



CURRENT REPORT

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

Report date: 21.09.2021

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

Signifiant events to be reported:

THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF SOCIETATEA DE CONSTRUCTII NAPOCA SA FROM 21.09.2021 (second convocation)

The Extraordinary General Meeting of the Shareholders of Societatea de Constructii Napoca Sa, convoked for the 20th of September 2021 (first convocation), at 10 AM or for the 21st of September 2021 (second convocation), at 10 AM, at the company's headquarters in Cluj-Napoca, 1-2 Piata 1 Mai, Cluj County, by the Board of Directors, took place at this second convocation, on the 21st of September 2021.

The convocation was published in the Monitorul Oficial of Romania journal, on Part IV, no. 3405 from 18.08.2021, and the completion in the the Monitorul Oficial of Romania journal, on Part IV, no. 3649 from 03.09.2021.

The Ordinary General Meeting of the Shareholders of Societatea de Constructii Napoca Sa is legal and statutory, with the presence of shareholders having care 2.366.379 shares with voting right, representing 40,178 % of the capital of the Company/of the total voting rights, being thus fulfilled the statutory quorum requirement provided in order to vote required according on The Articles of Incorporation, of the Law no. 31/1990 republished.

Following today's debates, The Ordinary General Meeting of the Shareholders of Societatea de Constructii Napoca SA, with the majority of the votes given, adopts the present:

RESOLUTION

1. Does not approve of the division of Societatea de Constructii Napoca SA.
2. Does not authorize Board of Directors of the Society to draw up the draft terms of the division.
3. Approves 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 6.447.500 lei, formed of 64.475 social parts of 100 lei each: SOCIETATEA DE

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



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.

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.

4. Mandates 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 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 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, ANCPI, banks, Financial Administration etc. The Administrator can delegate this empowerment, including the representation right of the Society, to any other person considered able.

5. Authorizes Mrs. Berar Oana-Maria to fulfill the legal formalities for the registration of the decision taken, at ORC Cluj.

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



6. Approves 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. Approves of 06.10.2021 as “ex-date”, according to the Law no. 24/2017 on issuers of financial instruments and market operations.

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