

SC NAPOCA SA
INTRARE - IESIRE
Nr. 2668 ... Data 14.07.16



PIATA 1 MAI NR.1-2, CLUJ-NAPOCA, 400058 ROMÂNIA
TEL: 0264 – 425.861; FAX: 0264 – 425.053
Cod de Înregistrare Fiscala - RO 199117 Reg. Com. - J/12/15/1991
Cod IBAN RO23 UGBI 0000 0420 1401 9RON GarantiBank SA
Cod CAEN 4120 Capital subscris si varsat 6.231.454 RON
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CURRENT REPORT

In compliance with the provisions of Law. Nr. 297/2004 on capital market
and CNVM Regulation no. 1/2006

Date of report: 14.07.2016
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

Signifiant events to be reported:

The Extraordinary General Meeting of Shareholders of Societatea de Constructii Napoca SA (“The Company”)

Convened, in accordance with the provisions of art. 15 of the Company’s Articles of Incorporation through the convening notice from 03.06.2016, and the updated convening notice from 22.06.2016,

Legally reunited in the meeting held on 14.07.2016, at 09:00 a.m., in the first convening, with the presence of shareholders having 4.812.046 shares with voting right, representing 77,22 % of the capital of the Company/of the total voting rights, being thus fulfilled the statutory quorum requirement provided in order to vote

According on The Articles of Incorporation, of the Law no. 31/1990 republished, and the Law no. 297/2004 regarding capital market, as amended and supplemented, adopt this

RESOLUTION

1. Rejects the proposal to change the company's registered office located in: Baisoara, Cluj County, Romania.
2. Rejects the proposal to set up a secondary office located in the city of Cluj-Napoca, at no. 1-2 Piata 1 Mai, Cluj county.

3. Rejects the proposal to updated Memorandum of association, in accordance with the proposed amendments, that is by redrafting the wording of the art. 3 as follows:

"Art. 3. The registered office of the company is in Romania, place: Baisoara, Cluj County.

Secondary offices: The Company may establish offices or representative offices in the country and abroad, in compliance with the legal provisions.

The current secondary offices are:

- *Place of business located in the city of Cluj Napoca, at no. 1-2 Piata 1 Mai, Cluj County*
- *Place of business located in the city of Cluj-Napoca, No. 4 str. Taberei, Cluj County.*
- *Place of business located in the city of Cluj-Napoca, no. 163 str. Fabricii de zahăr, Cluj County".*

4. Rejects the proposal to authorizing Mr. Canta Danut-Dorel, acting in his capacity as the General Manager to sign the updated Memorandum of association of the Construction Company Napoca SA.
5. Approves the discounting of Promissory Notes issued by RA Avram Iancu International Airport of Cluj, totalling RON 7,693,722.16, with maturities between August 10th 2016 – June 10th 2019
6. Approves to sell, fully or partially, the asset Manufacturing base for prefabricated concrete products and concretes, located in Cluj Napoca, str. Fabricii de Zahar, registered in: CF [Land Register] no. 265404, land survey no. 265404; CF [Land Register] no. 256455, land survey no. 256455, CF [Land Register] no. 265523, land survey no. 265523 at a minimum price set for 2016 of EUR 100 / sqm.
7. Approve to authorize the Board of Directors to negotiate with potential buyers, to establish the buyer, to decide the share to be sold, the sale price, the method of payment of the price and all the terms of the sale – purchase contract to be entered.
8. Approves empowering of the General Manager Eng. Canta Danut Dorel, to sign a sale-purchase contract in authentic form and any other documents necessary for the completion of the sale-purchase contract regarding assets provided in point 6 .
9. Approves to validation of the Decision of the Board of Directors adopted on March 19th 2015 by means of which they approved the purchase of a plot of land within the built-up area of the commune of Florești, Cluj County, with a total area of 25,055 sqm, registered in the Land Register no. 57840 of Floresti, cadastral survey no. 57840 priced at RON 1,426,638.07.
10. Approves empowering of the General Manager Eng. Canta Danut Dorel to sign the sale and purchase document in its authentic form and any other documents necessary to complete the sale – purchase procedures regarding the land stipulated in point 9.
11. Approves that the Construction Company Napoca SA may acquire the status of a Partner in the PRO HART GROUP SRL, located in Sibiu, at no. 1 Aleea Tesatorilor, ap. 3, Sibiu County, by increasing the share capital with the amount of RON 2,400, representing 240 shares with a nominal value of RON 10 each.

Following this increase in capital, by capital contribution in cash subscribed and paid up by the Construction Company Napoca SA, the registered share capital of PRO HART GROUP SRL will be of RON 4,800, representing 480 shares with nominal value of RON 10 each and will be held by partners as follows:

- a. ROMAN EUGEN MIHAI, with a contribution to the share capital of 25%, representing a total of 120 shares with a nominal value of RON 10 / share, in a total amount of RON 1,200, a share on benefit and loss of 25%;
 - b. PRODEA DAN CRISTIAN, with a contribution to the share capital of 25%, representing a total of 120 shares with a nominal value of RON 10 / share, in a total amount of RON 1,200, a share on benefit and loss of 25%;
 - c. SOCIETATEA DE CONSTRUCTII NAPOCA SA, with a contribution to the share capital of 50 %, representing a total of 240 shares, with a nominal value of RON 10 / share, in a total amount of RON 2,400, a share on benefit and loss of 50 % .
12. Approves to empower the Mr. Canta Danut-Dorel, acting in his capacity as the General Manager of the Construction Company Napoca SA, to sign the decision to increase by cooptation and the updated Memorandum of association of PRO HART GROUP SRL.
 13. Approves to purchase shares on the stock market, subject to an upper limit of RON 1,000,000.
 14. Approves the date of **August 4th 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.
 15. Approves the date of **August 3rd 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.
 16. Approves the power of attorney to Mr.Suciu Dan Marius, legal advisor, to complete the legal formalities for the registration of the decision taken.

Chairman of the Board of Directors
Cachita Floara Doina

