2017 regarding the prospectus that must be published in the case of a public offer of shares or the admission of shares to trading on a regulated market, and repealing Directive 2003/71/EC)

### 1. Responsible persons

#### 1.1 The name and position of the natural persons or the name and headquarters of the legal persons responsible for the information included in the presentation document

COMPA S.A., a joint-stock company with headquarters in Romania, Sibiu, Str. Henri Coanda, no. 8, Sibiu county, postal code 550234, registered at the Trade Registry Office next to the Sibiu Court under no. J32 /129 /1991, having unique registration code (CUI) RO 788767, legally represented by Mr. Deac Ioan, as General Director.

#### 1.2 Statements of the responsible persons mentioned in point 1.1. from which it appears that the information included in the presentation document is, to the best of their knowledge, in accordance with reality

Checking the content of this document, COMPA S.A., represented by Mr. Deac Ioan, as General Manager, declares and confirms that, to the best of his knowledge, the information provided and the content of this document are in accordance with reality and that it does not contain omissions or statements untrue of a nature to significantly affect the content of the document.

### 2. Information about the issuer

#### 2.1 Name, headquarters, fiscal code and registration number at the Trade Registry Office

**Name:** COMPA S.A.  
**Headquarters:** Sibiu, Str. Henri Coandă, nr. 8, jud. Sibiu, 550234  
**Fiscal Code:** RO 788767  
**Registration number at the Trade Registry Office:** J32 / 129/ 1991

#### 2.2. Share Capital

**The value of the subscribed and paid-up capital:** 21.882.103,8 lei  
**Number of shares issued:** 218.821.038 shares  
**Nominal Value of a share:** 0,10 lei

### 3. Information regarding the offering or assignment of securities to employees and members of the Company's management

Nr. înmatriculare la Oficiul Registrului Comerțului:  
J 32/129/1991  
Cod de înregistrare fiscală: RO 788767  
Cod SICOMEX: 100555; Cod SIRUES: 0778437

**Conturi bancare ING BANK suc. Sibiu:**  
RO60INGB0015000041108911 / RON  
RO09INGB0015000041100711 / Euro

**Conturi bancare 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

### 3.1. Actele decizionale prin care s-a hotărât oferirea sau alocarea de valori mobiliare către angajați și membri ai conducerii Societății:

**3.1.1 Through the EGMS Resolution nr. 18/27.04.2020**, it is **approved** the carry out of a buyback program of its own shares in order to be distributed free of charge to the members of the management of the company (members of the administrative, managers, of the Company), for loyalty purpose, as well as to reward them for the activity carried out within the Company, according to performance criteria that will be established by the Board of Directors, with the following main characteristics:

- **The size of the program:** the buy-back of a maximum number of 15,000,000 own shares on the market.

- **The price of acquisition of the shares:**

**minimum price per share:** 0,1 lei

**maximum price per share:** 1 lei

- **The maximum pecuniary value allocated to the program:** 3,890,000 lei, excluding brokerage commissions and other acquisition costs, the payment of buy back shares will be made, according to the provisions of art. 103<sup>1</sup> of law 31/1990, from the distributable profit of the company, recorded in the financial statement on the year 2019, if it is approved in the OGMS of 27/28 April 2020.

- **Duration of the program:** 18 months from the date of publication of the decision in the Romanian Official Gazette, Part IV

- **Purpose:** The scope of the buyback program is to distribute the shares free of charge to the members of the company's management (members of the administrative, managers, of the Company), for loyalty purpose, as well as to reward them for the activity carried out within the Company, according to performance criteria that will be established by to the Board of Directors, in compliance with the legislation in force.

In addition to the main features, the buy back program will include other requirements expressed by law and not mentioned above. The buy back program will be carried out through all the market operations allowed according to the law, which may also include public purchase offers initiated by the company, in compliance with the legal provisions.

**3.1.2 Through the EGMS Resolution nr. 19/27.04.2020**, it is approved the empowerment of the Board of Directors to take all the necessary decisions and measures, to fulfill all the formalities required by law, for the implementation and fulfillment of the decision mentioned in point 18, including the designation of an operator for the intermediation of the buyback program.

**3.1.3 Through the Decision of the Board of Directors dated 17.08.2020**, it was decided to initiate, starting on 17.08.2020, the share buyback program in accordance with the Extraordinary General Assembly Resolutions no. 18 and 19 of 27.04.2020 published in the Official Gazette of Romania, part IV a, no. 1712/15.05.2020.

**3.1.4 Through the EGMS Resolution nr. 80/ 09.09.2021**, art 2 and art. 3, it is decided the implementation, regarding the shares that are the object of the buy back program approved by the EGMS decisions no. 18 and 19 of 27.04.2020, of a stock option plan having as objective the granting of option rights for the free acquisition by the employees and members of the Company's management/board of the repurchased shares in order to maintain and motivate and to reward them for the activity carried out within the Company, as well as the empowerment of the Board of

Directors to adopt all necessary measures and to fulfill all the formalities required for the implementation of the plan referred to in art. 2 and to establish the criteria for granting the option rights.

**3.1.5.** Through the **Decision of the Board of Directors nr. 83 dated 04.10.2021** it is approved the stock option plan, registered under number 81/30.09.2021 in the Register of Decisions of the Company and the allocation of a number of 6,500,000 shares in respect of which the right to option within the plan to delegated executives and key employees.

**3.1.6.** Through the **Decision of the Board of Directors nr.116 dated 7.11.2022** it is approved the transfer of a number of 6,280,000 shares that are the object of the Plan regarding the conferment of the option to acquire shares for free registered under no. 81/30.09.2021 in the Register of Decisions of the Company, approved by the decision of the Board of Directors no. 83/04.10.2022 to the eligible Beneficiaries under the conditions in which they will exercise their right to opt for shares.

One of the Plan Beneficiaries did not meet the cumulative conditions established to exercise the option right, for which the transfer was not decided on all the 6,500,000 shares allocated in the Plan, but on 6,280,000 shares.

**3.1.7.** Through the **Decision of the Board of Directors nr. 148 dated 13.12.2022** it is noted that 20 Beneficiaries of the Plan have exercised the option to acquire shares for free (Stock Option Plan) registered under no. 81/30.09.2021 in the Register of Decisions of the Company, approved by the decision of the Board of Directors no. 83/04.10.2022 of the right to opt for a number of 6,060,000 shares by signing the Payment Agreement made available by the company Compa.

Thus, the 6,060,000 shares will be transferred.

### **3.2. Description of the share capital increase – not applicable**

### **3.3. Description of operation: reason for offering securities. Total number of securities offered.**

#### **3.3.1. Reason for offering shares**

In accordance with the informative materials that were the basis for the adoption of the EGMS decisions of 09.09.2021, the reasons for granting shares consist in maintaining and motivating eligible people, as well as rewarding them for the activity carried out within the Company.

The implementation of a stock option plan program presents the advantage of lower operational expenses and fiscal optimization, allowed by the Fiscal Code in force.

#### **3.3.2. The total number of shares offered and the number of shares offered individually by category of investors**

The total number of shares offered is 6,060,000 shares, allocated as follows: to employees – a maximum number of 5,090,000 shares and to management – a maximum number of 970,000 shares.

### **3.3 Description of the type and class of securities being offered or allocated**

The shares offered are of the same class, registered, in dematerialized form, of equal value, respectively 0.1 RON/share.

### 3.5 Period for subscription of shares

The beneficiaries of the program exercised their right to opt for the shares offered starting on 8.11.2022, if they met the conditions set out in the plan/program.

### 3.6 Subscription Price

According to AGEA Decision no. 80/ 09.09.2021, art 2, the beneficiaries were granted the option right to acquire shares for free.

As a result of exercising the option right in accordance with the Plan, the beneficiaries will receive the allocated shares free of charge.

**3.7. The intermediary who helped the issuer to draw up the presentation document and through which the subscriptions will be made – not applicable.**

**Chairman Board of Directors and CEO,**  
Ioan DEAC

**Vice president of the Board of Directors,**  
Ioan MICLEA