



TURBOMECANICA

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Registry Number J40/533/1991

Fiscal Code RO3156315 Unique Registration Number 3156315

Subscribed paid up social capital 36.944.247,50 RON

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PROCEDURE

concerning the payment of dividends for the year 2016 by Turbomecanica S.A.

Following the decision of the Ordinary General Meeting of Shareholders (“OGMS”) of TURBOMECANICA S.A. dated April 25th, 2017, Turbomecanica S.A. announces the payment of dividends for 2016 financial year through the Depozitarul Central S.A. (“Depozitarul Central”) and BRD - Groupe Société Générale (“BRD”) – selected payment agent – starting with June 09th, 2017 (“Payment Date”), to the shareholders of Turbomecanica S.A. listed in the Shareholders’ Registry maintained by Depozitarul Central S.A. on registration date May 18th, 2017 (“Registration Date”).

The gross value of dividend per share is lei 0,0105, where applicable any withholding tax payable will be deducted prior to payment, at the legal rate.

Dividends payment methods:

1. Through Participants (Custodian Banks or Brokers): Individuals and legal entities/other entities having accounts opened with a Participant (respectively, an intermediary participating in the clearing-settlement and registry system of the Depozitarul Central):

For shareholders that are individuals, legal entities or other entities who, on the Registration Date, hold shares in Section II in Turbomecanica S.A. Shareholders Registry in an account opened with a Participant, dividends shall be paid automatically by bank transfer through the Depozitarul Central into Participants’ account on the Payment Date. The payment option is the option expressed by non-resident shareholders who have an account opened with a Participant which is communicated to the Depozitarul Central by the Participant during the reporting for the Registration Date, in compliance with the applicable legal regime, as follows:

a) Dividends paid with the dividend tax withheld at the standard rate set forth in Romanian Tax Code in force on the Payment Date;

b) Dividends paid with dividend tax withheld at the applicable tax rate, as per a Double Tax Treaty, based on complete and accurate tax documentation, previously submitted by the shareholder and received by the issuer, no later than 01.06.2017;

Non-resident shareholders with an account opened with a Participant (Custodian Bank or Broker) who want to invoke for application of the more favourable provisions of a Double Tax Treaty concluded between Romania and their country of residence or the more favourable provisions applicable to non-resident pension funds (as defined in legislation of that EU Member State or of that EFTA State), must submit a valid tax residency certificate through their Participant, for the year in which the dividend is paid, within the validity period, in original or legalized copy, with apostille/super legalization if the case, accompanied by an authorized translation, and also contact details for possible clarifications regarding the tax

residency certificate (in the case of non-resident pension funds, documents set forth in item 2.2. in Annex 1 concerning non-resident pension funds shall also be submitted):

- until June 01st, 2017, at TURBOMECHANICA S.A. address in Bucharest, 244 Iuliu Maniu Blvd., 6th district, mentioning "Dividends 2016". TURBOMECHANICA S.A. is not responsible for non-application of aforesaid favourable tax treatment if documents and / or possible clarifications requested are not submitted in due time.

In the case of non-resident shareholders represented by a Participant, TURBOMECHANICA S.A. shall withhold dividend tax from the gross dividend at the standard tax rate in force provided by the Romanian Tax Code if:

- The shareholder did not send complete and correct tax documents (including documents set forth under Annex 1 point 2.2., concerning non-resident pension funds) and any related clarifications requested, until June 01st, 2017.

2. Only for payments through bank transfer as per shareholder's request addressed directly to the Depozitarul Central

Starting with 2015 dividends payment, Depozitarul Central provides all shareholders not represented by Participants with the possibility to receive any due amount of money through bank transfer into a bank account, irrespective of the issuer distributing such money, and such option remains valid for future distribution unless expressly notified otherwise. In order to benefit of this payment method, shareholders are invited to contact directly the Depozitarul Central using phone numbers 021.408.58.41 or 021.408.59.56 or 021.408.59.23, facsimile 021/408.58.14 and / or the e-mail address: dividende@depozitarulcentral.ro

3. Through the payment agent – BRD Groupe Societe Generale

i. In cash: only for private individuals who do not have a bank account opened with a Participant: at BRD cash desks, in any BRD unit

For private individual shareholders who do not fall under item 1 and 2, dividend payment shall be made in cash at BRD cash desks, in any BRD unit. The list of BRD units is available at website <http://www.brd.ro/banca/retea-unitati/> or TURBOMECHANICA S.A. website: <http://www.turbomecanica.ro>. Payments in cash shall be made within limits set forth by applicable legislation.

ii. Through bank transfer: private individuals and legal entities / other entities who do not have a bank account opened with a Participant

Private individuals and legal entities / other entities who intend to receive payment of dividends through bank transfer may request to BRD the payment by bank transfer, by submitting to BRD cash desks the application form for payment of dividends through bank transfer accompanied by supporting documents set forth in Annex 1.

Payment application forms are available on TURBOMECHANICA S.A. website: <http://www.turbomecanica.ro> or they may be requested in any BRD unit. All supporting documents submitted to bank's cash desks in simple photocopy shall be certified for consistency with the original copy.

Payment application form for net dividends through bank transfer, together with supporting documents, shall be submitted to BRD cash desks, starting on payment date (09.06.2017)

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For non-resident shareholders who opt for payment methods shown in items 2 and 3 (respectively who do not have an account opened with a Participant):

For payments made through bank transfer / in cash on the Payment Date (09.06.2017) in case of non-resident shareholders who do not have an account opened with a Participant and who want to invoke for the application of the more favourable provisions of a Double Tax Treaty concluded between Romania and their country of residence or the more favourable provisions applicable to non-resident pension funds (as defined in the legislation of that EU Member

State or of that EFTA State), tax documents must be received until June 01st, 2017 at TURBOMECANICA S.A.'s address at Bucharest, 244 Iuliu Maniu Blvd., 6th district, mentioning "Dividends 2016". Payment through bank transfer / in cash performed on the Payment Date (09.06.2017) shall be made by BRD provided all documents requested for payment, as set forth herein, are submitted.

After the Payment Date, BRD shall pay net dividends no more than two working days after reception by BRD of the application for bank transfer payment, accompanied by full and accurate supporting documents and any possible clarifications requested. The date when shareholder's bank account is actually credited depends on the inter-bank business and on the chain of correspondent banks.

* * *

In case the supporting documents are issued in another language, than Romanian and / or issued by foreign authorities, they must be submitted with apostille / supra-authentication if the case, accompanied by certified Romanian translation.

The holder of the bank account where transfer of net dividends is requested must be the respective shareholder or as the case may be his representative.

Fees applied by BRD and Depozitarul Central for payment of net dividends in RON are borne by TURBOMECANICA S.A.

Payment of net dividends due to TURBOMECANICA S.A. shareholders for 2016 financial exercise is subject to general provisions concerning prescription, being prescribed any payment request made after June 08th, 2020, respectively within 3 (three) years after June 09th, 2017.

BRD and Depozitarul Central, as the case may be, reserve the right to request from the shareholder / corresponding attorney additional documents following applications for payment of TURBOMECANICA S.A. dividends. Additional data on dividend payment procedure may be requested from:

- Payment agent BRD at e-mail address titluri@brd.ro or phone numbers: +4 021 200 8372, +4 021 200 8387 or +4 021 200 8385.

- Depozitarul Central, at e-mail address dividende@depozitarulcentral.ro or phone numbers: +4 021.408.58.56, +4 021.408.59.23.

- For any other questions concerning TURBOMECANICA S.A. dividends or shares, please contact Investor Relations Department of TURBOMECANICA S.A. at phone numbers 0724200288.

Eng. Radu VIEHMANN

Claudia ANGHEL

President of the Board, General Manager

Financial and Commercial Manager

Annex 1 – Supporting documents for dividend payment

1. CASH PAYMENTS

1.1 In case of resident individuals presenting in person to the BRD branches, the dividend payment shall be made based on the identity document bearing the personal identification number (P.I.N.);

1.2 In case of non-resident individuals presenting in person at the BRD branches the payment of dividends shall be made upon presentation of a document which identifies the shareholder having submitted data that must comply with the shareholder who is registered in the records of the Depozitarul Central;

1.3 In case of individuals under 14 years age, the payment of dividends shall be made through the respective legal representative – tutor/parent of the minor, based on the following documents: the identity document of the tutor/parent of the minor bearing the personal identification number (P.I.N.) + 1 certified as a „true copy” photocopy (the photocopy will be retained by the Payment Agent), shareholder’s birth certificate bearing the P.I.N. + 1 certified as a „true copy” photocopy (the photocopy will be retained by Payment Agent) the legal document establishing tutorship where the tutor is not a parent + 1 certified as a „true copy” photocopy (the photocopy will be retained by Payment Agent);

1.4 In case of individuals – disabled individuals, the payment of dividends shall be performed through the conservator of the respective curator, based on the following documents: the identity document of the curator bearing the personal identification number (C.N.P.) + 1 certified as a „true copy” photocopy (the photocopy will be retained by the Payment Agent), shareholder’s identity document bearing the personal identification number (P.I.N.) + 1 certified as a „true copy” photocopy (the photocopy will be retained by Payment Agent);

1.5 In case of shareholders who do not present in person, but empowering a different person for such purposes, the dividends shall be paid to the respective empowered person based on the following documents: special power of attorney notarised by a notary public, which contains the mandate to receive the distributed amount, issued by no more than 3 years before the payment date, except where the power of attorney has a duration of more than 3 years and is still valid on the date of payment + 1 certified as a „true copy” photocopy (the photocopy will be retained by Payment Agent) and the identity document of the representative bearing the personal identification number (P.I.N.) + 1 certified as a „true copy” photocopy (the photocopy will be retained);

Note 1: In case of co-owners, the payment will be processed under condition that all the co-owners present themselves at BRD, in person or by legal or conventional representative.

Note 2: The documents in a foreign language shall be submitted with a certified Romanian translation, and documents in a foreign language issued by a foreign authority shall be apostilled/super legalized, as applicable.

Note 3: The paying agent will be able to make cash payments in amounts fixed according with the applicable legislation.

Note 4: In case of payments by bank transfer to other banks than BRD, to above documents are attached the bank statement certified by the bank who requested the transfer of the dividends or supporting document issued by the bank which establishes the bank account holder mentioned above. The account holder can only be shareholder or, if applicable, his representative.

The form „Request for the payment of dividends by bank transfer” and the supporting documents will be submitted to the BRD branches starting 09.06.2017.

Exceptions:

There will be no net dividend payments at the counter in the following cases:

- The shareholders whose P.I.N. from identity documents presented to the BRD branches are not in accordance with the records of the Payment Agent received from Depozitarul Central. They will be guided to Depozitarul Central.
- The heirs of shareholders, based on the inheritor certificates. They will be guided to Depozitarul Central.

2. PAYMENTS BY BANK TRANSFER

The shareholders individuals and legal persons/other entities seeking the payment of dividends by bank transfer may request such payment to BRD as of the payment date (09.06.2017), on the basis of the form „Request for the payment of dividends by bank transfer”, supported by the following documents:

2.1 The shareholders who are individuals, in person or through legal or conventional representative shall submit the above mentioned form indicating the bank and account (IBAN code) opened on the name of the shareholder (the template request is available on the website <http://www.turbomecanica.ro>), accompanied by:

- a copy of the valid identification document containing the personal identification number – certified as a „true copy” by the holder;
- bank statement of account or another original document issued by the bank (signed and stamped) whereby the bank certifies the existence of the account in the name of the shareholder and indicates the related IBAN code, in original;
- a copy of the documents certifying the quality of the signatory as legal or conventional representative, if applicable – certified as a “true copy” by the holder.

2.2 The shareholders who are legal persons/other entities shall submit the above mentioned form by legal or conventional representative, indicating the bank and account (IBAN code) opened on the name of the shareholder (the template request is available on the website <http://www.turbomecanica.ro>), accompanied by:

- A copy of the registration certificate - certified as a “true copy” by the holder;
- A copy of the document attesting the capacity of legal representative of the company (certificate of status issued by the Trade Register/the equivalent entity – for foreign entities) - certified as a “true copy” by the holder;
- A copy of the documents attesting the capacity as a conventional representative of the signatory of the request, if applicable - certified as a “true copy” by the holder;
- Bank account excerpt or another original document (signed and stamped) whereby the bank certifies the existence of the account in the name of the shareholder – legal person and indicating the related IBAN code.

In the case of pension funds:

- A copy of the valid identification document of the legal representative of the fund's management company, within its validity period – identity card with P.I.N. for Romanian citizens or passport with registration number for foreign citizens;
- A copy of the certificate of status of the fund's management company/other equivalent document issued no more than 3 months before, indicating the legal representative of the fund's management company;
- Copy of the registration certificate/other equivalent document of the fund's management company;
- Copy of the regulatory authority's decision authorizing the pension fund and its management company
- In the case of non-resident pension funds: the tax residence certificate, in original or legalized copy, apostilled/super legalized, if the case, and accompanied by a Romanian authorized translation, an affidavit whereby the legal representative of the fund's management company declares that the authorization of the pension fund and its management company is valid as at the payment date, for pension funds as defined under the legislation of the EU or EFTA Member State, and, if available, information with regard to an official website of the regulatory authority of the country of origin where the status of the pension fund can be verified.

2.3 *The documents in a foreign language* shall be submitted with a notarised Romanian translation, and documents in a foreign language issued by a foreign authority shall be apostilled/super legalized, as applicable. The form „Request for the payment of dividends by bank transfer” and the supporting documents can be:

- a) submitted to the BRD branches starting 09.06.2017 *or*
- b) sent by registered mail to the address: “Directia Titluri - BRD METAV- Corp A2, str. Biharia nr. 67-77, sector 1, Bucharest, Romania”. In such a situation, the supporting documents requested in simple copy under Annex 1 shall be submitted as notarised copies.

Note: **no payments shall be authorized on the basis of certificates of inheritance.** Such payments shall be subject to point 4 „Deceased shareholders”.

3. Co-ownership shares

The payment of dividends for co-ownership shares shall be performed as follows:

3.1. In case of payments by bank transfer, the dividends payable to co-owners shall be paid in the bank account indicated by all the shareholders under the common request submitted to BRD.

3.2. Cash payments shall be disbursed provided that all the co-owners present themselves at BRD, in person or by legal and/or conventional representative and submit the above mentioned documents for cash payments.

3.3. In case of payments to shareholders with an account opened with the Participant, the dividends payable to the co-owners shall be paid to the relevant Participant.

3.4. Where the co-owners request both the registration by the Depozitarul Central of the direct transfer of ownership over the financial instruments following the termination of the co-ownership pursuant to the applicable legal provisions, and the direct payment to each of the co-owners proportionally with the number of shares under exclusive ownership, the Depozitarul

Central shall block the payment of dividends, and the dividends shall be paid to each former co-owner in accordance with this procedure.

4. Deceased shareholders

4.1. Where the Shareholders' Registry contains persons who are deceased as at the Registration Date, the dividends shall be paid only after the request by the heir(s) and registration by the Depozitarul Central of the direct transfer of ownership over the financial instruments as effect of the inheritance, pursuant to the legal provisions in force.

Eng. Radu VIEHMANN

Claudia ANGHEL

President of the Board, General Manager

Financial and Commercial Manager