



CURRENT REPORT

In accordance with Law no. 24/2017 and Financial Supervisory Authority regulation no. 5/2018

Date of report: 17.03.2022

Name of the company - PREFAB S.A.

Head Office – Bucharest, Dr. Iacob Felix, nr. 17-19, et.2, sector 1

Phone/Fax – 021-3315116/ 021-3305980 – 0242-311715/0242-318975

Unique registration code at the Trade Register Office – R 1916198

Trade Register no. – J40/9212/2003

Subscribed and paid-in share capital – 24.266.709,5 lei

The regulated market on which the issued securities are traded – Bucharest Stock Exchange

IMPORTANT EVENTS TO REPORT:

PREFAB S.A. informs that in the meeting of the Board of Directors of PREFAB S.A. from 16.03.2022, it was decided:

- **Convocation of Ordinary General Meeting of Shareholders and Extraordinary General Meeting of Shareholders for 27.04.2022/28.04.2022.**

Annex: Convocation of the Ordinary and Extraordinary General Meetings of Shareholders of PREFAB S.A. on 27/ 28.04.2022.

THE BOARD OF DIRECTORS OF PREFAB S.A.

reunited in the meeting of 16.03.2022, hours 11^{oo}

SUMMONS

I. ORDINARY GENERAL MEETING OF SHAREHOLDERS on **27.04.2022**, hours **12^{oo}** at the office of Călărași, jud. Călărași, strada București, nr. 396, and

II. EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS on **27.04.2022**, hours **14^{oo}** at the office of Călărași, jud. Călărași, strada București, nr. 396, for all shareholders registered in the Register of Shareholders managed by Depozitarul Central S.A. Bucharest, on **07.04.2022** day set as the **reference date** for both general meetings of shareholders, provided that only persons who are shareholders on that date have the right to participate and vote at general meetings of shareholders.

The convocation is carried out in accordance with the provisions of the Law no. 31/1990 R, with subsequent amendments, of art.105 of Law no.24/2017 R, and of art.183-210 of Financial Supervisory Authority regulation no. 5/2018, as well as those of the Articles of Association of PREFAB S.A.

I. Ordinary General Meeting of Shareholders

will have the following

AGENDA:

1. Approval of the individual and consolidated financial statements of PREFAB S.A. for the year 2021, prepared in accordance with the International Financial Reporting Standards (IFRS), based on the reports of the Board of Directors and the financial auditor.

1.1. Approval of the distribution of the net profit realized in 2021 in the amount of 10.921.106 lei, according to the proposal of the Board of Directors, thus:

- 621.735 lei - legal reserve;
- 3.310.559 lei - other reserves;
- 6.988.812 lei - dividends.

Approval of the fixing of a gross dividend/share of 0,144 lei.

Approval of the date of 07.07.2022 as the date of payment of dividends in accordance with the legal provisions in force.

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

2. Approval of the remuneration policy for Directors and Directors as well as of the management plan of PREFAB S.A. pursuant to art.106 and art.107 of Law no. 24/2017 R and art.111 of Law no.31/1990 R. Approval of the Remuneration Report for the financial year 2021.

3. Approval of the fixed monthly remuneration due to the members of the Board of Directors in the financial year 2022.

4. Approval the limits for the gross monthly fixed allowance due to the executive management .

5. Discharge of the administrators for the activity carried out in the financial year 2021.

6. Approval of the Revenue and Expenditure Budget, the production program and the investment program for 2022.

7. Approval of the Annual Report prepared in accordance with Annex 15 of the Financial Supervisory Authority regulation no. 5/ 2018 for the financial year 2021.

8. Approval of the date of **17.06.2022** as the **date of registration**, respectively for the identification of the shareholders affected by the effects of the decisions adopted, in accordance with the

provisions of art. 87, para. 1 of Law no. 24/2017 R on issuers of financial instruments and market operations.

9. Approval of the date of **16.06.2022** as the **ex-date**, in accordance with the provisions of Law no. 24/2017 R and of Regulation no. 5/2018 on issuers of financial instruments and market operations.

10. Approval of the power of attorney and mandate of the civil society of lawyers Voicu ,Georgescu and associates, through their collaborating lawyers for carrying out the necessary and legal operations for registering the decisions of the ordinary general meeting of shareholders as well as carrying out the publicity formalities.

II. Extraordinary General Meeting of Shareholders will have the following

AGENDA:

1. Approval of ratification of the following decisions:

- Decision C.A no.21/22.12.2021 regarding on the approval of the contracting by the company of a credit lines in the amount of 19.000.000 lei (nineteen million lei) from ING Bank NV Amsterdam Suc Bucharest, for a period of 1 (year) with the possibility of extension.

- Decision C.A no.22/22.12.2021 regarding the approval of the contracting by the company of a loan in the amount of 5.000.000 lei (five million lei) from ING Bank NV Amsterdam Suc Bucharest for the realization of the investments proposed for 2022 by Prefab SA,for a period of 5 years.

2. Approval of the initiation of the dissolution and liquidation procedure of the company PREFAB BG, having CUI BG118549623- the company in which PREFAB S.A. holds the majority stake respectively 100% of the share capital. In this sense, it empowers the Board of Directors, through the person appointed by it, to take all the necessary decisions, voting in the General Meeting of Shareholders of PREFAB BG EOOD, as well as to sign on behalf of the majority shareholders PREFAB S.A.any necessary documents.

3. Approval of the sale in accordance with the legal provisions of the apartment that constitutes the registered office of PREFAB BG EOOD located in Silistra,str. Gheno Cholakov, nr. 3, et. 1, ap. 3, Bulgaria, from Silistra,having no. cadastral identification number (66425.500.7037.2.110), as well as the power of attorney of the Board of Directors of PREFAB S.A., to appoint persons to sign on behalf of the company, before the competent authorities the contract for the sale of the apartment in authentic form or any other necessary document for its completion,as well as to take all necessary steps for the conclusion and registration of this contract.

4. Approval of the date of **17.06.2022** as the **date of registration**, respectively for the identification of the shareholders affected by the effects of the decisions adopted, in accordance with the provisions of art. 87, para. 1 of Law no. 24/2017 R on issuers of financial instruments and market operations.

5. Approval of the date of **16.06.2022** as the **ex-date**, in accordance with the provisions of Law no. 24/2017 R and of Regulation no. 5/2018 on issuers of financial instruments and market operations.

6.Approval of the power of attorney and mandate of the civil society of lawyers Voicu ,Georgescu and associates, through their collaborating lawyers for carrying out the necessary and legal operations for registering the decisions of the extraordinary general meeting of shareholders as well as carrying out the publicity formalities.

Starting with 25.03.2022, the notices, informative materials and draft decisions regarding the items included in the agendas can be consulted on the company's website (www.prefab.ro – Shareholding Section – General Meeting of Shareholders) or they can be consulted or procured for a fee, from the registered office of PREFAB S.A., of str. Dr. Iacob Felix, nr. 17-19, et.2, sector 1, Bucharest or from the office of Calarasi, str. Bucuresti, nr. 396, jud. Calarasi, from Monday to Friday between 09⁰⁰ and 14⁰⁰.

In application of the provisions of the Financial Supervisory Authority regulation no. 5/2018 and of Law no. 24/2017 R, the shareholders representing individually or together, at least 5% of the share capital, have the right:

- to introduce new items on the agenda of the general meeting, provided that each item is accompanied by a justification or a draft decision proposed for adoption by the general meeting, no later than the date of **01.04.2022**;
- to present draft resolutions for items included or proposed for inclusion on the agenda of the general meeting no later than the date of **01.04.2022**.

Shareholders' proposals and documents certifying the fulfillment of the conditions for exercising these rights will be sent, only in writing, **in original**: either by mail or courier services (at the addresses mentioned above), with the statement clearly written in capital letters: FOR THE EXTRAORDINARY (or ORDINARY) GENERAL MEETING OF SHAREHOLDERS AS OF 27.04.2022, either by electronic means (by e-mail: actionariat@prefab.ro and office@prefab.ro).

Each shareholder has the right to ask questions on the items on the agenda of the general meeting, no later than **15.04.2022**. The company can also respond by posting the answer on the company's website (www.prefab.ro – Shareholding Section).

Shareholders' questions may be sent in writing, either by post or courier services (to the above addresses) or by electronic means (by e-mail: actionariat@prefab.ro and office@prefab.ro). In order to identify the persons who ask questions to the company, they will attach to the request copies of the documents attesting their identity and quality of shareholder and the number of shares held at the date of the request.

The reference date is 07.04.2022. Only the shareholders registered on this date in the Register of Shareholders managed by the Central Depository will be able to vote in the present general meetings.

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

We ask all shareholders who wish to participate in the general meetings by physical presence at the address mentioned in the convening notice for the meeting of the general meetings, to notify the Board of Directors on this intention at least 5 (five) days before the date of the meetings, at e-mail addresses: actionariat@prefab.ro and office@prefab.ro, in order to make all the necessary preparations to protect the health of the participants.

Pursuant to art. 105 of Law no. 24/2017 R, shareholders may participate in general meetings directly or may be represented by persons (including persons other than shareholders) on the basis of a special power of attorney, or, as the case may be, by 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 his representative to vote on all matters under discussion of the general meetings of shareholders, including in respect of acts of disposition, provided that the power of attorney is granted by to the shareholder, as a client, an intermediary or a lawyer.

Shareholders may attend the meeting as follows:

- **Natural persons**: personally present the identity document or by representation by another person based on a special power of attorney, or as the case may be, general power of attorney and the identity document of the representative.
- **Legal entities**: through their legal representative or through the person to whom the power of representation has been delegated, under the conditions of their incorporation document (identity document, power of attorney).

Special power of attorney forms (in Romanian and English) for individuals and legal entities can be obtained from the company's website (www.prefab.ro – Shareholding Section – General Meeting of Shareholders) or from the premises specified above, from **25.03.2022** and will be completed in 3 (three) copies.

After completing in Romanian or English and signing them in handwriting, a copy of the original special power of attorney will be deposited/sent in a sealed envelope, so that it will be registered as received by the date of **21.04.2022** from Monday to Friday between 09⁰⁰ and 14⁰⁰ to the registers from the registered office of the company or from the headquarters of the office from Călărași, mentioning on the envelope clearly and in capital letters “FOR THE EXTRAORDINARY (or ORDINARY) GENERAL MEETING OF SHAREHOLDERS AS OF 27.04.2022” or to email addresses: actionariat@prefab.ro and office@prefab.ro, the second copy will be handed to the representative, and the third copy will remain with the represented shareholder. The power of attorney will be accompanied by a copy of the identity document of the natural person shareholder / legal representative of the legal person shareholder, as well as for legal entities by the official document (original or copy of the original shareholder's certificate) attesting the quality of legal representative for the signatory of the power of attorney.

The general power of attorney granted by the shareholder, as a client, to an intermediary or a lawyer, before the first use, will be deposited at the registers from the above mentioned premises, in a certified copy by the shareholder's representative, until **21.04.2022** from Monday to Friday between 09⁰⁰ and 14⁰⁰ (date of registration at the company's registers), under the sanction of losing the voting exercise by representative at the general meetings convened by this call, according to the provisions of the law.

If a shareholder mandates a credit institution that provides custodial services, only the original special power of attorney is required to attend and vote at general meetings, which must be accompanied by an original statement of responsibility, given by credit institution, according to the Financial Supervisory Authority regulation no. 5/2018.

Shareholders registered on the reference date have the opportunity to vote by mail, before the General Meetings of Shareholders, by using the voting form by mail (in Romanian and English) made available to them starting with **25.03.2022**, on the company's website (www.prefab.ro – Shareholding Section/Financial – General Meeting of Shareholders) or from the premises specified above.

Voting forms by correspondence in original, in Romanian or in English (completed and signed in handwriting by the shareholders and accompanied by a copy of the identity document of the natural person shareholder/legal representative of the legal person shareholder, as well as for legal entities, by the official document-certificate or any other document legal representative of the shareholder) will have to arrive in original by mail or courier services at the registers from the above mentioned addresses by the date of **21.04.2022**, time 10⁰⁰.

Authentic special proxies and voting forms by correspondence shall contain the information provided in the special power of attorney form provided by the company.

Special proxies, general proxies and correspondence voting forms that are not registered in the company's registers until the date indicated above may not be taken into account for determining the quorum of attendance and voting at general meetings of shareholders.

In all the above cases, except for the special power of attorney given by a shareholder to a credit institution providing custody services, the shareholders of the legal entity if they did not provide the information on the legal representative to the Central Depository before the reference date, so it must be found in the records provided by the Central Depository for the reference date, prove the quality of legal representative with a certificate issued by the trade register, presented in original or copy conforming to the original, or any other document, in original or copy conforming to the original, issued by a competent authority of the state in which the shareholder is legally registered, which certifies the quality of legal representative. The documents certifying the quality of legal representative of the shareholder legal entity will be issued at most 3 months before the date of publication of the notices of the general meeting of shareholders. These documents attesting the quality of legal representative drawn up in a foreign language, other than English, will be accompanied by a translation, made by an authorized translator, into Romanian or English, without being legalized or apostille, according to the of Financial Supervisory Authority regulation no. 5/2018.

Also, the person to whom the power of representation has been delegated - if the shareholder has not provided the information on the person to whom the power of representation has been

delegated to the Central Depository before the reference date, so that it can be found in the records provided by the Depository Central for the reference date, it will present a special power of attorney, or, as the case may be, a general power of attorney signed by the legal representative of the respective legal entity as well as the documents mentioned above.

In accordance with the of Financial Supervisory Authority regulation no. 5/2018, in the case of shareholders who ask questions or make proposals to complete the agenda, they may certify their identity in addition to the document certifying their identity and the statement of account showing the status of shareholder and the number of shares held, issued by the Central Depository or, as the case may be, by indirect participants providing custody services.

If on **27.04.2022** the conditions of the statutory quorum provided by law and by the Articles of Incorporation will not be met, the Extraordinary and Ordinary General Meetings of Shareholders will be convened on **28.04.2022** in the same place, at the same hours and with the same agenda.

The Board of Directors of PREFAB S.A.
Chairman

Eng. Marian Petre Miluț