



The Board of Directors of the CONSTRUCTION COMPANY 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 **July 6rd 2016** 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 Extraordinary General Meeting of Shareholders of the Construction Company Napoca SA, for August 18th 2016, at 09:00 am (first call) respectively or on **August 19th 2016, at the same time** (on the second call), at the registered office of the company in Cluj Napoca, at no. 1-2 P-ta 1 Mai, for all shareholders registered in the Shareholders' Register on the **Reference Date of August 08th 2016**.

The AGENDA OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS:

1. To approve the conclusion of a finance lease contract (of lease-back type) contracted with BT Leasing Transilvania IFN SA, amounting to a maximum of lei 10,000,000, for a maximum period of 7 years with a grace period of maximum 6 months, on the acquisition of possession and enjoyment of the real estate consisting of: a plot of land of 10,436 square meters and construction of an area of 7,712 sqm., located in Cluj Napoca, at no.1-2, 1 Mai Square, Cluj County
2. To authorize Mr. Canta Danut-Dorel, the General Manager of the Societatea de Constructii Napoca S.A, to sign all necessary documents for approval, signing a finance lease contract and any documents necessary to complete the transaction, including authentic papers.
3. To approve the date of **September 9th 2016** as "**the registration date**", according to art. 238 of Law 297 on the capital market and art. 2 of Regulation no. 6/2009 of the CNVM, as amended.
4. To approve the date of **September 8rd 2016** as "**ex-date**", according to art. 2 (e) of the Regulation no. 6/2009 of the CNVM [*National Securities Commission of Romania*], as amended.
5. To authorize a person to complete 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 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 EGMS) and to submit draft decisions for items included or to be included on the agenda of the Extraordinary General Meetings of the Shareholders, not later than 15 days from the date this summons has been published, i.e. not later than 02.08.2016.

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

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 02.08.2016, hour 4,00 PM, in a sealed envelope bearing the clearly written statement in capital letters: "FOR THE EXTRAORDINARY GENERAL MEETINGS OF SHAREHOLDERS FROM AUGUST 18/19, 2016".

The registered shareholders at the reference date shall exercise the right to participate and to vote in the 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 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 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

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 16.08.2016, hour 8,00 AM, in a sealed envelope bearing the clearly written statement in capital letters: "VOTE BY CORRESPONDENCE FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS FROM AUGUST 18/19, 2016".

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 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 16.08.2016, hour 8,00 AM, in a sealed envelope bearing the clearly written statement in capital letters: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS FROM AUGUST 18/19, 2016".

The proxies may also be sent by e-mail to the address sccnapoca@yahoo.com

Only the registered shareholders at the reference date shall be entitled to participate and to vote in the Extraordinary General Meetings of the Shareholders summoned for AUGUST 18/19, 2016 personally, via correspondence or through a representative with proxy.

The documents and information related to the items on the agenda of the General Meetings, as well as the draft decisions related to the items on the agenda of the General Meetings, the correspondence vote forms and the proxy forms for representation of the shareholders in the 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.sccnapoca.ro starting with the date of **18.07.2016**.

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

Cachita Floarea Doina
Chairman of the Board of Directors

