



CURRENT REPORT

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

Date of report: **27.04.2016**

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

Significant events to be reported:

- | | |
|--|-------------------|
| 1. RESOLUTIONS OF THE ORDINARY GENERAL MEETING | 26.04.2017 |
| 2. RESOLUTIONS OF THE EXTRAORDINARY GENERAL MEETING | 26.04.2017 |

RESOLUTIONS OF THE ORDINARY GENERAL MEETING

Ordinary General Meeting of Shareholders Societatea de Constructii Napoca SA,. convened to date 25/04/2017 (first call) or 26/04/2017 (second call), 09.00 am, at the company's headquarters in Cluj Napoca, 1-2, P-ta 1 Mai, Cluj County, Romania by the Board of Directors , has conducted work on second call, on 26.04.2017.

The summons was published in the Official Gazette of Romania, Part IV, no. nr. 968/23.03.2017 , in Gazeta de Cluj newspaper nr. 761/2017 and posted on the company website at www.sccnapoca.ro, starting on 24.03.2017.

Ordinary General Meeting of Shareholders is legal and statutory shareholders, being present or representing shareholders holding a total of 5.121.306 shares, representing 82,18 % of the share capital and 82,18 % of the total voting rights. Quorum requirement is fulfilled in accordance with the Articles of Association of the Company and of art. 112 paragraph 1 of the Companies Act no. 31/1990, republished.

It was attended by shareholders registered in the Register of Shareholders at the end of the day 14.04.2017, set as Reference Day.

After debate, the Ordinary General Meeting of Shareholders adopted the following decisions:

1. It is approved 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.

Quorum: 5.121.306 shares representing 82,18 % of the share capital and 82,18 % of the casted votes.;

- Total number of valid votes cast 5.121.306;

- Total number of shares for wich valid votes were cast 5.121.306 representing 82,18 % of the share capital;

- Votes:

For: - 5.121.306 representing 82, 18 % of the share capital and 100% % of the casted votes;

Against: - votes;

Abstentions: - votes.

2. It is approved the the Annual Report for 2016, issued according to CNVM 1/2006 Regulation.

Quorum: 5.121.306 shares representing 82,18 % of the share capital and 82,18 % of the casted votes.;

- Total number of valid votes cast 5.121.306;

- Total number of shares for wich valid votes were cast 5.121.306 representing 82,18 % of the share capital;

- Votes:

For: - 5.121.306 representing 82, 18 % of the share capital and 100% % of the casted votes;

Against: - votes;

Abstentions: - votes.

3. It is approved the income and expenses budget for the financial year 2017.

Quorum: 5.121.306 shares representing 82,18 % of the share capital and 82,18 % of the casted votes.;

- Total number of valid votes cast 5.121.306;

- Total number of shares for wich valid votes were cast 5.121.306 representing 82,18 % of the share capital;

- Votes:

For: - 5.121.306 representing 82, 18 % of the share capital and 100% % of the casted votes;

Against: - votes;

Abstentions: - votes.

4. It is approved that the net profit amounting to RON 1,117,803 will be entered in the account 117 "Profit / Loss carried forward" to be distributed at a later date.

Quorum: 5.121.306 shares representing 82,18 % of the share capital and 82,18 % of the casted votes.;

- Total number of valid votes cast 5.121.306;

- Total number of shares for wich valid votes were cast 5.121.306 representing 82,18 % of the share capital;

- Votes:

For: - 5.121.306 representing 82, 18 % of the share capital and 100% % of the casted votes;

Against: - votes;

Abstentions: - votes.

5. It is approved the discharge of administration of the Company's directors for the financial year 2016.

Quorum: 5.121.306 shares representing 82,18 % of the share capital and 82,18 % of the casted votes.;

- Total number of valid votes cast 5.121.306;

- Total number of shares for wich valid votes were cast 5.121.306 representing 82,18 % of the share capital;

- Votes:

For: - 5.121.306 representing 82, 18 % of the share capital and 100% % of the casted votes;

Against: - votes;

Abstentions: - votes.

6. It is approved to extend with 3 year of the auditor mandate of the company SC INTEL FISC SRL, starting on 30.04.2017 up to 29.04.2020.

Quorum: 5.121.306 shares representing 82,18 % of the share capital and 82,18 % of the casted votes.;
- Total number of valid votes cast 5.121.306;
- Total number of shares for wich valid votes were cast 5.121.306 representing 82,18 % of the share capital;
- Votes:
For: - 5.121.306 representing 82, 18 % of the share capital and 100% % of the casted votes;
Against: - votes;
Abstentions: - votes.

7. It is approved 18.05.2017 as “registration date”.

Quorum: 5.121.306 shares representing 82,18 % of the share capital and 82,18 % of the casted votes.;
- Total number of valid votes cast 5.121.306;
- Total number of shares for wich valid votes were cast 5.121.306 representing 82,18 % of the share capital;
- Votes:
For: - 5.121.306 representing 82, 18 % of the share capital and 100% % of the casted votes;
Against: - votes;
Abstentions: - votes.

8. It is approved 17.05.2017 as “ex-date.

Quorum: 5.121.306 shares representing 82,18 % of the share capital and 82,18 % of the casted votes.;
- Total number of valid votes cast 5.121.306;
- Total number of shares for wich valid votes were cast 5.121.306 representing 82,18 % of the share capital;
- Votes:
For: - 5.121.306 representing 82, 18 % of the share capital and 100% % of the casted votes;
Against: - votes;
Abstentions: - votes.

9. It is approved the empowerment of Mr. Suciu Dan Marius, legal adviser, to perform any act or formality required by the law for the registration of the decisions.

Quorum: 5.121.306 shares representing 82,18 % of the share capital and 82,18 % of the casted votes.;
- Total number of valid votes cast 5.121.306;
- Total number of shares for wich valid votes were cast 5.121.306 representing 82,18 % of the share capital;
- Votes:
For: - 5.121.306 representing 82, 18 % of the share capital and 100% % of the casted votes;
Against: - votes;
Abstentions: - votes.

RESOLUTIONS OF THE EXTRAORDINARY GENERAL MEETING

Extrardinary General Meeting of Shareholders Societatea de Constructii Napoca SA,. convened to date 25.04.2017 (first call) or 26.04.2017 (second call), 10.00 am, at at the company’s headquarters in Cluj Napoca, 1-2, P-ta 1 Mai, Cluj County, Romania by the Board of Directors , has conducted work on second call, on 26.04.2017.

The summons was published in the Official Gazette of Romania, Part IV, no. nr. 968/23.03.2017 and in Gazeta de Cluj newspaper nr. 761/2017 and posted on the company website at www.sccnapoca.ro, starting on 24.03.2017.

Extraordinary General Meeting of Shareholders is legal and statutory shareholders, being present or representing shareholders holding a total of 5.121.306 shares, representing 82,18 % of the share capital and 82,18 % of the total voting rights. Quorum requirement is fulfilled in accordance with the Articles of Association of the Company and of art. 112 paragraph 1 of the Companies Act no. 31/1990, republished.

It was attended by shareholders registered in the Register of Shareholders at the end of the day 14.04.2017, set as Reference Day.

After debate, the Extraordinary General Meeting of Shareholders adopted the following decisions:

1. It is approved 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 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);

Quorum: 5.121.306 shares representing 82,18 % of the share capital and 82,18 % of the casted votes.;

- Total number of valid votes cast 5.121.306;

- Total number of shares for wich valid votes were cast 5.121.306 representing 82,18 % of the share capital;

- Votes:

For: - 5.121.306 representing 82, 18 % of the share capital and 100% % of the casted votes;

Against: - votes;

Abstentions: - votes

2. It is approved 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 10th 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.

Quorum: 5.121.306 shares representing 82,18 % of the share capital and 82,18 % of the casted votes.;

- Total number of valid votes cast 5.121.306;

- Total number of shares for wich valid votes were cast 5.121.306 representing 82,18 % of the share capital;

- Votes:

For: - 5.121.306 representing 82, 18 % of the share capital and 100% % of the casted votes;

Against: - votes;

Abstentions: - votes

3. It is approved 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;

Quorum: 5.121.306 shares representing 82,18 % of the share capital and 82,18 % of the casted votes.;

- Total number of valid votes cast 5.121.306;

- Total number of shares for wich valid votes were cast 5.121.306 representing 82,18 % of the share capital;

- Votes:

For: - 5.121.306 representing 82, 18 % of the share capital and 100% % of the casted votes;

Against: - votes;

Abstentions: - votes

4. It is approved 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.

Quorum: 5.121.306 shares representing 82,18 % of the share capital and 82,18 % of the casted votes.;

- Total number of valid votes cast 5.121.306;

- Total number of shares for wich valid votes were cast 5.121.306 representing 82,18 % of the share capital;

- Votes:

For: - 5.121.306 representing 82, 18 % of the share capital and 100% % of the casted votes;

Against: - votes;

Abstentions: - votes

5. It is approved 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.

Quorum: 5.121.306 shares representing 82,18 % of the share capital and 82,18 % of the casted votes.;

- Total number of valid votes cast 5.121.306;

- Total number of shares for wich valid votes were cast 5.121.306 representing 82,18 % of the share capital;

- Votes:

For: - 5.121.306 representing 82, 18 % of the share capital and 100% % of the casted votes;

Against: - votes;

Abstentions: - votes

6. It is approved the date of October 30th 2017 to conclude the authenticated sale-purchase contract; this term may be extended by both parties' agreement.

Quorum: 5.121.306 shares representing 82,18 % of the share capital and 82,18 % of the casted votes.;

- Total number of valid votes cast 5.121.306;

- Total number of shares for wich valid votes were cast 5.121.306 representing 82,18 % of the share capital;

- Votes:

For: - 5.121.306 representing 82, 18 % of the share capital and 100% % of the casted votes;

Against: - votes;

Abstentions: - votes

7. It is approved to 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..

Quorum: 5.121.306 shares representing 82,18 % of the share capital and 82,18 % of the casted votes.;
- Total number of valid votes cast 5.121.306;
- Total number of shares for wich valid votes were cast 5.121.306 representing 82,18 % of the share capital;

- Votes:
For: - 5.121.306 representing 82, 18 % of the share capital and 100% % of the casted votes;
Against: - votes;
Abstentions: - votes

8. It is approved 18.05.2017 as “registration date”.

Quorum: 5.121.306 shares representing 82,18 % of the share capital and 82,18 % of the casted votes.;
- Total number of valid votes cast 5.121.306;
- Total number of shares for wich valid votes were cast 5.121.306 representing 82,18 % of the share capital;

- Votes:
For: - 5.121.306 representing 82, 18 % of the share capital and 100% % of the casted votes;
Against: - votes;
Abstentions: - votes

9. It is approved 17.05.2017 as “ex-date.

Quorum: 5.121.306 shares representing 82,18 % of the share capital and 82,18 % of the casted votes.;
- Total number of valid votes cast 5.121.306;
- Total number of shares for wich valid votes were cast 5.121.306 representing 82,18 % of the share capital;

- Votes:
For: - 5.121.306 representing 82, 18 % of the share capital and 100% % of the casted votes;
Against: - votes;
Abstentions: - votes

10. Approved the empowerment of Mr. Suciu Dan Marius, legal adviser, to perform any act or formality required by the law for the registration of the decisions .

Quorum: 5.121.306 shares representing 82,18 % of the share capital and 82,18 % of the casted votes.;
- Total number of valid votes cast 5.121.306;
- Total number of shares for wich valid votes were cast 5.121.306 representing 82,18 % of the share capital;

- Votes:
For: - 5.121.306 representing 82, 18 % of the share capital and 100% % of the casted votes;
Against: - votes;
Abstentions: - votes

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