

	<b>PREFAB S.A. București</b>		
	<b>Sediul Social</b> 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		
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To: Bucharest Stock Exchange

Financial Supervisory Authority of Bucharest

**COMMUNICATION**  
**ABOUT THE PROCEDURE FOR DIVIDENDS DISTRIBUTION**  
**to PREFAB S.A. shareholders for the financial year 2018**

**PREFAB S.A** with registered office in Bucharest, str. Dr. Iacob Felix, nr. 17-19, et. 2, Sector 1, with unique registration code RO 1916198 and number in the Trade Registry of Bucharest J40/9212/2003, traded on the Bucharest Stock Exchange, Standard category, symbol **PREH**, following the decision of the General Meeting of Shareholders of 18.04.2019, informs the shareholders about the way of dividends distribution for the financial year 2018, as follows:

**The gross value of the dividend is 0,019 lei/share**, amount of which will be withheld the dividend tax in the quotas provided by the legislation in force at the date of payment.

According to the General Shareholders Meeting Decision no. 1 of 18.04.2019, **the dividends due to shareholders** registered in the Shareholders Registry at **the registration date 21.06.2019** (“Registration Date”), will be paid **starting with 09.07.2019** (“Date of Payment”) up to **07.07.2022**.

**Dividends payment will be made through Depozitarul Central S.A.** (“Central Depository”) and the payment agent **CEC BANK** (“CEC”).

Distribution fees related to the payment of dividends will be fully supported by the shareholders.

**The modalities and dividends terms of payment are as follows:**

**1. Payments by bank transfer (in accounts opened in lei with a bank of Romania) for the shareholders individuals and companies**

Starting with this release, the shareholders individuals and companies unrepresented by the Participant who seek for dividend payment by bank transfer, may request and submit the required documents to the Central Depository. Dividend payment will be made by the Central Depository by bank transfer starting with **09.07.2019**, after receipt and verification of documentation, in this way:

**1.1. The individuals - holders of financial instruments, personal or by legal or conventional representative**, will present to the Central Depository the collection form IBAN code, in which they shall specify the bank and account (IBAN code) opened on behalf of the holder of financial instruments (the model is available on the website of the Central Depository [www.depozitarulcentral.ro](http://www.depozitarulcentral.ro)), accompanied by:

- copy of a valid ID card with legible personal identification number - certified by the owner as “according to the original”;
- bank statement or a document issued by the bank (signed and stamped) confirming the existence of the account on behalf of the owner of financial instruments, mentioning the IBAN code, in original;
- copy of documents attesting the legal or conventional representative quality of the request signatory, if appropriate - certified by the owner as “according to the original”;
- copy of the proof of payment of collection fee for IBAN code.

**1.2. The legal entities - holders of financial instruments, personal or by legal or conventional representative**, will present to the Central Depository the collection form IBAN code, in which they shall specify the bank and account (IBAN code) opened on behalf of the holder of financial instruments (the model is available on the website of the Central Depository [www.depozitarulcentral.ro](http://www.depozitarulcentral.ro)), accompanied by:

- copy of the registration certificate - certified by the owner as “according to the original”;
- copy of the document attesting the quality of legal representative of the company (certificate issued by the Trade Register/equivalent entity - for the foreign entities) - certified by the owner as “according to the original”;
- copy of documents attesting the legal or conventional representative quality of the request signatory, if appropriate - certified by the owner as “according to the original”;
- bank statement or a document issued by the bank (signed and stamped) confirming the existence of the account on behalf of the owner of financial instruments, mentioning the IBAN code, in original.
- copy of the proof of payment of collection fee for IBAN code.

**1.3.** The documents presented in a foreign language will be accompanied by legalized translation into Romanian, and if are issued by a foreign authority, they must be apostilled or legalized, if applicable.

Requests for transfer of dividends in bank account will be submitted at the Central Depository or can be sent per post to: Depozitarul Central S.A. - Bucuresti, Bd. Carol I, nr. 34-36, Sector 2.

All requests above will contain the e-mail address and phone number at which can be contacted the shareholders or intermediaries/their representatives, as appropriate, in the event of clarifications.

If it is desired the payment by bank transfer on the Payment Date, the collection forms of IBAN code must be received by Central Depository **at least 4 days prior to the Payment Date.**

## **2. Payments in cash for individuals to CEC BANK S.A. units**

For individuals shareholders unrepresented by a Participant, that do not require and/or do not submit the documents necessary for the payment by bank transfer, the dividends payment will be made in cash, by making available by PREFAB S.A. the amounts due, through the Central Depository, at CEC BANK pay offices located in urban and rural areas across the country, starting with **09.07.2019**.

Any payment made through the pay offices will be confirmed by the person who actually raise monies by signing the receipt related to the payment.

Dividends may be rised by shareholders personally or by legal or conventional representative, as follows:

- For individuals shareholders unrepresented by Participant, resident individuals or who present themselves personally at the pay office, the payment of dividends is made based on the ID card with personal identification number (PIN). Identification in the File of the shareholders unrepresented by Participant will be made based on information found in PIN field reserved. If the identity document is not registered with the PIN, the account statement issued by the Central Depository and signed by PIN.

- For the Holders unrepresented by Participant, non-resident individuals or who present themselves personally at the pay office, the payment of dividends will be made based on passport whose series and number must match the File.

- For the Holders unrepresented by Participant, individuals under the age of 14 years, the payment of dividends will be made to the namely legal representative - guardian/parent of the minor, based on the following documents: birth certificate of the Holders unrepresented by Participant which should have the PIN + 1 certified photocopy for compliance with the original (the photocopy will be retained), the legal act that is the guardianship if the guardian is not one of the parents + 1 certified photocopy for compliance with the original (the photocopy will be retained) and the guardian/parent ID card + 1 certified photocopy for compliance with the original (the photocopy will be retained).

- For the Holders unrepresented by Participant, individuals with guardianship institution, the payment of dividends will be made through the curator of that person, based on the following documents: the ID card of the Holders unrepresented by Participant which should have the PIN + 1 certified photocopy for compliance with the original (the photocopy will be retained), the legal act that is the guardianship + 1 certified photocopy for compliance with the original (the photocopy will be retained) and the curator ID card + 1 certified photocopy for compliance with the original (the photocopy will be retained).

- For the Holders unrepresented by Participant, individuals who do not present themselves

personally at the pay offices but mandates in this respect another person, the payment of dividends will be made to the such person, based on the following documents: special power of attorney certified by a notary comprising the mandate to raise monies released with no more than 3 years preceding the date in which is made the payment, except that empowerment is valid for more than 3 years and it is still valid on the date on which payment is made + 1 certified photocopy for compliance with the original (the photocopy will be retained) and the mandatory ID card + 1 certified photocopy for compliance with the original (the photocopy will be retained).

- The documents presented in a foreign language will be accompanied by legalized translation into Romanian, and if are issued by a foreign authority, they must be apostilled or legalized, if applicable.

### **Emergencies:**

No dividend payments will be made over the pay offices in the following cases:

- To the shareholders whose PIN on the documents presented at the pay office is inconsistent with the one mentioned in the records of the Payment Agent (CEC) and received from the Central Depository. They will be guided to the Central Depository.
- To the shareholders heirs, based on the inheritance certificate. They will be guided to the Central Depository. Payments are made under Section **Shareholders deceased**.
- Shareholders not represented by the Participant who have to raise more than 10.000 RON will make the necessary steps to collect these amounts by transfer.

### **3. Payments to shareholders represented by the Central Depository Participants**

Legal or natural person shareholders who on **21.06.2019** - the registration date (ex date **20.06.2019**) established by the General Meeting of Shareholders - hold shares in the accounts opened at the Central Depository Participants, will receive dividends on those holdings in the Participants account, without additional documents.

### **4. Natural or legal persons non-resident**

The payment date postponed is applicable only to non-resident shareholders who have an account opened at the Participant and who are opting to delay the payment at a later date that the Payment Date to benefit from more favorable provisions of Conventions for double taxation avoidance.

#### **4.1. Non-resident shareholders who have an account opened with a Participant:**

For the application of double taxation avoidance agreements with respect to taxes on income and capital, to implement the provisions of Law no. 227/2015 updated and detailed rules for the application of Law no. 227/2015 on the Tax Code and application of the common system of taxation for the shareholders residents of E.U. or AELS member countries, the non-resident person shall submit the tax residency certificate for the year in which occurs the payment of

dividends, in the term of validity, in original or certified copy, apostilled/superlegalized, issued by the competent authority of the state of residence:

- until **27.06.2019**, if they have not opted for deferred payment of dividend, at PREFAB registered office - place of business of Calarasi, str. Bucuresti, nr. 396, Jud. Calarasi;
- latest on **06.12.2019**, if they have opted for deferred payment of dividend, at PREFAB registered office - place of business of Calarasi, str. Bucuresti, nr. 396, Jud. Calarasi.

In case of non-resident shareholders represented by a Participant, PREFAB S.A. will withhold tax on dividends from the gross dividend in the standard rate in force provided by the Romanian Fiscal Code if:

- they did not opt for deferred payment and have not submitted the tax residency certificate and any clarifications requested up to **27.06.2019**;
- they opted for deferred payment but have not submitted the tax residency certificate and any clarifications requested up to **06.12.2019**.

#### **4.2. Non-resident shareholders who have not an account opened with a Participant**

For the application of double taxation avoidance agreements with respect to taxes on income and capital, to implement the provisions of Law no. 227/2015 updated and detailed rules for the application of Law no. 227/2015 on the Tax Code and application of the common system of taxation for the shareholders residents of E.U. or AELS member countries, the non-resident person shall submit the tax residency certificate for the year in which occurs the payment of dividends, in the term of validity, in original or certified copy, apostilled/superlegalized, issued by the competent authority of the state of residence up to **27.06.2019** at PREFAB registered office - place of business of Calarasi, str. Bucuresti, nr. 396, Jud. Calarasi. If the shareholder does not present a certificate of tax residence, the tax withheld is calculated by applying the rate of resident shareholders.

After **27.06.2019** and up to **06.12.2019**, the non-resident shareholders who do not have an account with a Participant and seek for the application of more favorable provisions of Convention for double taxation avoidance concluded between Romania and their country of residence, but they did not request the payment of dividends until the Payment Date, may submit the certificates of tax residency at PREFAB registered office - place of business of Calarasi, str. Bucuresti, nr. 396, Jud. Calarasi, planning to calculate the payment amounts. Shareholders will then follow the procedures set forth above in paragraphs 1 and 2.

#### **5. Shares held in co-ownership**

In case of shares held in co-ownership of two or more holders of financial instruments, the dividend payment will be made according to the following features:

- In case of payments by bank transfer, the dividends due to co-owners will be paid into the account indicated by all the co-owners based on common request addressed to the Central Depository.
- In case of cash payments, payments will be made in cash provided that all co-owners present to the CEC unity, personally or by legal and/or conventional representative and to submit the documents provided for cash payments.

- In case of payments to those who have account with the Participant, dividends due to co-owners will be transferred to the Participant whose clients are.
- If the co-owners require both the registration by the Central Depository of the direct transfer of ownership of financial instruments as effect of the output from joint, in accordance with the applicable legal regime, and direct payment by each co-owner according to the number of instruments acquired in exclusive property, the Central Depository will block the payment of dividends, the payment being made to each ex co-owner under this procedure.

**Shareholders deceased:**

In case of deceased shareholders, dividends are to be paid by bank transfer at the request of successors or cash only after beforehand, the heirs asked to the Central Depository and was performed the recording of transfer of shares to the successor(s) as effect of the succession and after updating the data in the records of the payment agent (CEC), upon the request of the Central Depository.

Any change to the shareholders' registry (changes of name, address, identity data etc.) is achieved only by the Central Depository with registered office in Bucuresti, B-dul Carol I, nr. 34-36, Sector 2, at the request of the shareholder/person entitled.

**PREFAB S.A. Board of Directors  
Chairman**

**Eng. Marian Petre Miluț**