

 <p>PREFAB</p>	<p>PREFAB S.A. București</p> <p>Sediul Social Str. Dr. Iacob Felix Nr. 17-19, Et. 2, Mun. București, Sect. 1 Cod Poștal 011031, RCJ 40/9212/04.07.2003, Cod Unic de Înregistrare 1916198, Cont Cec Bank RO27 CECEB 31830 RON 3906709, Telefon: 021/331.51.16, Fax: 021/330.59.80</p> <p>Punct de Lucru Călărași Str. București, Nr. 396, Mun. Călărași, Județul Călărași, Cod Poștal 910048, Telefon: 0242/311715, Fax: 0242/318975 Mobil: 0724561932, Web. www.prefab.ro, E-mail: office@prefab.ro</p>	   

CURRENT REPORT
according to regulation C.N.V.M. no. 1 / 2006

Date of report: 15.03.2017

Name of the company - PREFAB S.A.

Registered Office - București, Dr. Iacob Felix, nr. 17-19 ,et.2, sector 1

Phone no./fax - 021-3315116/ 021-3305980 – 0242-311715/0242-318975

Unique registration code with the Trade Register - R 1916198

Trade Register Registration Number - J40/9212/2003

Subscribed and paid in share capital - 24.266.709,5 lei

Regulated market where the issued securities are traded - Stock Exchange of Bucharest

IMPORTANT EVENTS TO REPORT :

In accordance with art.113 of Regulation C.N.V.M.no.1/2006 on issuers and securities operations, PREFAB S.A. informs that in the meeting of the Board of Directors of PREFAB S.A. of 14.03.2017, was decided:

- **The Convocation of A.G.O.A. and A.G.E.A. for the date of 19.04.2017/20.04.2017.**

Annex: Convocation of PREFAB S.A. Ordinary and Extraordinary General Meeting of Shareholders on 19/20.04.2017.

PREFAB SA BUCHAREST BOARD OF DIRECTORS

met in the session of 14.03.2017, time 11^{oo}

SUMMONS

I. ORDINARY GENERAL MEETING OF SHAREHOLDERS on **19.04.2017, time 12^{oo}** at the project site office of Călărași, jud. Călărași, strada București, nr. 396, and

II. EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS on **19.04.2017, time 13^{oo}** at the project site office of Călărași, jud. Călărași, strada București, nr. 396, for all shareholders registered in the Register of Shareholders managed by S.C. Depozitarul Central S.A. București, on **06.04.2017**, a day established as **reference date**, for both general meetings of shareholders, except that only those who are shareholders on that date are entitled to attend and vote at the general meeting of shareholders.

The convocation shall be made in accordance with the Law no. 31/1990 R, as subsequently amended and supplemented, Law no. 297/2004 and the regulations of C.N.V.M., made for its application, and those of the Articles of Association of PREFAB S.A. Bucharest.

I. Ordinary General Meeting of Shareholders

will have the following

AGENDA:

1. Approval of the individual and consolidated financial statements of PREFAB S.A. Bucharest for the year 2016, prepared in accordance with International Financial Reporting Standards (IFRS), on the basis of Board of Directors reports and financial auditor.

1.1. Approval of allocation of net profit achieved in 2016 in the amount of 1.174.965 lei, as proposed by the Board of Directors, in this way:

- 70.822 lei - legal reserve;
- 539.728,67 lei - other reserves;
- 564.414,33 lei - dividends.

Approval of fixation a gross dividend / action of 0,011629 lei.

Approval of 06.07.2017 as the dividend payment date in accordance with art.129³ para.2 of A.S.F./C.N.V.M. Regulation no. 1/2006 and art.2, lett. g) of A.S.F./C.N.V.M. Regulation no. 6/2009, as amended and supplemented.

The distribution of dividends to shareholders will be made in accordance with the legal provisions, costs of payments being borne by shareholders from the net dividend amount.

2. Election of PREFAB S.A. Board of Directors for a term of 4 years with effect from the date of 23.06.2017 (given that on 23.06.2017 expires the validity period of the mandate given by A.G.O.A. to the Board of Directors members).

2.2. Election of the President PREFAB S.A. Board of Directors, in accordance with art. 140¹, para. (1) of Law no. 31/1990 R, as amended and supplemented and amendments to the Articles of Association.

2.3. Mandating Mr. Miluț Petre Marian and Mrs. Boitan Daniela to negotiate and sign contracts either of them the term contracts of administrators on behalf of the company.

3. Appointment of AUDIT EXPERT S.R.L. Ploiești as independent financial auditor, for a period of 4 years from 23.06.2017.

4. Approval of the remuneration due to members of Board of Directors for the financial year 2017.

5. Administrators discharge of management for the activity conducted in the financial year 2016.

6. Approval of the Budget of Income and Expenses, the production program and the investment program for 2017.

7. Approval of the Annual Report prepared according to Annex 32 of C.N.V.M. Regulation no. 1/2006 for the financial year 2016.

8. Confirmation of PREFAB S.A. Bucharest executive management.

9. Approval of the date of **15.06.2017** as **registration date**, respectively identification of shareholders who are affected by the decisions taken, in accordance with the provisions of art. 238, para. 1 of Law no. 297/ 2004 on the capital market, as amended and supplemented.

10. Approval of the date of **14.06.2017** as **ex-date**, in accordance with the provisions of Law no. 297/2004, of Regulation no. 1/2006 on issuers and securities operations and of Regulation no. 6/2009 on the exercise of certain rights of shareholders in the general meetings of companies, as amended and supplemented.

11. Approval of empowerment and empowering Mrs.Nuță Domnica - Legal Adviser, to undertake necessary and legal operations to record the decisions of ordinary general meeting of shareholders and to achieve the formalities of advertising.

II. Extraordinary General Meeting of Shareholders

will have the following

AGENDA:

1. Since the entry into force of the new mandate given by A.G.O.A. to the Board of Directors members on 19.04.2017, is subject to approval the modification of art.17, para. 1 «Administration organization» of the Articles of Association of PREFAB S.A., which shall read as follows:

«The company «PREFAB» – S.A. is managed by a «Board of Directors» consisting of a number of 3 directors appointed by the Ordinary General Meeting of Shareholders.

The Board of Directors shall be composed:

1. - Chairman of the Board of Directors.
2. - member
3. - member»

1.1. Approval to complete the secondary object of activity of PREFAB S.A. with the following activities:

NACE code 8010 - “ Activities of protection and guard ”

NACE code 3312 - “ Machinery repairs”.

The rest of the Articles of Association approved on 29.09.2016 remains unchanged.

2. Approval of empowerment of Mr. Miluț Petre Marian - Board of Directors Chairman for signing of the updated Articles of Association of PREFAB S.A.

3. Approval to supplement the credit line - Credit Contract no. RQ15126299791350 of 25.01.2016, with the amount of 3.000.000 Ron, namely from the value of 16.000.000 Ron to the value of 19.000.000 Ron, under the contract mentioned above.

4. Conventions extension of the credit lines opened to Veneto Banca approved by Resolution of A.G.E.A. no. 1/28.04.2016 for a further period of 1 (one) year.

5. Empowering the PREFAB SA. Bucharest Board of Directors in order to ensure efficiency in running the company for pledging/mortgaging one or more assets of the company and contracting of loans in the banking system to support the program production and investment program for 2017, with compliance of art. 241 from the Law no. 297/2004, up to 60% of the company's assets.

6. Approval of the date of **15.06.2017** as **registration date**, respectively identification of shareholders who are affected by the decisions taken, in accordance with the provisions of art. 238, para. 1 of Law no. 297/ 2004 on the capital market, as amended and supplemented.

7. Approval of the date of **14.06.2017** as **ex-date**, in accordance with the provisions of Law no. 297/2004, of Regulation no. 1/2006 on issuers and securities operations and of Regulation no.

6/2009 on the exercise of certain rights of shareholders in the general meetings of companies, as amended and supplemented.

8. Approval of empowerment and empowering Mrs.Nuță Domnica - Legal Adviser, to undertake necessary and legal operations to record the decisions of ordinary general meeting of shareholders and to achieve the formalities of advertising.

Starting from 20.03.2017, the convening notices, the information materials and the draft resolutions in relation to items on the agenda can be found on the company website (www.prefab.ro - Section Shareholding/Financial - A.G.A.) or can be consulted or purchased at the registered office of PREFAB S.A., din str. Dr. Iacob Felix, nr. 17-19, et.2, sector 1, București or at the project site office of Calarași, str. București, nr. 396, from Monday to Friday between 09⁰⁰ and 14⁰⁰.

In accordance with art. 137¹ para. (2) of Law no. 31/1990 R as amended and supplemented, current members of the Board of Directors or shareholders have the right to nominate candidates for the position of administrator. The applications of the persons proposed shall be submitted to the shareholders PREFAB S.A. secretariat, to Mrs. Manoliu Nicoleta, at the latest on **04.04.2017**, time 12⁰⁰ and they shall be submitted in writing, either by post or courier services (at the aforementioned addresses), or by electronic means (at the e-mail: actionariat@prefab.ro), to fulfill conditions for the position of administrator in PREFAB S.A. Board of Directors, provided by law and the Articles of Association, for inclusion in the list of nominations, which will be submitted to the general assembly approval.

Candidates will be enrolled on the list of candidates, in chronological order of registration numbers to PREFAB S.A. registries of the application files.

The list of nominations will be drawn up by the secretariat of PREFAB S.A. shareholders and published on the company website (www.prefab.ro - Section Shareholding - A.G.A.) at the latest on **05.04.2017**, time 16⁰⁰, with the C.V. of the candidates.

In applying the provisions of C.N.V.M. Regulation no. 6/2009, the shareholders representing individually or together, at least 5% of the share capital, are entitled :

- to introduce new items on the agenda of the general meeting, provided that each such item being accompanied by a justification or by a draft resolution proposed for adoption by the General Assembly no later than the date of **31.03.2017**, time 10⁰⁰;
- to table draft resolutions for the items included or proposed to be included on the agenda of the general meeting no later than the date of **31.03.2017**, time 10⁰⁰.

Shareholder proposals and documents proving the fulfillment of conditions for exercising those rights, will be transmitted, only in writing, **in the original copy**: either by post or courier services (at the aforesaid addresses), with clearly mention written in capital letters: FOR EXTRAORDINARY (or ORDINARY) GENERAL MEETING OF SHAREHOLDERS FROM 28.04.2015, or by electronic means (by e-mail: actionariat@prefab.ro).

Each shareholder has the right to ask questions related to items on the agenda of the general meeting, no later than the date of **13.04.2017**. The company can respond including by posting the answer on the company's website (www.prefab.ro - Section Shareholding/Financial).

The questions of shareholders shall be submitted in writing, either by post or courier services (at the aforesaid addresses) or by electronic means (by e-mail: actionariat@prefab.ro). To identify people who ask questions society, they will attach to the request the copies of documents proving their identity and quality of shareholder and the number of shares held on request date.

The date of reference is 06.04.2017. Only the shareholders registered at this time in the Shareholders Register managed by the Central Depository will vote in these general meetings.

Shareholders may participate in general meetings directly or may be represented by another person (including other persons than shareholders), on the basis of a special power of attorney, or, if applicable, of a general power of attorney or may vote by correspondence.

The shareholder may grant a general power of attorney valid for a period not exceeding 3 years, allowing its representative to vote on all issues under debate in general meetings of shareholders,

including the acts of provision, provided that the power of attorney be granted by the shareholder, as customer, to an intermediate defined according to art.2, para.(1), point 14 of Law 297/2004 regarding the capital market, or to a lawyer.

Shareholders may attend the meeting as follows :

- Individual persons: in person presenting the identity card or represented by another person under a special mandate, or, if appropriate, general power of attorney and the identity card of the representative.
- Legal persons: by their legal representative or by the person who has been delegated with the power of representation, under their statutory document (identity card, authorization).

The special power of attorney forms (in Romanian and English) for individuals and legal persons can be obtained from the company's website (www.prefab.ro - Section Shareholding/Financial - A.G.A.) or from the premises above mentioned, starting on **20.03.2017** and will be completed in 3 (three) copies.

After filling in Romanian or English and signed by hand, a copy of the original power of attorney, will be submitted/sent in a sealed envelope, being recorded as received until **17.04.2017** from Monday to Friday between 09⁰⁰ and 14⁰⁰ in the registries of the company's registered office or of the project site office of Călărași, indicating on envelope clearly and in capital letters «FOR EXTRAORDINARY (or ORDINARY) GENERAL MEETING OF SHAREHOLDERS FROM **19.04.2017**» or by e-mail: actionariat@prefab.ro, the second copy will be given to representative, and the third copy will remain to the shareholder represented. The power of attorney shall be accompanied by a copy of the identity card of the individual shareholder/of the legal person shareholder legal representative, and for legal entities, by the official document (the original or the certified copy of the certificate confirming the shareholder represented) attesting his quality of legal representative for the signer of the power of attorney.

General power of attorney granted by the shareholder, as customer, to an intermediate or to a lawyer, before the first use, will be filed at the registry of the aforesaid offices, in copy certified by the shareholder representative, until **17.04.2017** from Monday to Friday between 09⁰⁰ and 14⁰⁰ (registration date in the registries company), under penalty of losing the vote exercise by representative at the general meeting convened by this convenor, in accordance with the legal provisions.

If a shareholder mandate a credit institution providing custody services, to participate and vote in general meetings, is required only the original special power of attorney, which must be accompanied by an affidavit, in the original, given by the credit institution, in accordance with the disposition of measures no. 26/20.12.2012, art. 2 (1) i), ii) and iii).

Shareholders registered at the reference date have the opportunity to vote by correspondence, before the General Meetings of Shareholders, by using the voting by correspondence forms (in Romanian and English) available for they starting on **20.03.2017**, on the company's website (www.prefab.ro - Section Shareholding/Financial - A.G.A.) or from the premises above mentioned.

The voting by correspondence forms in original, in Romanian or in English (completed and signed by hand by shareholders and accompanied by a copy of the identity card of the individual shareholder/ of the legal representative of the legal person shareholder, and for legal entities, by the official document - confirmation certificate or any other document evidencing the legal representative quality of the shareholder) will have to reach in the original by post or courier at the registries of the aforesaid addresses until **14.04.2017**, time 10⁰⁰.

The special authentic power of attorneys and the voting by correspondence forms shall include the information specified in the special power of attorney form provided by the company.

The special power of attorneys, the general power of attorneys and the voting by correspondence forms not registered in the registries of society until the date indicated above, can not be counted towards the quorum of presence and voting at the general meetings of shareholders.

In all the above cases, except the special power of attorney given by a shareholder to a credit institution providing custody services, the shareholders legal persons, if they did not provide information on the legal representative, to the Central Depository, before the reference date, so as to be reflected in the records provided by the Central Depository for the reference date, prove the

quality of legal representative with a confirmation certificate issued by the Trade Register, submitted in original or in a certified copy or any other document in original or in a certified copy, issued by a competent authority of the State in which the shareholder is legally registered, attesting the quality of legal representative. Documents attesting the quality of legal representative of the shareholder legal person will be issued no more than 3 months before the publication date of general meeting of shareholders convenors. These documents evidencing the quality of legal representative drafted in a foreign language, other than English, will be accompanied by a translation performed by a certified translator, in Romanian or English, without notarial legalization or apostille, according to the Disposition of measures no. 26/20.12.2012, art.4(1), (2) and (3).

Also, the person who has been delegated with the power of representation - if the shareholder has not provided information on the person who has been delegated with the power of representation to the Central Depository, so as to be reflected in the records provided by the Central Depository for the reference date, will present special power of attorney or, where appropriate, general power of attorney signed by the legal representative of that legal person and the documents mentioned above.

Pursuant to the Disposition of measures no. 26/20.12.2012, art. 5, if shareholders ask questions or make proposals for amending the agenda, they can attest their identity attached to document attesting the identity, with the account statement showing the quality of shareholder and the number of shares held, issued by the Central Depository or, where appropriate, by the indirect participants providing custodial services, according to art.168, para.(1), lett.b) of Law no.297/2004.

If on the date of **19.04.2017**, the statutory quorum will not meet the conditions provided by law and Articles of Association, Extraordinary and Ordinary General Meetings of Shareholders will be convened on **20.04.2017** in the same place, at the same times and with the same agenda.

PREFAB S.A. Board of Directors
President

Eng. Marian Petre Miluț