



# BURSA DE VALORI BUCUREȘTI S.A.

No. 1042/11.03.2019

To: **Financial Supervisory Authority**  
Fax: **021- 659.60.51**  
**Bucharest Stock Exchange**  
Fax: **021-256.92.76**

## CURRENT REPORT

according to Regulation no. 5/2018 on issuers of financial instruments and market operations  
and Law no. 24/2017 on issuers of financial instruments and market operations

Date of report: **11 March 2019**

Name of issuer: **Bursa de Valori Bucuresti S.A.**

Registered office: **34-36 Carol I Blvd, 13-14 floors, district 2, Bucharest, postal code 020922**

Telephone/fax number: **+ 40 21 3079500; + 40 21 3079519**

Sole registration number with the Trade Register Office: **17777754**

Trade Register number: **J40/12328/2005**

Share capital: **RON 80,492,460**

Regulated market on which the issued securities are traded: **Bucharest Stock Exchange, Premium Tier**

**Significant event to be reported: The decision of the Board of Governors to convene the Ordinary and Extraordinary General Meetings of Shareholders of Bursa de Valori Bucuresti S.A. for April 24/25, 2019 (Convening notice attached)**

The Board of Governors of Bursa de Valori Bucuresti S.A. (hereinafter referred to as "the Company" or "BVB"), in the meeting held on March 11, 2019, adopted the decision to convene the **Ordinary General Meeting of Shareholders**, in Bucharest, 2nd District, 34-36 Carol I Bd., 2nd floor, Millenium Hall, on **April 24, 2019**, starting at 10:00 a.m. (first convening), respectively, **April 25, 2019** (the second convening) starting at 10:00 a.m. for all the shareholders registered in the Company Shareholders' Registry held by Depozitarul Central S.A., Bucharest, at the end of **April 5, 2019**, considered as Reference Date for this meeting, having on the agenda the following topics:

1. Presentation, discussion and approval of **the annual separated and consolidated financial statements of the Company** for the financial year of 2018 and drafted according to the International Financial Reporting Standards, based on the Report of administrators and the Report of financial auditor of the Company.
2. Approval of the **distribution of Company net profit** achieved in 2018 amounting RON 9,490,411 as follows: the disbursement of RON 468,880 for legal reserve and distribution of RON 9,021,531 as dividends.
3. Approval of the **discharge of liability of the Company administrators** for their activity carried out during the financial year 2018, based on the presented reports.

4. Approval of **the remunerations of the Company administrators** for 2019 amounting RON 3.700 net/ month/member, the **general limits of the additional remunerations for Company administrators** and the **recompensation of the Company administrators** for 2018, as presented in the Note to shareholders.

5. Presentation, discussion and approval of the Company **Budget and business plan for 2019**.

6. Approval of: (i) **07.06.2019** as Registration Date, according to art. 86 (1) of the Law no. 24/2017; (ii) **06.06.2019** as the “ex-date”, according to art. 2, para. 2, letter l) of Regulation no. 5/2018; (iii) **27.06.2019** as the Payment Date, according to art. 86 (2) of the Law no. 24/2017, art. 2 para. 2 letter h) and art. 178 of Regulation no. 5/2018.

7. **Empowering the Chief Executive Officer of the Company**, Mr. Adrian Tanase, respectively the Deputy Chief Executive Officer of the Company, Mr. Marius - Alin Barbu, with the right to delegate the powers, to: (i) execute and/or sign, on behalf of the Company and/or of the Company’s shareholders: the resolutions of the present Ordinary General Meeting of Shareholders, any and all the decisions, documents, applications, forms and requests adopted/prepared in order to or for the execution of the resolutions of the present Ordinary General Meeting of Shareholders, in relation with any natural or legal person, private or public and to (ii) fulfill all the legal formalities for implementation, registration, publicity, opposability, execution and publishing of the resolutions made.

In the same meeting held on March 11, 2019, the Board of Governors adopted the decision to convene also the **Extraordinary General Meeting of Shareholders**, in Bucharest, 2nd District, 34-36 Carol I Bd., 2nd floor, Millenium Hall, on **April 24, 2019**, starting at 12:30 p.m., respectively, **April 25, 2019** (second convening) starting at 12:30 p.m. for all the shareholders registered in the Company Shareholders’ Registry held by Depozitarul Central S.A., Bucharest, at the end of **April 5, 2019**, considered as Reference Date for this meeting, having on the agenda the following topics:

1. Approval of **the buy-back of its own shares** by the Company from the market where the shares are listed or by running public offers in accordance with the legal provisions applicable, in the following conditions: a number of maximum 60,369 shares (representing up to 0.75% of the Company’s share capital), at a minimum price equal to the market price from the BVB at the acquisition moment and a maximum price which will be the lesser of (i) RON 35 per share and (ii) the higher of the price of the last independent trade and the highest current purchase bid, in accordance with the provisions of article 3, para. (2) of Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 supplementing Regulation (EU) No 596/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the conditions applicable to buyback programmes and stabilisation measures. The aggregate value of the buy-back programme will be up to RON 2,112,915. The programme will have a maximum duration of 18 months, calculated from the date when the incident shareholders’ resolution is published in the Official Gazette of Romania, Part IV and will have as purpose allocation of own shares to the Company’s employees and managers, as well as members of the Board of Governors; granting a mandate for the fulfilment of this resolution to the Board of Governors. The buyback transactions will have as object only fully paid shares and will be purchased only out of distributable profits or of the available reserves of the Company, as registered in the last approved annual financial statement, except for the legal reserves.

2. Approval of: (i) **07.06.2019** as Registration Date, according to art. 86 (1) of the Law no. 24/2017; (ii) **06.06.2019** as the “ex-date”, according to art. 2, para. 2, letter l) of Regulation no. 5/2018.

**3. Empowering** the Chief Executive Officer of the Company, Mr. Adrian Tanase, respectively the Deputy Chief Executive Officer of the Company, Mr. Marius - Alin Barbu, with the right to delegate the powers, to: (i) execute and/or sign, on behalf of the Company and/or of the Company's shareholders: the resolutions of the present Extraordinary General Meeting of Shareholders, any and all the decisions, documents, applications, forms and requests adopted/prepared in order to or for the execution of the resolutions of the present Extraordinary General Meeting of Shareholders, in relation with any natural or legal person, private or public and to (ii) fulfill all the legal formalities for implementation, registration, publicity, opposability, execution and publishing of the resolutions made.

The convening notice of the Ordinary and Extraordinary General Meetings of Shareholders as of April 24/25, 2019 and the documents related to the meeting agenda will be available to the shareholders according to the applicable legal and statutory provisions, starting with March 13, 2019, in electronic format on the Company's website [www.bvb.ro](http://www.bvb.ro), Investor Relations / General Meeting of Shareholders, as well as at the Company's registered office. The convening notice of the Ordinary and Extraordinary General Meeting of Shareholders as of April 24/25, 2019 shall be published in the Official Gazette of Romania, Part IV and in a wide-spread newspaper.

**Adrian Tanase**  
CEO

Translation from the Romanian language; Romanian version shall prevail.

No. \_\_\_\_\_ / \_\_\_\_\_

## CONVENING NOTICE

**BUCHAREST STOCK EXCHANGE**, registered with the Trade Registry Office of Bucharest Court under number J40/12328/2005, EUID ROONRC.J40/12328/2005, Fiscal Registration Code RO 17777754, headquartered in Bucharest, 34-36 Carol I Blvd., floors 13-14, postal code 020922, 2nd District (hereinafter referred to as the „**Company**” or “**BVB**”), by the Board of Directors, named **Board of Governors**,

Considering Law no. 31/1990 on companies, republished (“**Law 31/1990**”), Law no. 126/2018 regarding financial instruments (“**Law 126/2018**”), Law no. 24/2017 on issuers of financial instruments and market operations („**Law 24/2017**”), Regulation no. 5/2018 on issuers of financial instruments and market operations („**Regulation 5/2018**”) and the Company’s Articles of Incorporation,

### CONVENES:

**The Ordinary General Meetings of Shareholders of the Company** (hereinafter referred to as the „**OGMS**”), in Bucharest, 2<sup>nd</sup> District, 34-36 Carol I Blvd., 2<sup>nd</sup> floor, Millenium Hall, **on 24.04.2019**, starting at **10:00 a.m.**, for all the shareholders registered in the Company Shareholders’ Registry held by Depozitarul Central S.A., Bucharest, at the end of **05.04.2019**, considered as **Reference Date** for this meeting; in case that on the aforementioned date, by any reasons, the quorum requirements stipulated by the law and by the article 35 (1) of the Company’s Articles of Incorporation are not fulfilled, it is convened and set according to art. 118 of the Companies Law in connection with art. 31(4) of the Company’s Articles of Incorporation the second Ordinary General Meeting of Shareholders of the Company on **25.04.2019, starting at 10:00 a.m.**, at the same address, with the same agenda and Reference Date,

and

**The Extraordinary General Meetings of Shareholders of the Company** (hereinafter referred to as the „**EGMS**”), in Bucharest, 2<sup>nd</sup> District, 34-36 Carol I Blvd., 2<sup>nd</sup> floor, Millenium Hall, **on 24.04.2019**, starting at **12:30 p.m.**, for all the shareholders registered in the Company Shareholders’ Registry held by Depozitarul Central S.A., Bucharest, at the end of **05.04.2019**, considered as **Reference Date** for this meeting; in case that on the aforementioned date, by any reasons, the quorum requirements stipulated by the law and by the article 36 (1) of the Company’s Articles of Incorporation are not fulfilled, it is convened and set according to art. 118 of the Companies Law in connection with art. 31(4) of the Company’s Articles of Incorporation the second Extraordinary General Meeting of Shareholders of the Company on **25.04.2019, starting at 12:30 p.m.**, at the same address, with the same agenda and Reference Date.

### AGENDA OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS:

1. Presentation, discussion and approval of **the annual separated and consolidated financial statements of the Company** for the financial year of 2018 and drafted according to the International Financial Reporting Standards, based on the Report of administrators and the Report of financial auditor of the Company.

2. Approval of the **distribution of Company net profit** achieved in 2018 amounting RON 9,490,411 as follows: the disbursement of RON 468,880 for legal reserve and distribution of RON 9,021,531 as dividends.
3. Approval of the **discharge of liability of the Company administrators** for their activity carried out during the financial year 2018, based on the presented reports.
4. Approval of **the remunerations of the Company administrators** for 2019 amounting RON 3.700 net/ month/member, the **general limits of the additional remunerations for Company administrators** and the **recompensation of the Company administrators** for 2018, as presented in the Note to shareholders.
5. Presentation, discussion and approval of the Company **Budget and business plan for 2019**.
6. Approval of: (i) **07.06.2019** as Registration Date, according to art. 86 (1) of the Law no. 24/2017; (ii) **06.06.2019** as the “ex-date”, according to art. 2, para. 2, letter l) of Regulation no. 5/2018; (iii) **27.06.2019** as the Payment Date, according to art. 86 (2) of the Law no. 24/2017, art. 2 para. 2 letter h) and art. 178 of Regulation no. 5/2018.
7. **Empowering the Chief Executive Officer of the Company**, Mr. Adrian Tanase, respectively the Deputy Chief Executive Officer of the Company, Mr. Marius - Alin Barbu, with the right to delegate the powers, to: (i) execute and/or sign, on behalf of the Company and/or of the Company's shareholders: the resolutions of the present Ordinary General Meeting of Shareholders, any and all the decisions, documents, applications, forms and requests adopted/prepared in order to or for the execution of the resolutions of the present Ordinary General Meeting of Shareholders, in relation with any natural or legal person, private or public and to (ii) fulfill all the legal formalities for implementation, registration, publicity, opposability, execution and publishing of the resolutions made.

#### **AGENDA OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS:**

1. Approval of **the buy-back of its own shares** by the Company from the market where the shares are listed or by running public offers in accordance with the legal provisions applicable, in the following conditions: a number of maximum 60,369 shares (representing up to 0.75% of the Company's share capital), at a minimum price equal to the market price from the BVB at the acquisition moment and a maximum price which will be the lesser of (i) RON 35 per share and (ii) the higher of the price of the last independent trade and the highest current purchase bid, in accordance with the provisions of article 3, para. (2) of Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 supplementing Regulation (EU) No 596/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the conditions applicable to buyback programmes and stabilisation measures. The aggregate value of the buy-back programme will be up to RON 2,112,915. The programme will have a maximum duration of 18 months, calculated from the date when the incident shareholders' resolution is published in the Official Gazette of Romania, Part IV and will have as purpose allocation of own shares to the Company's employees and managers, as well as members of the Board of Governors; granting a mandate for the fulfilment of this resolution to the Board of Governors. The buyback transactions will have as object only fully paid shares and will be purchased only out of distributable profits or of the available reserves of the Company, as registered in the last approved annual financial statement, except for the legal reserves.
2. Approval of: (i) **07.06.2019** as Registration Date, according to art. 86 (1) of the Law no. 24/2017; (ii) **06.06.2019** as the “ex-date”, according to art. 2, para. 2, letter l) of Regulation no. 5/2018.

3. Empowering the Chief Executive Officer of the Company, Mr. Adrian Tanase, respectively the Deputy Chief Executive Officer of the Company, Mr. Marius - Alin Barbu, with the right to delegate the powers, to: (i) execute and/or sign, on behalf of the Company and/or of the Company's shareholders: the resolutions of the present Extraordinary General Meeting of Shareholders, any and all the decisions, documents, applications, forms and requests adopted/prepared in order to or for the execution of the resolutions of the present Extraordinary General Meeting of Shareholders, in relation with any natural or legal person, private or public and to (ii) fulfill all the legal formalities for implementation, registration, publicity, opposability, execution and publishing of the resolutions made.

**a) The right of the shareholders to participate to the OGMS and EGMS:**

Only shareholders who are registered with the Company's Shareholders Registry at the Reference Date are entitled to attend and cast their votes in the OGMS and EGMS, according to the legal provisions and Articles of Incorporation provisions, **in person** (by the legal representatives) or **by proxy** (based on a special/ general Power of Attorney or Affidavit given by the custodian), considering the legal constraints, or **by correspondence**, prior to the OGMS and EGMS (based on a Correspondence Voting Ballot).

**The access and/or the vote by mail** of the shareholders entitled to attend the OGMS and EGMS is allowed by the simple proof of their identity made by, in case of shareholders who are natural persons, their identity document (identity card for the Romanian citizens or, as the case may be, Passport/ residence permit for the foreign citizens) and, in case of legal entities, based on the identity document of the legal representative (identity card for the Romanian citizens or, as the case may be, Passport/ residence permit for the foreign citizens).

**The representatives of the shareholders - natural persons** shall be identified based on their identity document (identity card for the Romanian citizens or, as the case may be, Passport/ residence permit for the foreign citizens), accompanied by the special/ general Power of Attorney signed by the shareholder - natural person or the Affidavit given by the custodian and signed by its legal representative.

**The representatives of the shareholders - legal persons** shall prove their capacity based on their identity document (identity card for the Romanian citizens or, as the case may be, Passport/ residence permit for the foreign citizens), accompanied by the special/ general Power of Attorney signed by the legal representative of the respective legal person or the Affidavit given by the custodian and signed by its legal representative.

The **quality as shareholder** and also, in case of shareholders - legal persons or entities without legal status, the **quality as legal representative** shall be acknowledged based on the BVB list of shareholders at the Reference Date, received from Depozitarul Central S.A.

In case: a) the shareholders – natural persons did not registered in the system of Depozitarul Central S.A. the valid and updated identification data, then they will present also a copy of the updated identity document (identity card/ Passport/ residence permit); b) the legal representative of the shareholders – legal persons is not mentioned in the list of BVB shareholders received from Depozitarul Central S.A., then they will present also an official document attesting the capacity as legal representative (issued by a competent authority, original or certified copy, not older than 3 months before the date of publication of the convening notice of the OGMS and EGMS).

Any documents submitted in a foreign language, other than English (except for identity documents valid in Romania) shall be accompanied by the authorized translation thereof into Romanian or English language.

Information concerning the special and general Powers of Attorney, the Correspondence Voting Ballots and the Affidavits is enclosed at points c) - e) below.

**b) Documents related to the OGMS and EGMS agenda:**

Starting with **13.03.2019**, the following documents may be downloaded from the Company's website **www.bvb.ro**, Investor Relations/General shareholders' meetings Section, or may obtain, upon request, in any business day, during 09:00 – 18:00, at the Company's headquarter, via fax or by mail:

- **Convening Notice for the OGMS and EGMS** (available in Romanian and English);
- **Special Power of Attorney - forms** for the representation of the shareholders in the OGMS and EGMS, which shall be updated if new items or proposals of resolutions will be inserted on the agenda (available in Romanian and English);
- **Correspondence Voting Ballots - forms** for the participation and voting of the shareholders in the OGMS and EGMS, which shall be updated if new items or proposals of resolutions will be inserted on the agenda (available in Romanian and English);
- **Reasoning documents and materials** related to the items on the agenda of the meetings;
- **Draft resolutions** for the items on the agenda of the OGMS and EGMS.

If the case would be, the updated agenda shall be published **starting with 04.04.2019**, in compliance with the legal provisions.

**c) General Powers of Attorney**

For the validity of the mandate, the proxy should have the quality either of intermediary (according to the provisions of art. 2 para. (1) point (20) of Law no. 24/2017) or lawyer and the shareholder should be client of it. Also, the proxy should not be in a conflict of interest like:

- a) is a major shareholder of the Company, or another company controlled by such shareholder;
- b) is a member of the administrative, management or supervisory body of the Company, of a majority shareholder or controlled company, as provided in subparagraph a);
- c) is an employee or an auditor of the Company or of a majority shareholder or controlled company, as provided in subparagraph a);
- d) is the spouse, relative or affinitive up to the fourth degree of one of the individuals referred to in subparagraph a) -c).

The proxy cannot be substituted by another person. Given that the empowered person is a legal entity, it may exercise its mandate received by any person belonging to the administrative or management body or among its employees.

The Company does not impose a specific form for the general Power of Attorney.

Together with the general Power of Attorney, the shareholders shall submit to the Company the statement issued by the legal representative of the intermediary or lawyer who received the power of representation, signed, in original and, as the case, stamped, which to confirm that:

- i) the Power of Attorney is given by the respective shareholder, in its capacity as client, to the intermediary or, as the case, to the lawyer;
- ii) the general Power of Attorney is signed by the shareholder, including by attaching an extended electronic signature, if the case.

The quality as shareholder and also, in case of shareholders - legal persons or entities without legal status, the quality as legal representative shall be acknowledged based on the following documents submitted by the shareholder to the Company and issued by Depozitarul Central S.A. or the intermediaries, as they are defined by the art. 2 para. 1 point 20 of Law no. 24/2017 which provide custody services:

- a) the account statement, which shows the quality as shareholder and the number of shares owned;
- b) documents attesting the enrolment of the information regarding the legal representative with Depozitarul Central S.A./ respective intermediaries.

The documents submitted in a foreign language, other than English (except for identity documents valid in Romania) shall be accompanied by the authorized translation thereof into Romanian or English language.

Before their first use, general Powers of Attorney accompanied by the related documents shall be deposited/sent, in copy, containing the mention of conformity with the original under the signature of the representative, as to be registered as received with Company registration desk **until 22.04.2019, at 10:00 a.m. for the OGMS**, clearly mentioning on the envelope „For the Ordinary General Meeting of Shareholders as of 24/25.04.2019” and respectively **until 22.04.2019, at 12:30 p.m. for the EGMS**, clearly mentioning on the envelope „For the Extraordinary General Meeting of Shareholders as of 24/25.04.2019”. The general Powers of Attorney, in certified copies, will be retained by the Company, mentioning about this in the minutes of the general meetings. The general Powers of Attorney are valid for a period which will not exceed 3 years.

The general Powers of Attorneys accompanied by the related documents may be sent also by e-mail with extended electronic signature, in compliance with Law no. 455/2001 on digital signature, as amended and supplemented, and according to the regulations of the ASF, at the address: [actionariat@bvb.ro](mailto:actionariat@bvb.ro), so that to be registered as received to the Company’s registration desk **until 22.04.2019, at 10:00 a.m. for the OGMS**, clearly mentioning to the subject: „For the Ordinary General Meeting of Shareholders as of 24/25.04.2019” and respectively **until 22.04.2019, at 12:30 p.m. for the EGMS**, clearly mentioning to the subject: „For the Extraordinary General Meeting of Shareholders as of 24/25.04.2019”.

The verification and validation of the general Powers of Attorney shall be made by the technical secretaries appointed according to the law, they are going to keep the documents safely.

#### **d) The special Powers of Attorney and the Correspondence Voting Ballots**

The special Powers of Attorney and Correspondence Voting Ballots shall have the form issued by the Company and shall contain specific instructions for each item on the agenda (meaning vote “For”, vote “Against” or the mention “Abstention”).

The vote by correspondence may be expressed through the Correspondence Voting Ballot also by the shareholder’s representative only the case the representative:



- has received from the shareholder that it represents a special/ general Power of Attorney, which is submitted to the Company in the form required by the legal regulations and within the deadline stipulated in the convening notice or
- is a credit institution providing custody services, being allowed to vote exclusively according with and within the limits of the instructions received from its clients being shareholders at the Reference Date.

The quality as shareholder and also, in case of shareholders - legal persons or entities without legal status, the quality as legal representative shall be acknowledged based on the list of BVB shareholders for the Reference Date received from Depozitarul Central S.A.

In case: a) the shareholders – natural persons did not registered in the system of Depozitarul Central S.A. the valid and updated identification data, then they will present also a copy of the updated identity document (identity card/ Passport/ residence permit); b) the legal representative of the shareholders – legal persons is not mentioned in the list of BVB shareholders received from Depozitarul Central S.A., then they will present also an official document attesting the capacity as legal representative of the signatory of the special Power of Attorney/ Correspondence Voting Ballot (issued by a competent authority, original or certified copy, not older than 3 months before the date of publication of the convening notice of the OGMS and EGMS).

Any documents submitted in a foreign language, other than English (except for identity documents valid in Romania) shall be accompanied by the authorized translation thereof into Romanian or English language.

In case of the OGMS, for the items 1, 2, 4, 5, 6 and 7 on the agenda, there shall be used the forms of special Power of Attorney/ Correspondence Voting Ballot dedicated to these items, made available by the Company; for the item 3 on the agenda, for which secret vote will be applied, there shall be used the forms of special Power of Attorney/ Correspondence Voting Ballot dedicated to this item, made available also by the Company.

In case of the EGMS, there shall be used a single form of special Power of Attorney/ Correspondence Voting Ballot for all items on the agenda, made available by the Company.

When filling in the special Powers of Attorney/ Correspondence Voting Ballots, the shareholders or, as the case, their representatives are asked to consider that new items on the agenda of the OGMS and EGMS or proposals of resolutions could be added, in which case the updated agenda shall be published **starting with 04.04.2019**. In this case, the special Powers of Attorney/ Correspondence Voting Ballots shall be updated and published as described at letter b) **starting with 04.04.2019**.

For the OGMS, the special Power of Attorney/ Correspondence Voting Ballot dedicated to the item 3 on the agenda, filled in by the shareholders or, as the case, their representatives, with their options (vote "For", vote "Against", mention "Abstention"), signed, in original, shall be introduced within a separate envelope, closed, clearly mentioning on the envelope "Confidential – Secret voting instructions for the Ordinary General Meeting of Shareholders as of 24/25.04.2019", which shall be placed, in turn, within the envelope containing the special Power of Attorney/ Correspondence Voting Ballot dedicated to the other items on the agenda of the OGMS and the related documents; these shall be sent as to be registered with the Company registration desk **no later than 22.04.2019, at 10:00 a.m.**, clearly mentioning on the envelope „For the Ordinary General Meeting of Shareholders as of 24/25.04.2019”.

For the EGMS, the special Powers of Attorney/ Correspondence Voting Ballots and the related documents shall be sent as to be registered with the Company registration desk **no later than 22.04.2019, at 12:30 p.m.**, clearly mentioning on the envelope „For the Extraordinary General Meeting of Shareholders as of 24/25.04.2019”.

The special Powers of Attorney and the Correspondence Voting Ballots may be sent also by e-mail with extended electronic signature, in compliance with Law no. 455/2001 on digital signature, republished, and according to the regulations of the ASF, at the address: [actionariat@bvb.ro](mailto:actionariat@bvb.ro), as following:

- for the OGMS, the special Power of Attorney/ Correspondence Voting Ballot dedicated to the items 1, 2, 4, 5, 6 and 7, filled in by the shareholders or, as the case, their representatives with their options (vote "For", vote "Against", mention "Abstention"), signed, having attached extended electronic signature, accompanied by the related documents shall be sent by e-mail clearly mentioning on the subject "For the Ordinary General Meeting of the Shareholders as of 24/25.04.2019", so that to be registered as received to the Company's registration desk **until 22.04.2019, 10:00 a.m.**; the special Power of Attorney/ Correspondence Voting Ballot dedicated to the item 3 on the agenda, filled in by the shareholders or, as the case, their representatives with their options (vote "For", vote "Against", mention "Abstention"), signed, having attached extended electronic signature shall be sent within a separate e-mail, clearly mentioning on the subject "Confidential – Secret voting instructions for the Ordinary General Meeting of Shareholders as of 24/25.04.2019", so that to be registered as received to the Company's registration desk **until 22.04.2019, 10:00 a.m.**

- for the EGMS, the special Powers of Attorney/ Correspondence Voting Ballots, filled in by the shareholders or, as the case, their representatives with their options (vote "For", vote "Against", mention "Abstention"), signed, having attached extended electronic signature, and the related documents shall be sent by e-mail, clearly mentioning on the subject "For the Extraordinary General Meeting of Shareholders as of 24/25.04.2019", so that to be registered as received to the Company's registration desk **until 22.04.2019, 12:30 p.m.**

The special Powers of Attorney and Correspondence Voting Ballots which are not registered as received to the Company's registration desk until the aforementioned deadlines shall not be counted for the attendance and voting quorum to the OGMS and EGMS.

The centralization, checking and recordkeeping of the Correspondence Voting Ballots, as well as the verification and validation of the special Powers of Attorney deposited with the Company shall be made by the technical secretaries appointed according to the law, they are going to keep the documents safely and shall maintain confidentiality over the votes cast until the items on the agenda are submitted for voting.

#### e) The Affidavits

In case a shareholder is represented by a credit institution that provides custody services, the latter will be able to vote on the OGMS and EGMS on the basis of the voting instructions received by electronic means of communication, without the need for a special or general power of attorney to be drawn up by the shareholder. The custodian votes in the OGMS and EGMS exclusively in accordance with and within the limits of instructions received from its clients as shareholders of the Company at the Reference Date.

The credit institution may participate and vote at the OGMS and EGMS, provided that it submits a declaration on its own responsibility (Affidavit), stating:

- a) clearly the name of the shareholder on behalf of which the credit institution participates and votes in the OGMS and EGMS;
- b) the credit institution provides custody services to that shareholder;
- c) clearly the name of the person who is part of the management body or among the employees of the credit institution and will represent the credit institution in the OGMS and EGMS.

Documents accompanying the Affidavit:

- an official document attesting the capacity as legal representative of the signatory of the Affidavit (issued by a competent authority, original or certified copy, not older than 3 months before the date of publication of the convening notice of the OGMS and EGMS);
- copy of the identity document of the person who is part of the management body or among the employees of the credit institution nominated in the Affidavit and will represent the credit institution in the OGMS and EGMS.

The documents submitted in a foreign language, other than English (except for identity documents valid in Romania) shall be accompanied by the authorized translation thereof into Romanian or English language.

The Affidavit, signed by the legal representative of the credit institution, in original, accompanied by the related documents, shall be deposited/sent so that to be registered as received to the Company's registration desk **until 22.04.2019, at 10:00 a.m. for the OGMS**, clearly mentioning on the envelope „For the Ordinary General Meeting of Shareholders as of 24/25.04.2019” and respectively **until 22.04.2019, at 12:30 p.m. for the EGMS**, clearly mentioning on the envelope „For the Extraordinary General Meeting of Shareholders as of 24/25.04.2019” .

The Affidavits, signed, accompanied by the related documents may be sent also by e-mail with an extended electronic signature, in compliance with Law no. 455/2001 on digital signature, as amended and supplemented, and according to the regulations of the ASF, at the address: [actionariat@bvb.ro](mailto:actionariat@bvb.ro), mentioning to the subject: „For the Ordinary General Meeting of the Shareholders as of 24/25.04.2019” for the OGMS, so that to be registered as received to the Company's registration desk **until 22.04.2019, at 10:00 a.m.** and respectively mentioning to the subject: „For the Extraordinary General Meeting of the Shareholders as of 24/25.04.2019” for the EGMS, so that to be registered as received to the Company's registration desk **until 22.04.2019, at 12:30 p.m.**

The verification and validation of the Affidavits deposited with the Company shall be made by the technical secretaries appointed according to the law, they are going to keep the documents safely.

**f) The shareholders rights to introduce additional items on the agenda and to make new resolution proposals for the existing or proposed items to be included on the agenda**

The shareholders representing, individually or collectively, at least 5% of the Company's share capital, have the right according to the law to ask for introducing **new items on the agenda** of the OGMS and/or EGMS, as well as to make new resolutions' proposals for the items included or proposed to be included on its agenda, by recommended letter with receiving confirmation/by courier, clearly mentioning on the envelope „For the Ordinary/Extraordinary General Meeting of Shareholders as of 24/25.04.2019”, so that to be registered as received to the Company's registration desk **until 28.03.2019, at 18:00**. Each new proposed item must be accompanied by a reasoning memo or a draft resolution proposed for adoption to the meeting.

**g) The shareholders right to ask questions concerning the agenda**

Any interested shareholder has the right to ask questions regarding the items included on the agenda of the OGMS and EGMS; the questions shall be submitted in writing and shall be deposited/sent so that to be registered as received to the Company's registration desk **until 28.03.2019, at 18:00**, clearly mentioning on the envelope „For the Ordinary/Extraordinary General Meeting of Shareholders as of 24/25.04.2019”.

The answers shall be available on the Company's website **www.bvb.ro**, Investors Relations/General shareholders' meetings of Section, **starting with 17.04.2019, at 18:00**.

The right to submit questions and the Company's obligation to respond shall be subject to the protection of confidentiality and business interests of the Company.

For the valid exercise of the rights stipulated at letters f) and g), the shareholders shall submit to the Company the following documents issued by Depozitarul Central S.A. or by the intermediaries defined in art. 2 para. (1) point 20 of the Law no. 24/2017 which provide custody services:

- a) the account statement, which shows the quality as shareholder and the number of shares owned;
- b) documents attesting the enrolment of the information regarding the legal representative with Depozitarul Central S.A./ respective intermediaries.

The documents submitted in a foreign language, other than English (except for identity documents valid in Romania) shall be accompanied by the authorized translation thereof into Romanian or English language.

As of the date of the convening, the share capital of the Company is of RON 80,492,460 and is composed of 8,049,246 nominative shares, dematerialized, having a nominal value of RON 10, each share giving the right to one vote at the General Meeting of Shareholders of the Company.

Additional information shall be obtained from the General Secretariat Department, in any business day, between 09:00-18:00, telephone no. 021- 307.95.00, as well as from the Company's website **www.bvb.ro**, Investor Relations/General shareholders' meetings Section.

**BOARD OF GOVERNORS**  
**Lucian – Claudiu Anghel**  
**President**