



CONVENING NOTICE

The Board of Directors of the CONSTRUCTION COMPANY NAPOCA S.A., registered with the Trade Registry Office of Cluj Court under no. J12 / 15/1991, Fiscal Registration Code RO 199117, headquartered in Cluj-Napoca, 1-2, Piata 1 Mai, , referred to as, in accordance with the legal provisions and the provisions set forth in the memorandum of association;

Considering the Law no. 31/1990, as subsequently amended and supplemented

Persuant to the reception of request for amending the agenda of the Extraordinary General Meeting of **Shareholders of Construction Company Napoca SA from the shareholder ARD Invest SRL, holding 9.837 % of the share capital of the Company**

CONVENES

The Extraordinary General Meeting of Shareholders and the Ordinary General Meeting of Shareholders of the Construction Company Napoca SA, for July 14th 2016, at 09:00 am, 10:00 am (first call) respectively or on July 15th 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 July 6th 2016.

UPDATED AGENDA OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS:

1. The approval to change the company's registered office. The new registered office will be located in: Baisoara, Cluj County, Romania.
2. The approval to set up a secondary office located in the city of Cluj-Napoca, at no. 1-2 Piata 1 Mai, Cluj county.
3. Approval of the 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. 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. Approving 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. Approval 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. 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. To authorize a person to sign a sale-purchase contract in authentic form and any other documents necessary for the completion of the sale-purchase contract.
 9. 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. Authorizing a person to sign the sale and purchase document in its authentic form and any other documents necessary to complete the sale – purchase procedures.
 11. The approval 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. Authorizing 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. The approval to purchase shares on the stock market, subject to an upper limit of RON 1,000,000.
14. To approve 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. To approve 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. To authorize a person to complete the legal formalities for the registration of the decision taken.

THE AGENDA OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

1. To increase the remuneration of the members of the Board of Directors.
2. The approval of 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
3. The approval of 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.
4. 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 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 June 24, 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 06.07.2016, 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 JULY 14/15, 2016”**.

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.

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 12.07.2016, 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 JULY 14/15, 2016";

- not later than 12.07.2016, hour 09,00 AM, in a sealed envelope bearing the clearly written statement in capital letters: "VOTE BY CORRESPONDENCE FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS FROM JULY 14/15, 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 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 12.07.2016, hour 8,00 AM, in a sealed envelope bearing the clearly written statement in capital letters: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS FROM JULY 14/15, 2016";

- not later than 12.07.2016, hour 09,00 AM, in a sealed envelope bearing the clearly written statement in capital letters: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS FROM JULY 14/15, 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 Ordinary and Extraordinary General Meetings of the Shareholders summoned for JULY 14/15, 2016 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.scenapoca.ro starting with the date of 14.06.2016.

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

Cachita Floarea Doina
Chairman of the Board of Directors

A handwritten signature in black ink, appearing to be 'Cachita Floarea Doina', with a long horizontal stroke extending to the right.