



## **CURRENT REPORT**

**According to Law no. 24/2017 on Issuers of Financial Instruments and Market Operations**

**Current report:** in compliance with CNVM Regulation no. 1/2006

**Date of report:** 22<sup>nd</sup> of December, 2017

**Name of Issuer:** Societatea de Constructii Napoca SA

**Headquarters:** 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

**Fiscal attribute:** RO

**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<sup>th</sup> of December, 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 Extraordinary General Meeting of Shareholders of the Societatea de Constructii Napoca SA,** for 23<sup>rd</sup> of January, 2018 at 10:00 am (first call) respectively or 24<sup>th</sup> of January, 2018 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 20<sup>th</sup> of January, 2017.

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

1. To approve a financing agreement from Libra Bank worth max. 10,000,000 lei, for a maximum period of 120 months, with the object of acquiring the ownership right over the immovable consisting of: land with an area of 9,750 sq. m. inscribed in the land register number 302056 under A1 with cadastral number 302056 having the category of use yard-building and under A1.1. with cadastral number 302056-C1 brick house, plus building under construction according to AC 923 from 27<sup>th</sup> of June, 2016.
2. Approval of guarantee reimbursement by first mortgage in favour of Libra Bank on the bulidings located in Cluj-Napoca, Piata 1 Mai street, no. 1-2, Cluj County, owned property of UNIREA S.A, inscribes in: the land register number 132243 with cadastral number 6839/1/2/I; the land register number 132243 with cadastral number 6839/1/2/II; the land register number 132243 with cadastral number 6839/1/2/III; the land register number 132243 with cadastral number 6839/1/2/IV; the land register number 132243 with cadastral number 6839/1/2/V; the land register number 132243 with cadastral number 6839/1/2/VI; the land register number 132243 with cadastral number 6839/1/2/VII.
3. To authorize Mr. Danut-Dorel singing, the General Manager of the Societatea de Constructii Napoca SA, to sign all necessary documents for approval of signing the financial leasing contract and any other necessary documents for the completion of the operation including authentic instruments.
4. To approve the date of 15<sup>th</sup> of February, 2018 as "**registration date**", according to art. 86 from Law 24/2017 on Issuers of Financial Instruments and Market Operations.
5. To approve the date of 14<sup>th</sup> of February, 2018 as "**ex-date**", according to Law 24/2017 on Issuers of Financial Instruments and Market Operations.
6. 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 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 8<sup>th</sup> of January, 2018.

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 8<sup>th</sup> of January, 2018, hour 4,00 PM, in a sealed

envelope bearing the clearly written statement in capital letters: “FOR THE EXTRAORDINARY GENERAL MEETINGS OF SHAREHOLDERS FROM FEBRUARY 01/02, 2017”.

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](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 19th of January, 2018, hour 9,00 AM, in a sealed envelope bearing the clearly written statement in capital letters: “**VOTE BY CORRESPONDENCE FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS FROM JANUARY 23/24, 2018**”.

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 19th of January, 2018, hour 9,00 AM, in a sealed envelope bearing the clearly written statement in capital letters: “**FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS FROM JANUARY 23/24, 2018**”.

The proxies may also be sent by e-mail to the address [sccnapoca@yahoo.com](mailto: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 **JANUARY 23/24, 2018** 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](http://www.sccnapoca.ro) starting with the date of **22<sup>nd</sup> of December, 2018**

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

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Chairman of the Board of Directors