



CURRENT REPORT

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

Report date: 02.09.2021

Name of Issuing Company: Societatea de Constructii Napoca SA

Registered office: 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

Share capital: 6.231.454 lei

Regulated market on which they are traded: Bucharest Stock Exchange

Significant events to be reported:

Completion of the convocation of The Ordinary General Meeting of Shareholders of the Societatea de Constructii Napoca SA

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 02.09.2021 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

Under art. 117 ^ 1 of the Law no. 31/1990, with subsequent amendments and completions, at the request of the majority shareholder I.T. TRANSILVANIA INVEST S.A. with the participation share of 67.3840% of the share capital,

COMPLETES

The agenda of the Extraordinary General Meeting of the Shareholders of SOCIETATEA DE CONSTRUCTII NAPOCA SA, convened for **20.09.2021, on 10:00 a.m.**, (the first convocation) and **21.09.2021, on 10:00 a.m.** (the second convocation, in case of failure of the quorum) at the company's headquarters in Cluj-Napoca, P-ta 1 Mai, no. 1-2, Cluj County, initially published in the Official Gazette of Romania, Part IV, Edition no. 3405/18.08.2021, with the following points:

1. Approval of the foundation of the **NAPOCA REAL ESTATE DEVELOPMENT SRL** society, having its headquarters in Cluj-Napoca, 1-2, Piata 1 Mai, Cluj County, having its sole Associate Societatea de Constructii Napoca SA. The share capital will be 46.849.900 lei, formed of 468.499 social parts of 100 lei each: SOCIETATEA DE CONSTRUCTII NAPOCA SA-contribution in kind (according to the evaluation report drawn up by ing. Toda Mihai)-representing 100% of the social capital.

Each associate's share to benefits and losses will be directly proportional with the contribution to the registered capital.

The actives transferred by the contribution in kind shall be formed from: the real estate propriety of societatea de Constructii Napoca SA, situated in Cluj-Napoca, Manastur, 4 Taberei street, Cluj County, the construction and the ground being listed in CF 261329 Cluj-Napoca, together with all the rights and obligations and the apartment building situated in Cluj-Napoca, 24 Taietura Turcului

SOCIETATEA DE CONSTRUCTII NAPOCA SA.

Piata 1 Mai, nr.1-2, Cluj-Napoca, ROMÂNIA, CUI: RO199117, Nr. Reg. Com. J/12/15/1991

Tel: 0264 403 209; Fax: 0264 415 226

street, Cluj County, built on the ground registered in CF 302056 Cluj-Napoca, cadastral no 302056, together with all the rights and obligations.

The newly established society shall continue the economical activity transferred from SOCIETATEA DE CONSTRUCTII NAPOCA SA, respectively CAEN 4120- Construction work of the residential and non residential buildings, respectively 4110 – real estate development and promotion, without having the right to immediately liquidate this activity, as stated by the Romanian Fiscal Code, Art. 270, al. 7.

2. Mandating Mrs. Gabriela Dorina-Sabau, Mrs. Ioana Alexandrescu and MRS. Alexandra Bene, as members of the Board of Directors of Societatea de Constructii Napoca SA, for establishing the clauses and signing the Articles of Association of the newly established society, the act of the active transfer, signing any other requests, declarations or making any requested demarches necessary for the founding of the new society. Mandating Mrs. Gabriela Dorina-Sabau, Mrs. Ioana Alexandrescu and MRS. Alexandra Bene, as members of the Board of Directors of Societatea de Constructii Napoca SA as permanent representatives of Societatea de Constructii Napoca SA within the General Meetings of Napoca Real Estate Development SRL, without the need of any other approvals, to take any decision regarding the shares of Societatea de Constructii Napoca SA, including acts of disposition or encumbrance, changes in the Articles of Association (change of the registered address, opening workstations, naming and revocation of the Administrator, increase and decrease of the social capital, etc.), also regarding to the patrimony of Napoca Real Estate Development SRL including: the purchase and selling of immovable and movable property, contracting bank credits and non-bank credits, mortgages on immovable and movable goods to guarantee credits (mortgages on all ground and constructions, equipments, stocks, debts of any nature, including commercial and/or resulting from insurance policies, intellectual property rights etc). Approval of mandating Mrs. Gabriela Dorina-Sabau, Mrs. Ioana Alexandrescu and MRS. Alexandra Bene for all the time the Napoca Real Estate Development SRL is operating.

Any other operation that is not mentioned in the present completion and is necessary and opportune shall be considered as approved by the Society, and the trustee is entitled to sign in the name of the Society. Mrs. Gabriela Dorina-Sabau, Mrs. Ioana Alexandrescu and MRS. Alexandra Bene have the right to represent Societatea de Constructii Napoca SA, having full powers in front of any natural or legal persons, authorities and institutions, public notaries, The National Registry for Mobiliar Publicity, ONRC, ANCPPI, banks, Financial Administration etc. The Administrator can delegate this empowerment, including the representation right of the Society, to any other person considered able.

Thus, the Ordinary General Meeting of the Shareholders of SOCIETATEA DE CONSTRUCTII NAPOCA SA., convened for **20.09.2021, on 10:00 a.m.**, (the first convocation) and **21.09.2021, on 10:00 a.m.** (the second convocation, in case of failure of the quorum) at the company's headquarters in Cluj-Napoca, P-ta 1 Mai, no. 1-2, Cluj County, for all shareholders registered in the Shareholders Registry at the Reference Date 06.09.2021, will have the following Orders completed:

Agenda of the Extraordinary General Meeting of the Shareholders

1. Approval, in principle, of the division of Societatea de Constructii Napoca SA.
2. Authorizing The Board of Directors of the Society to draw up the draft terms of the division.
3. Approval of the foundation of the **NAPOCA REAL ESTATE DEVELOPMENT SRL** society, having its headquarters in Cluj-Napoca, 1-2, Piata 1 Mai, Cluj County, having its sole Associate Societatea de Constructii Napoca SA. The share capital will be 46.849.900 lei, formed of 468.499 social parts of 100 lei each: SOCIETATEA DE CONSTRUCTII NAPOCA SA- contribution in kind (according to the evaluation report drawn up by ing. Toda Mihai)- representing 100% of the social capital.

Each associate's share to benefits and losses will be directly proportional with the contribution to the registered capital.

The actives transferred by the contribution in kind shall be formed from: the real estate propriety of societatea de Constructii Napoca SA, situated in Cluj-Napoca, Manastur, 4 Taberei street, Cluj County, the construction and the ground being listed in CF 261329 Cluj-Napoca, together with all the rights and obligations and the apartment building situated in Cluj-Napoca, 24 Taietura Turcului street, Cluj County, built on the ground registered in CF 302056 Cluj-Napoca, cadastral no 302056, together with all the rights and obligations.

The newly established society shall continue the economical activity transfered from SOCIETATEA DE CONSTRUCTII NAPOCA SA, respectively CAEN 4120- Construction work of the residential and non residential buildings, respectively 4110 – real estate development and promotion, without having the right to immediately liquidate this activity, as stated by the Romanian Fiscal Code, Art. 270, al. 7.

4. Mandating Mrs. Gabriela Dorina-Sabau, Mrs. Ioana Alexandrescu and Mrs. Alexandra Bene, as members of the Board of Directors of Societatea de Constructii Napoca SA, for establishing the clauses and signing the Articles of Association of the newly established society, the act of the active transfer, signing any other requests, declarations or making any requested demarches necessary for the founding of the new society. Mandating Mrs. Gabriela Dorina-Sabau, Mrs. Ioana Alexandrescu and Mrs. Alexandra Bene, as members of the Board of Directors of Societatea de Constructii Napoca SA as permanent representatives of Societatea de Constructii Napoca SA within the General Meetings of Napoca Real Estate Development SRL, without the need of any other approvals, to take any decision regarding the shares of Societatea de Constructii Napoca SA, including acts of disposition or encumbrance, changes in the Articles of Association (change of the registered adress, opening workstations, naming and revocation of the Administrator, increase and direase of the social capital, etc.), also regarding to the patrimony of Napoca Real Estate Development SRL including: the purchase and selling of immovable and movable propriety, contracting bank credits and non-bank credits, mortgages on immovable and movable goods to guarantee credits (mortgages on all ground and constructions, equipments, stocks, debts of any nature, including commercial and/or resulting from insurance policies, intellectual propriety rights etc). Approval of mandating mrs. Gabriela Dorina-Sabau, Mrs. Ioana Alexandrescu and MRS. Alexandra Bene for all the time the Napoca Real Estate Development SRL is operating.

Any other operation that is not mentioned in the present completion and is necessary and opportune shall be considered as approved by the Society, and the trustee is entited to sign in the name of the Society. Mrs. Gabriela Dorina-Sabau, Mrs. Ioana Alexandrescu and MRS. Alexandra Bene have the right to represent Societatea de Constructii Napoca SA, having full powers in front of any natural or legal persons, authorities and institutions, public notaries, The National Registry for Mobiliar Publicity, ONRC, ANCPPI, banks, Financial Administration etc. The Administrator can delegate this empowerment, including the representation right of the Society, to any other person considered able.

5. Authorizing a person to fulfill the legal formalities for the registration of the decision taken, at ORC Cluj.
6. Approval of 07.10.2021 as "registration date", according to art. 86 of the Law no. 24/2017 on issuers of financial instruments and market operations
7. Approval of 06.10.2021 as "ex-date", according to the Law no. 24/2017 on issuers of financial instruments and market operations.



The rest of the provisions of the convening published in the Official Gazette of Romania, Part IV, Edition no. 3405/18.08.2021 remain unchanged.

Chairman of the Board
C.J. SABAU GABRIELA-DORINA

SOCIETATEA DE CONSTRUCTII NAPOCA SA.

Piata 1 Mai, nr.1-2, Cluj-Napoca, ROMÂNIA, CUI: RO199117, Nr. Reg. Com. J/12/15/1991
Tel: 0264 403 209; Fax: 0264 415 226