S.C. PREFAB S.A. Bucureşti
Sediul Social Str. Cuza Vodă, Nr. 132, Municipiul Bucureşti, Sector 4
Cod Poştal 040286, RCJ 40/9212/04.07.2003, Cod Unic de Înregistrare 1916198,
Cont RO40 RZBR 0000 0600 0297 6409 Raiffeisen Bank Sucursala Călăraşi,
Telefon: 021/331.51.16, Fax: 021/330.59.80
Punct de Lucru Călăraşi Str. Bucureşti, Nr. 396, Călăraşi,
Judeţul Călăraşi, Cod Poştal 910048, Telefon: 0242/311715, Fax: 0242/318975
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PREFAB S.A. BUCUREŞTI
PUNCT DE LUCRU CĂLĂRAŞI
INTRARE / IEŞIRE NR. 1891 din 17.03.15

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

Date of report: 17.03.2015
Name of the company - S.C. PREFAB S.A.
Registered Office - Bucureşti, str. Cuza -Vodă, nr. 132, bl. 1, sc.2, ap. 31, sector 4
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, S.C. PREFAB S.A. informs that in the meeting of the Board of Directors of S.C. PREFAB S.A. of 17.03.2015, was decided :

- **The Convocation of A.G.O.A. and A.G.E.A. for the date of 28.04.2015/29.04.2015.**

Annex : Convocation of S.C. PREFAB S.A. Ordinary and Extraordinary General Meeting of Shareholders on 28/29.04.2015.

SC PREFAB SA BUCHAREST BOARD OF DIRECTORS
met in the session of 17.03.2015, time 11°°

SUMMONS

I. EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS on **28.04.2015, time 12°°** at the project site office of Călăraşi, jud. Călăraşi, strada Bucureşti, nr. 396, and

II. ORDINARY GENERAL MEETING OF SHAREHOLDERS on **28.04.2015 , time 13°°** at the project site office of Călăraşi, jud. Călăraşi, strada Bucureşti, nr. 396,

for all shareholders registered in the Register of Shareholders managed by S.C. Depozitarul Central S.A. Bucureşti, on **13.04.2015**, 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 S.C. PREFAB S.A. Bucharest.

I. Extraordinary General Meeting of Shareholders
will have the following

AGENDA:

1. Delegation of S.C. PREFAB SA. Bucharest Board of Directors with A.G.E.A. duties referred to art. 113, lett. **b** and **c** of Law no. 31/1990, republished, with compliance of the relevant legal provisions.

2. Authorization of S.C. PREFAB SA. Bucharest Board of Directors for contracting new loans and extension of the existing ones from the banking market up to 15 million Euro, to support the production program and the investment program for the year 2015.

Authorization of S.C. PREFAB SA. Bucharest Board of Directors for pledging one or more assets of the company for contracting loans from the banking market to support the production program and the investment program for the year 2015, with compliance of the provisions of art.241 of Law no. 297/2004, up to 60 % of the value of company assets.

Approval the sale of the following assets owned by S.C. PREFAB S.A, assets to be revalued in accordance with the legal provisions in force by a natural or legal person authorized:

a) immobile located in Bucureşti, str. Cuza Vodă, nr. 132, bl.1, sc. 2, ap. 22, parter, sector 4,
b) immobile located in Bucureşti, str. Cuza Vodă, nr. 132, bl.1, sc. 2, ap. 25, et.1, sector 4,
c) immobile located in Bucureşti, str. Cuza Vodă, nr. 132, bl.1, sc. 2, ap. 30, et. 4, sector 4,
d) immobile located in Bucureşti, str. Cuza Vodă, nr. 132, bl.1, sc. 2, ap. 31, et. 4+5, sector 4,

held under the legal provisions.

5. Authorization of Mr. Miluţ Petre Marian, as C.A. President, to negotiate the terms of sale for each individual asset described in section 4 of the agenda, to determine the selling price, the terms of payment and any other information necessary to complete the sale of assets freely and independently. To sign before the competent authorities to perfecting the share purchase agreements in authentic form, to undertake any steps necessary for this purpose.

6. Approval of the S.C. PREFAB S.A. Articles of Association amendment regarding the change of registered office of the company and approval of the updated version of Articles of Association, as follows :

Article 3 "the registered office" changes and becomes :

"The registered office of the company «PREFAB» - S.A. is in Bucureşti, Str. *Dr. Iacob Felix, nr. 17-19, et. 2, sector 1,* Romania."

The other Articles of Association provisions approved on 19.06.2013 remain unchanged.

7. Designation of the person authorized to sign S.C. PREFAB S.A. Articles of Association. Approval of the date of **15.05.2015** 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.

8. Approval of the date of **14.05.2015** 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.

II. Ordinary General Meeting of Shareholders

will have the following

AGENDA:

1. Approval of the individual and consolidated financial statements of S.C. PREFAB S.A. Bucharest for the year 2014, prepared in accordance with International Financial Reporting Standards (IFRS), on the basis of Board of Directors reports and financial auditor.

2. Approval of allocation of net profit, as proposed by the Board of Directors: reinvestment of profits in order to ensure internal resources necessary to support the production and investment programs proposed for 2015.

3. Administrators discharge of management for the activity conducted in the financial year 2014.

4. Approval of the Budget of Income and Expenses, the production program and the investment program for 2015.

5. Approval of the Annual Report prepared according to Annex 32 of C.N.V.M. Regulation no. 1/2006 for the financial year 2014.

6. Approval of the remuneration due to members of Board of Directors for the financial year 2015.

7. Confirmation of S.C. PREFAB S.A. Bucharest executive management.

8. Approval of the date of **15.05.2015** 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.

9. Approval of the date of **14.05.2015** 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.

Starting from 27.03.2015, 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 S.C. PREFAB S.A., str. Cuza-Vodă, nr. 132, bl. 1, sc.2, ap.31, sector 4, Bucureşti or at the project site office of Calaraşi, str. Bucureşti, nr. 396, from Monday to Friday between 09°°and 14°°.

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 **08.04.2015**, time 10°°;
- 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 **08.04.2015**, time 10°°.

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 **23.04.2015**. 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, thew 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 13.04.2015. 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 representated 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 **27.03.2015** 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 **24.04.2015** from Monday to Friday between 09°° and 14°° in the registries of the company's registered office or of the project site office of Călăraşi, indicating on envelope clearly and in capital letters «FOR EXTRAORDINARY (or ORDINARY) GENERAL MEETING OF SHAREHOLDERS FROM 28.04.2015» 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 **24.04.2015** from Monday to Friday between 09°° and 14°° (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 **27.03.2015**, 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 **24.04.2015**, time 10°°.

The special authentical 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 **28.04.2015**, 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 **29.04.2015** in the same place, at the same times and with the same agenda.

S.C. PREFAB S.A. Board of Directors
President

Eng. Marian Petre Miluț

