

## **CURRENT REPORT**

**According to C.N.V.M. Regulation no. 1/2006 on issuers and operations with securities and Law no. 297/2004 on capital market**

**Report date: 21.03.2016**

**Name of Issuing Company: Societatea de Constructii Napoca SA**

**Registered office: Cluj Napoca, Piata 1 Mai, nr. 1-2, jud. Cluj**

**Phone/fax: 0264 – 425.861; 0264 – 425.053**

**Trade Register Number: J 12/15/1991**

**Sole registration number with the Trade Register Office: 199117**

**Share capital: 6.231.454 lei**

**Regulated market on which they are traded: Bucharest Stock Exchange**

## **Significant events to be reported:**

**The Board of Directors of the SOCIETATEA DE CONSTRUCTII NAPOCA S.A.,** with the registered office located in Cluj-Napoca at no. 1-2, str. 1 Mai, Cluj county, registered with the Office of Trade Register under no. J12 /15/1991, Tax Identification Code RO 199117, at its meeting on 20.03.2017 in accordance with the legal provisions and the provisions set forth in the memorandum of association; Pursuant to Art. 117 of Law no. 31/1990, as subsequently amended and supplemented

## **CONVENES**

The Ordinary General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders of the Societatea de Constructii Napoca SA, for **April 25<sup>th</sup> 2017, at 09:00 am, 10:00 am (first call)** respectively on **April 26<sup>th</sup> 2017**, at the same time (on the second call), at the company's headquarters in Cluj Napoca, 1-2, P-ta 1 Mai, Romania, for all the shareholders registered in the Company Shareholders' Registry, at **14.04.2017**, considered as "**Reference Date**" for this meeting.

## **AGENDDA OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS:**

1. Presentation and approval of the financial statements for the financial year 2016, in accordance with International Financial Reporting Standards (IFRS) , based on Director's report and Financial Auditor's report.
2. Presentation and approval of the Annual Report for 2016, issued according to CNVM 1/2006 Regulation.

3. Approval of the proposal for the net profit distribution 2016 .
4. Approval of the income and expenses budget for the financial year 2017.
5. Approval of the discharge of liability of the members of the Board of Directors, for the financial year 2016.
6. Extension of the financial audit contract with the company “Intelfisc SRL”.
7. Approval of 18.05.2017 as “registration date”.
8. Approval of 17.05.2017 as “ex-date.
9. Authorizing a person to fulfill the legal formalities for the registration of the decision taken.

## **AGENDA OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS:**

### **1. Approval for the sale of real estate:**

- Land of an area of 16,089 sqm (according to measurements and 16,110 sqm according to the documents), registered in the Land Registry as entry no. 256455 (former Land Registry 155415) of Cluj-Napoca, cadastral survey no. 256455 (former cadastral survey no. 7787/2, land survey no. 15905/2/2/2) consisting of land yards - buildings and the buildings C1 - C5,
- Land of an area of 16,673 sqm (according to measurements), registered in the Land Registry no. 265405 (former Land Registry 155414) Cluj-Napoca, cadastral survey no. 265405 (former cadastral survey no. 7787/1), consisting of land yards - buildings and the buildings C1 – C7,
- Land of an area of 9,735 square meters, which will be dismembered from the real estate of an area of 24,866 sqm (according to the measurements), registered in the Land Registry no. 265523 (former Land Registry 155416) Cluj-Napoca, cadastral survey no 265523 (former cadastral survey no 7787/3, land survey no. 15905/2/2/3);

### **2. Approval for the sale price of 120 euro / sqm, payable in consideration of measured services and not according to the areas specified in the documents, unless they are larger than those specified in the documents, in which case the price will be paid in consideration of the areas specified in the documents, plus VAT ("Price"), to be paid as follows:**

- after signing the preliminary sale-purchase contract and starting with the date of meeting the established conditions, the promissory Buyer will pay on a monthly basis, until the 10<sup>th</sup> of each month, the amount of EUR 10,000 as an advance payment;
- on the date when the sale-purchase contract is signed and authenticated, there shall be paid 75% of the contract price (ie EUR 90 / sqm), from which there shall be deducted the amounts paid by way of advance, and the remaining amount of 25% (ie EUR euros / mp) to be paid by Buyer into an escrow account, under an escrow contract.

### **3. Approval for the amount deposited into the escrow account, meaning 25% of the selling price, to be distributed as follows:**

- Where, until the expiration of 2 months from the date of authentication of the sale-purchase contract, the conditions undertaken by the Seller will be met in full, the escrow agent, receiving the original written confirmation of the Parties that these conditions were met, being no other claim to make one against the other, there should be released the remaining Price from the escrow account (ie 25% of the Price) to the Seller;
- Where, within a period of 2 months at the most from the date of authentication of the Sale-Purchase Contract, the conditions undertaken by the Seller are not met in full, the escrow agent, not having received the original written confirmation of the Parties, shall release the remaining Price (ie 25% of the price) from the escrow account to the Buyer;

### **4. Approval for the price paid to the Seller in proportion of 75% of the Price to be considered paid in full if the Seller fails to fulfil the conditions undertaken, without any claim from the Seller and without further other necessary confirmations from the Parties.**

5. Approval that, if the Seller, within the 2 months mentioned in art. 3 has fulfilled some of the conditions undertaken for the payment of the remaining Price, the Buyer shall reimburse the Seller the share of the 25% of the Price which exceeds the justified cost of fulfilment of non-executed remainder by a third party within 10 days after completion of work.
6. Approval of the date of October 30<sup>th</sup> 2017 to conclude the authenticated sale-purchase contract; this term may be extended by both parties' agreement.
7. Authorize Mr. Danut Dorel Canta, Managing Director, to establish all terms and conditions, for signing the authenticated sale-purchase contract, for signing the escrow deposit contract and all required documents / papers to comply with this transaction..
8. Approval of **18.05.2017** as **“registration date”**.
9. Approval of **17.05.2017** as **“ex-date**.
10. Authorizing a person to fulfill the legal formalities for the registration of the decision taken

One or more shareholders holding, individually or together, at least 5% of the Company's share capital, has/have the right to include new items on the agenda of the Ordinary and Extraordinary General Meetings of the Shareholders (each new item shall be submitted together with an explanation or a draft decision in order to be adopted in the Ordinary and Extraordinary General Meetings) and to submit draft decisions for items included or to be included on the agenda of the Ordinary and Extraordinary General Meetings of the Shareholders, not later than 15 days from the date this summons has been published, i.e. not later than April 07, 2017.

The above mentioned rights of the shareholders shall be exercised only in writing.

The shareholders have the right to ask questions related to items on the agenda of the two General Meetings; the answers to be published on the Company's Internet website page [www.sccnapoca.ro](http://www.sccnapoca.ro).

The questions shall be submitted or sent to the registered office of the Company in such way to be registered at the registry of the Company not later than 14.04.2017, hour 4,00 PM, in a sealed envelope bearing the clearly written statement in capital letters: **“FOR THE EXTRAORDINARY AND/OR ORDINARY GENERAL MEETINGS OF SHAREHOLDERS FROM APRIL 25/26, 2017”**.

The registered shareholders at the reference date shall exercise the right to participate and to vote in the Ordinary and Extraordinary General Meetings of the Shareholders personally, via correspondence or through a representative with special/general proxy. The general proxy will be awarded by the shareholder, acting as client, only to an agent as it is defined in art. 2 paragraph 1, point 14 of Law 297/2004 on the capital market, or to an attorney-at-law.

In case the shareholders appoint representatives for the participation and voting in the Ordinary and Extraordinary General Meetings of the Shareholders, the notification of their appointment shall be submitted to the Company only in writing.

The correspondence vote forms and the special proxy forms for representation of the shareholders in the Ordinary and Extraordinary General Meetings of the Shareholders are made available at the registered office of the Company, as well as on the website of the Company [www.sccnapoca.ro](http://www.sccnapoca.ro).

The correspondence vote forms filled in by the shareholders either in Romanian or English shall be submitted or sent in original, through certified mail, to the Registration Office of the Company, together with the copy of the identity document for shareholders - natural person or with the copy of the identity document of the legal representative of the shareholder - legal person, signatory of the Correspondence vote form, in such way to be registered at the registry of the Company:

- not later than 21.04.2017, hour 04,00 PM, in a sealed envelope bearing the clearly written statement in capital letters: “VOTE BY CORRESPONDENCE FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS FROM **APRIL 25/26, 2017** “;
- not later than 21.04.2017, hour 04,00 PM, in a sealed envelope bearing the clearly written statement in capital letters: “VOTE BY CORRESPONDENCE FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS FROM **APRIL 25/26, 2017** “.

The correspondence vote forms which shall not have been received in the form and within the term provided above shall not be taken into account when the presence and the voting quorum is established and when the votes are counted in the Ordinary and Extraordinary General Meetings of the Shareholders.

The proxies for the shareholders’ representation in the General Meetings, filled in by the shareholders either in Romanian or in a widely used language in the international financial area, together with the copy of the identity document of the appointed representative, shall be submitted or sent in copy, containing the remark of true copy of the original under the representative’s signature, through certified mail, to the Registration Office of the Company in such way to be registered at the registry of the Company:

- not later than 21.04.2017, hour 04,00 PM, in a sealed envelope bearing the clearly written statement in capital letters: “FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS FROM **APRIL 25/26, 2017** “;
- not later than 21.04.2017, hour 04,00 PM, in a sealed envelope bearing the clearly written statement in capital letters: “FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS FROM **APRIL 25/26, 2017** “.

The proxies may also be sent by e-mail to the address [scnapoca@yahoo.com](mailto:scnapoca@yahoo.com).

Only the registered shareholders at the reference date shall be entitled to participate and to vote in the Ordinary and Extraordinary General Meetings of the Shareholders summoned for **APRIL 25/26, 2017** personally, via correspondence or through a representative with proxy.

The documents and information related to the items on the agenda of the two General Meetings, as well as the draft decisions related to the items on the agenda of the two General Meetings, the correspondence vote forms and the proxy forms for representation of the shareholders in the Ordinary and Extraordinary General Meeting of the Shareholders, as well as the Regulation for exercising the voting right in the General Meetings by the shareholders of Societatea de Constructii Napoca SA, are made available for the shareholders at the registered office of the Company from Cluj Napoca, no.1-2, Piata 1 Mai, Cluj Napoca, County, Romania, and are posted on the website of the Company [www.scnapoca.ro](http://www.scnapoca.ro) starting with the date of 23.03.2017.

Any additional information may be obtained at phone no. 0264.42.58.61.

**Chairman of the Board**  
**Ec. Cachita Floarea Doina**