



PREBET AIUD S.A.
Str. Arenei, nr. 10, c.p. 515200, loc. Aiud, jud. Alba, Romania
Tel: 0258/861.661; 0258/863.350
Fax: 0258/861.454
E-mail: office@prebet.ro
Internet: www.prebet.ro

No. 1267 / 19.03.2020

To,

**Bucharest Stock Exchange
Financing Surveillance Authority**

CURRENT REPORT

Pursuant to the provisions of the EU Regulation no. 596/2014 regarding the market abuse, of the FSA Regulation no.5 / 2018 of FSA on Issuers of Financial Instruments and Market Operations, respectively of Law no. 24/2017 on issuers of financial instruments and market operations

Report date: **19.03.2020**

Company name: **S.C. PREBET AIUD S.A.**

Address: **Aiud, 10 Arenei Street, Alba County – Romania, 515200**

Phone/fax no: **004-0258-861661 / 004-0258-861454**

Fiscal Code: **RO 1763841**

LEI Code: **254900R0KBC9MDTF1V33**

Trade Register registration number: **J 01/121/1991**

Subscribed and paid in share capital: **8.199.547,74 RON**

Regulated market where the issued securities are traded: **Bucharest Stock Exchange (BVB)**

Important event :

PREBET AIUD S.A. informs that in the meeting of the Board of Directors of PREBET AIUD S.A. of 19.03.2020, was decided:

- **The Convocation of A.G.O.A. and A.G.E.A. for the date of 24.04.2020 / 25.04.2020.**

Annex: Convocation of PREBET AIUD S.A. Ordinary and Extraordinary General Meeting of Shareholders on 24/25.04.2020.

Manager
Eng. Ranca Flaviu



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**Board of Directors of PREBET AIUD S.A.
meet at the meeting of 19.03.2020, time 12⁰⁰**

CONVOKES

I. ORDINARY GENERAL MEETING OF SHAREHOLDERS in 24/25.04.2020, at 12⁰⁰ a.m. at the registered office of the Company in Aiud, Str. Arenei, Nr. 10, Jud. Alba;

II. EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS in 24/25.04.2020, at 13³⁰ p.m. at the registered office of the Company in Aiud, Str. Arenei, Nr. 10, Jud. Alba,

for all shareholders registered in the Register of Shareholders managed by Depozitarul Central S.A. București, on **13.04.2020**, 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. 24/2017 and the regulations of A.S.F., made for its application, and those of the Articles of Association of PREBET AIUD S.A.

I. ORDINARY GENERAL MEETING OF SHAREHOLDERS

shall have the following

AGENDA:

1. Presentation, discussion and approval of the annual financial statements of the Company PREBET AIUD S.A. for the year 2019, 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 achieved in 2019 in the amount of 5.632.491 lei, as proposed by the Board of Directors, in this way:

- 311.786 lei - legal reserve;
- 947.503 lei – dividends;
- 4.373.202 lei - other reserves;

Approval of fixation a gross dividend / action of **0.0208 lei**.

Approval of **04.06.2020** as the dividend payment date in accordance with the legal provisions in force.

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.



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3. Administrators discharge of management for the activity conducted in the financial year 2019.
4. Approval of the Budget of Income and Expenses, the production program and the investment program for 2020.
5. Election of a member of the Board of Directors of PREBET AIUD S.A. on the vacancy, for a term equal to the remaining period until the expiry of the term of office of the administrators in office, respectively **31.08.2022**. The proposal of the board of directors is Mr. Nicholas Christopher Ratiu with his residence in London, UK area.
6. Approval of the monthly remuneration due to the non-executive directors, as well as setting the maximum ceiling on the remuneration of the administrators with additional attributions and of the executive directors for the financial year of 2020.
7. Approval of the date of **20.05.2020** as **registration date**, respectively identification of shareholders who are affected by the decisions taken, in accordance with the provisions of art. 86, para. 1 of Law no. 24/2017 on issuers of financial instruments and market operations.
8. Approval of the date of **19.05.2020** as **ex-date**, in accordance with the provisions of Law no. 24/2017 and Regulation no. 5/2018 on issuers of financial instruments and market operations.
9. Approval of empowerment and empowering Mr. Cimpean Ioan - Economic Director, 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

shall have the following

AGENDA:

1. The conclusion by the Company, as a Borrower, with BRD - Groupe Societe Generale SA, as a creditor of a credit agreement, for the contracting by the Company of a line amounting to 6,000,000 Lei for a term of 12 months . ("Credit Agreement");
2. The Company's conclusion of the following guarantee contracts ("Guarantee Contracts") for guaranteeing all the obligations arising from the Credit Agreement, the Framework Contract and Transactions:
 - (i) Movable mortgage on all current accounts opened by the Company at BRD - Groupe Societe Generale SA as well as on all their credit balances.
 - (ii) Real estate mortgage on the Production Base located in Mun Aiud, str. Arenei no. 10, Alba county the property of SC Prebet SA, registered in CF 70989 / Aiud (no. Old CF 8593).
 - (iii) The movable mortgage on the debts resulting from commercial contracts financed by Credits on the contract as well as the movable mortgage on the debts that the Borrower has / will have towards the beneficiaries of the SGBs issued within the Ceiling.
3. Empowering the Directors of the Company to represent the Company in relation to the Bank according to the powers of representation conferred by law and by the Board of Directors to do the following





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- To negotiate, sign, perfect, release and draft, (in authentic form, where appropriate) on behalf and on behalf of the Company, the Credit Agreement, the Framework Contract, the Transactions and the Guarantee Contracts, as well as all the documents, confirmations and documents in connection with them, as well as any amending acts thereof, with a view to carrying out the resolutions adopted in this decision.

- To take all the actions related to the registration of the Guarantee Contracts or the amendments made to them, to the Electronic Archive of Real Movable Guarantees and / or the competent Land Book and / or the competent Trade Register and / or in the register of the Company's shareholders and / or in relation to notification and / or completion of any other formalities required before any other competent authorities or interested third parties, as well as for the publication of this Decision in the Official Gazette of Romania, Part IV; and

- In general, to carry out all the actions and measures necessary or useful for the purpose of the transaction envisaged by the documents mentioned in the above resolutions

4. Approval of the date of **20.05.2020** as **registration date**, respectively identification of shareholders who are affected by the decisions taken, in accordance with the provisions of art. 86, para. 1 of Law no. 24/2017 on issuers of financial instruments and market operations.

5. Approval of the date of **19.05.2020** as **ex-date**, in accordance with the provisions of Law no. 24/2017, and Regulation no. 5/2018 on issuers of financial instruments and market operations.

6. Approval of empowerment and empowering Mr. Cimpean Ioan - Economic Director, to undertake necessary and legal operations to record the decisions of extraordinary general meeting of shareholders and to achieve the formalities of advertising.

Documents related to the shareholders general assembly

The Company's annual financial statements related to 2019, the Report of the Administrator PREBET AIU SA., as well as the proposal related to the distribution of the net profit shall be made available to the shareholders starting with **23.03.2020**.

PREBET AIUD SA Financial Auditor's Report, and other informative materials related to the agendas of the meetings, special power of attorney forms and the ballots for voting by correspondence, drafts of the resolutions of the general meetings, as well as the Procedure for exercising the voting rights shall be made available to the shareholders starting with **23.03.2020**.

The above-mentioned documents shall be made available to the shareholders at the headquarters of the Company, in Aiud, str. Arenei, no. 10, Alba County, every day, from Monday to Friday, between 10:00-12:00.

At the same time, such documents may be as well viewed and/or downloaded from the Company's website: www.prebet.ro, section "Investor's relation – AGOA / AGEA as of 24/25.04.2020".

Item 1 – Shareholders' right to introduce new items on the agenda of the general assembly and to make proposals of resolutions referring to the items on the agenda.



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The shareholders may submit other nominations for the position of director remaining vacant at the company headquarters in Aiud, Str. Arenei, Nr. 10, Jud. Alba, postal code 515200 or at the e-mail address office@prebet.ro until 08.04.2020, 14:30. The list containing information regarding the name, place of residence and professional qualification of the persons proposed for the position of administrator is available to the shareholders, and can be consulted and completed by them.

One or more shareholders representing, individually or jointly, at least 5% of the share capital has/have the right to:

a) introduce items on the agenda of the General Assembly, under the condition that each item is accompanied by a justification or a draft of the resolution proposed to be approved by the General Assembly; and

b) to present draft resolutions for the items included or proposed to be included on the agenda of the General Assembly;

Requests on supplementing the agenda and proposals of draft resolutions submitted by the shareholders will be published on the Company's website, www.prebet.ro.

The rights mentioned under lett. (a) and (b) above may be exercised only in written, the proposals following to be sent by courier services or by electronic means no later than **08.04.2020, at 14.30**.

Requests prepared with a view to exercising the above-mentioned rights must include on each page the following notice, written clearly in capital letters: "FOR THE SHAREHOLDERS GENERAL ORDINARY/EXTRAORDINARY ASSEMBLY OF SC PREBET AIUD SA AS OF 24/25.04.2020" and may be sent to the headquarters of the company, Aiud, str. Arenei, no. 10, Alba County until or to the e-mail address office@prebet.ro

I.1. Methods of sending the documents:

Documents may be sent as follows:

- in original, by courier services to the headquarters of SC PREBET AIUD SA, Aiud, str. Arenei, no. 10, Alba County;
- by e-mail, to the address office@prebet.ro. Scanned documents will be sent as attachments in pdf format files, incorporating, attaching or logically associating extended electronic signature complying with the requirements of Law no. 455/2001.

Irrespective of the sending method, the requests shall be signed by the shareholders or by their representatives. In all cases, the requests shall be accompanied by one of the following documents:

1. the proof attesting the shareholder quality in original, respectively statement of account issued by the Central Depository or, as the case may be, by the participants providing custodian services, issued no later than 48 hours before the date of submission of the request, attesting the shareholder quality and number of shares;
2. documentation attesting that the information regarding the legal representative was registered with the central depository/participants, respectively.

The shareholders whose identity verification or quality of the signatory/s is attested by the certificate attached to the electronic signature used are exempt from submission of documents specified under items 1) and 2) listed above.



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I.2. Rules for shareholders' identification

(I) For the identification of individual shareholders – it is necessary the copy of the identity document, certified by mentioning “according to the original”, followed by holographic signature of the shareholder. In case of individual shareholders without legal capacity to exercise, the following documents will be submitted:

- copy of the identity document of the individual acting as legal representative,
- copy of the document attesting the quality of legal representative.

These documents will be as well certified by mentioning “according to the original”, followed by legal representative's holographic signature.

(II) For the identification of shareholders - Romanian legal persons the following documents are necessary:

- copy of the legal representative's identity document, certified by mentioning “according to the original”, followed by holographic signature of the legal representative;
- the quality of legal representative will be verified in the Shareholders Registry issued by the Central Depository for the reference date.

In case the information provided by the Shareholders Registry issued by the Central Depository for the reference date do not allow the identification of the legal representative of the shareholder Romanian legal person, the identification can be attested according to a certificate of status issued by the trade registry, in original or copy according to the original, or any other similar document, in original or copy according to the original, issued by a competent Romanian authority. The documents attesting the quality of legal representative shall be issued with no more than 3 months prior to the publication of the Assembly's convening notice;

(III) For the identification of shareholders - foreign legal persons:

- copy of the legal representative's identity document, certified by mentioning “according to the original” in Romanian or English languages, followed by holographic signature;
- the quality of legal representative of the foreign legal person will be verified in the Shareholders Registry issued by the Central Depository for the reference date or will be proved by documents attesting the quality of legal representative of the foreign legal person, i.e. a document similar to the certificate of status issued by the trade registry, in original or copy according to the original, mentioning “according to the original” in English, followed by holographic signature, issued by the competent authority of the state where the shareholder is legally registered, attesting the quality of legal representative. The documents attesting the quality of legal representative shall be issued with no more than 3 months prior to the publication of the Assembly's convening notice;

(IV) For shareholders - entities without legal personality:

- copy of the legal representative's identity document, certified by mentioning “according to the original” in Romanian or English language, followed by holographic signature;
- the quality of legal representative will be verified in the Shareholders Registry issued by the Central Depository for the reference date.

In case the information provided by the Shareholders Registry issued by the Central depository for the reference date do not provide the identification of the legal representative of the shareholder entity without legal personality, ~~this quality can be proved based on other documents attesting the quality of legal~~





representative, issued by the competent authority or any other document attesting such quality, according to legal provisions in force.

In case documents mentioned under Item I.2. para. (i) – (iv) above are issued in a foreign language other than English, they must be accompanied by a translation into Romanian or English, performed by a certified translator.

Item II – Shareholders’ right to ask questions on items on the agenda.

The shareholders may exercise the rights stipulated under Art. 198 of FSA Regulation no. 5/2018 the latest on 20.04.2020, at 14.30. Questions will be sent in written by one of the methods specified under “Item I.1.”

Methods of sending the documents.

Detailed information on the above-mentioned shareholders’ rights are available on PREBET AIUD SA website, www.prebet.ro.

Item III – Participation to the Shareholders General Assembly of SC PREBET AIUD SA

All the shareholders registered in the consolidated Shareholders Registry issued by the Central Depository at the end of **13.04.2020** (reference date) may participate to the Shareholders General Assembly of SC PREBET AIUD SA.

Shareholders may attend the general assembly directly or by proxy.

III.1. Direct participation to the Shareholders General Assembly

The access of the shareholders entitled to participate to the Assembly shall be allowed by simply proving their identity in the case of individual shareholders, made with the identity document presented in original, in the case of legal persons shareholders, their legal representative’s one and in the case of legal entities and represented individuals with the empowerment given to the person that represents them, in compliance with the applicable legislation.

III.2. Participation by representative to the Shareholders General Assembly

The shareholders may also be represented in the Assembly by other persons who are not shareholders, based on a **special or general power of attorney**.

Special power of attorney can be granted to any person for the representation in a single general meeting and contains specific voting instructions from the shareholder, clearly mentioning the voting option for each item on the agenda. In this case, stipulations of art. 125 paragraph (5) of Law 31/1990 do not apply. In case during the shareholder meeting issues not included on the published agenda will be discussed according to

law, the attorney may express his/her vote according to the represented shareholder’s interest.

Special power of attorney forms shall be filled in and signed by the shareholder and by the attorney in three originals:

- 1) one original shall be given to the attorney





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2) the second original shall remain with the represented shareholder

3) the third original will be submitted in person or sent to the headquarters of SC PREBET AIUD SA according to the rules presented under “Item I.1” **Methods of sending the documents** no later than **22.04.2020, 12:00 a.m., and respectively 13.30 p.m.**

If the special power of attorney is sent by courier, it is obligatory that the shareholder's signature is certified by a notary public or a lawyer.

In the case of shareholders without legal capacity and in case of legal persons, the special power of attorney must be signed by their legal representative.

Identification of shareholders and their legal representatives will be made according to the rules stipulated under "Item I.2." **Rules for shareholders' identification.**

The shareholders may grant a **general power of attorney** valid for a period which will not exceed 3 years, allowing its representative to vote on all matters on the agenda of the shareholders assembly of one or more issuers which are identified within the power of attorney, individually or as a general formula referring to a certain category of issuers, including on issues referring to disposition documents, under the condition that the special power of attorney is granted by the shareholder, as client to an intermediary as defined according to provisions of art. 2 para. (1) point 20 of Law 24/2017, or to a lawyer.

The General power of attorneys, having the minimum content stipulated by art. 202 of the FSA Regulation 5/2018 will be submitted with the company at least 48 hours before the shareholders general assembly, in copy, by mentioning “according to the original”, followed by holographic signature of the representative. Certified copies of the power of attorneys are retained by the Company, and they will be mentioned afterwards in the minutes of the general meeting.

The general power of attorney must be accompanied by a statement on own liability given by the legal representative of the intermediary or by the lawyer who received the power of representation, stipulating that the power of attorney is granted by the respective shareholder, as client, to the intermediary or to the lawyer, as the case may be and that the general power of attorney is signed by the shareholder, including by attachment of extended electronic signature, as the case may be. The statement must be submitted together with the general power of attorney to SC PREBET AIUD SA, in original, signed and stamped if the case may be, no later than 22.04.2020, 12.00 a.m., and respectively 13.30 a.m., if it is used for the first time.

The shareholders cannot be represented in the general meeting of the shareholders on the basis of a general power of attorney by a person who is under a conflict of interest situation, in accordance with the provisions of art. 92 paragraph 15 of Law no. 24/2017.

The power of attorney may not be substituted by any other person unless that right has been expressly conferred by the shareholder through the power of attorney. Where the person empowered is a legal person, it may exercise the mandate received through any person who is part of his or her management or management body or its employees. The provisions of this paragraph do not affect the right of the shareholder to appoint by power of attorney one or more alternate mandates to represent him in the general meeting in accordance with the regulations issued by the FSA for enforcing these provisions.

Item IV – Vote by correspondence



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The shareholders may vote by correspondence. Ballots filled in, signed and stamped, if the case may be, may be sent to the headquarters of SC PREBET AIUD SA by one of the methods specified under "Item I.1" of this Convening notice. Ballots will be accompanied by documents allowing the identification of the shareholders and their legal representatives by complying with the rules specified under "Item I.2" of this convening notice. Only ballots received no later than 22.04.2020, 12.00 a.m., and respectively 13.30 p.m., will be taken into consideration.

In case the shareholder who expressed its vote by correspondence personally or by representative attends the general meeting, the correspondence vote expressed for that general meeting will be cancelled and only the vote expressed personally or by representative will be taken into consideration. If the person representing the shareholder is present in person at the general meeting and it is another one than the one holographic/electronic signing the vote by correspondence, then the one present will submit to the general meeting a written revocation of the correspondence vote. The revocation must be signed by the shareholder or by the legal representative who expressed the correspondence vote. This is not necessary if the shareholder or its legal representative is present at the general meeting.

Additional details on the voting procedure, issue of the special power of attorneys and ballots of vote by correspondence shall be found in the informative materials which shall be made available to the shareholders starting with 23.03.2020.

Board of Directors of S.C. PREBET AIUD S.A.

Chairman

Ec. Nicolae Ratiu



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