

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

CURRENT REPORT

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

Date of report: 01.09.2021

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 October 20/21, 2021 (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 August 31, 2021, 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 October 20, 2021, starting at 10:00 a.m. (first convening), respectively, October 21, 2021 (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 September 24, 2021, considered as Reference Date for this meeting, having on the agenda the following topics:

- 1. Appointment of Mazars Romania S.R.L. as financial auditor** of the Company for the financial years 2022 and 2023 under the condition of approval by the Financial Supervisory Authority.
- 2. Approval of:** (i) **03.12.2021** as Registration Date, according to art. 87 (1) of the Law 24/2017; (ii) **02.12.2021** as the “ex-date”, according to art. 2, para. 2, letter l) of Regulation 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 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 August 31, 2021, 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 **October 20, 2021**, starting at 11:00, respectively, **October 21, 2021** (second convening) starting at 11:00 for all the shareholders registered in the Company Shareholders' Registry held by Depozitarul Central S.A., Bucharest, at the end of **October 01, 2021**, considered as Reference Date for this meeting, having on the agenda the following topics:

1. Approval of the **amendments to the Articles of Incorporation** of the Company, as provided in the Annex, integral part of the Convening Notice.
2. Approval of: (i) **03.12.2021** as Registration Date, according to art. 87 (1) of the Law 24/2017; (ii) **02.12.2021** as the "ex-date", according to art. 2, para. 2, letter l) of Regulation 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, the renumbered and the updated Articles of Incorporation of the Company 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, including the renumbered and the updated Articles of Incorporation of the Company.

The convening notice of the Ordinary and Extraordinary General Meetings of Shareholders as of October 20/21, 2021 and the documents related to the meeting agenda will be available to the shareholders according to the applicable legal and statutory provisions, starting with September 02, 2021, in electronic format on the Company's website 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 October 20/21, 2021 shall be published in the Official Gazette of Romania, Part IV and in a wide-spread newspaper.

Adrian Tanase
CEO

1. Article 3 is amended and shall have the following content:

Art. 3. The Company is a Romanian legal entity, having the legal form of a joint stock company, performing its activity according to the provisions of this Articles of Incorporation, of the Law no. 31/1990 on companies republished, with further amendments and supplements, of the Law no. 126/2018 regarding financial instruments markets, Law no. 24/2017 on issuers of financial instruments and market operations, republished and of applicable Romanian legislation in force.

2. Para. 1 of Article 6 is amended and shall have the following content:

Art. 6 (1) The Company's operation term is indefinite, its activity starting on the date of registration with the Trade Register Office.

3. Para. 1 of Article 9 is amended and shall have the following content:

(1) In order to accomplish the main object of activity, the Company also performs the following secondary (related) activities:

- a) **C.A.E.N. CODE 1820** "Reproduction of recorded media"
- b) **C.A.E.N. CODE 6619** "Other activities auxiliary to financial intermediation, except insurance activities and pension funds"
- c) **C.A.E.N. CODE 6820** "Renting and operating of own or leased real estate"
- d) **C.A.E.N. CODE 7733**: Renting and leasing of office machinery and equipment (including computers)"
- e) **C.A.E.N. CODE 6202** "Consultancy in information technology"
- f) **C.A.E.N. CODE 5829** "Other software publishing"
- g) **C.A.E.N. CODE 6311** "Data processing, web pages administration and related activities"
- h) **C.A.E.N. CODE 6312** "Web portals"
- i) **C.A.E.N. CODE 6209** "Other services activities regarding information technology"
- j) **C.A.E.N. CODE 7220** "Research - development in social and human sciences"
- k) **C.A.E.N. CODE 7320** "Market research and public opinion polling"
- l) **C.A.E.N. CODE 7311** "Advertising agencies"
- m) **C.A.E.N. CODE 8559** "Other education n.e.c"

4. Letter f) of Para. 2 of Article 9 is amended and shall have the following content:

f) in the class mentioned at para. (1) let. f)-j): making, management, implementation, maintenance, development and trading of computer programs, informational technologies and data bases referring to or related to the trading, supervision, reporting activities, periodic and continuous information, record, supply of information, security, having as object financial instruments, operations with financial instruments, issuers of financial instruments, entities operating on the capital market, as well the providing, promoting or facilitating access to services and/or products in connection with the main and/or secondary object of activity for participants of the regulated markets/multilateral trading systems managed by the company and/or their final customers.

5. Article 13 is amended and shall have the following content:

Art. 13. Company's shareholders are natural persons and legal entities mentioned in the Register of shareholders.

6. Article 14 is amended and shall have the following content:

Art. 14. (1) The share capital is of lei 80,492,460 fully subscribed and paid up.

(2) The share capital is divided in 8,049,246 shares, nominal, ordinary, dematerialized, each share having a nominal value of RON 10.

7. Article 20 is amended and shall have the following content:

Art. 20 (1) Company's shares can be transferred and held only to/by those persons who have legal ability to acquire and hold the quality of shareholder of a market operator, according to the regulations of the Financial Supervisory Authority.

(2) In exercising their right to pledge, alienate and acquire shares of the Company, by any means, the shareholders shall comply with the conditions regarding the shareholding structure, identity and integrity of the shareholders holding 20% of the voting rights, established in the regulations of the Financial Supervisory Authority.

8. Para. 2 of Article 28 is amended and shall have the following content:

(2) The main responsibilities of the Ordinary General Meeting are:

- (a) to discuss, approve and/or amend the annual financial statements, based on the reports of Board of Governors and of the financial auditor and to establish the dividend;
- (b) to appoint and dismiss the members of the Board of Governors, the President of of the Board of Governors;
- (c) to appoint and dismiss Company's financial auditor and to establish a minimum term for the financial audit contract;
- (d) to establish the allowance for the current financial year and grant any other amounts or advantages to the members of the Board;
- (e) to oversee Board's management;
- (f) to approve the revenues and expenses budget and the business plan for the following financial year;
- (g) to adopt strategies and policies regarding the Company's development;

9. Article 29 is amended and shall have the following content:

Art. 29. The General Extraordinary Meeting shall take place as often as necessary, with the following powers, duties and functions:

- a) the change of Company's legal form;
- b) the change of Company's object of activity;
- c) the change of Company's term and Company's administration system;
- d) the increase and decrease of share capital or its reinstatement by issue of new shares;
- e) the merger with other companies or division of the Company;

- f) the anticipated dissolution of the Company;
- g) the conversion of a category of bonds in another category or in shares, as well as of shares from one category to another;
- h) the issue of bonds;
- i) the admission to trading of the shares or other securities issued by the Company on a regulated market or an multilateral trading system, according to the law;
- j) the conclusion of legal documents by which the Company acquires, alienates, rents, changes or sets up a pledge over the assets, Company's patrimony, whose value exceeds half of the accounting value of Company's assets at the expected date for concluding a legal document;
- k) other amendment of the Articles of Incorporation or any other decision for which the approval of the General Extraordinary Meeting is necessary.

10. Article 41 is amended and shall have the following content:

Art. 40. (1) The Board of Governors is made of 9 members, natural persons. The mandate of the members of the Board of Governors is 4 years and can be executed after individual validation by ASF.

(2) In case of vacancy of a member's seat in the Board of Governors, the new member elected by the General Meeting shall be elected for the term of office of his predecessor and which may not exceed the term of office of other members of the Board of Governors.

(3) The candidates for the seats of member of the Board of Governors are nominated by the shareholders of the Company and / or by existing members of the Board of Governors.

11. Para. 3 of Article 46 is amended and supplemented and shall have the following content:

(3) The Board of Governors exercises the following prerogatives:

- (a) appoints, revokes, establishes the remuneration of the CEO and of the Company's Managers, approving their job description and supervises Managers' activity;
- (b) approves and amends the Company's employees salary regulation, the Company's regulation on the organization and functioning and the Company's organizational chart;
- (c) adopts the Company's budget project, presents the Annual Report of the Board of Governors, drafted based on the annual financial statements, as well as the business plan project and the budget project for the current year;
- (d) approves the conclusion of legal documents whose estimated value exceeds the limit established for the General Manager, within the limits established by this Articles of Incorporation or by the decision of the Ordinary General Meeting of Shareholders;
- (e) establishes the general development strategy of the Company and submits it for the approval of the General Meeting of Shareholders;
- (f) solves the contestations against the decisions of Company's Managers;
- (g) updates the register provided by the Law no. 31/1990;
- (h) adopts and amends the regulations regarding the procedures and conditions of admission, withdrawal and suspension of financial instruments to and from trading on the regulated market/regulated markets operated by the Company;

- (i) adopts and amends the regulations regarding the procedures and conditions of trading on the regulated market/ regulated markets operated by the Company;
- (j) adopts and amends the regulations regarding the operation of the multilateral trading system operated by the Company;
- (k) adopts and amends the regulations regarding the obligations of issuers admitted to trading on the regulated market/ regulated markets operated by the Company;
- (l) adopts and amends the regulations regarding the professional standards imposed to persons within participants performing operations on the regulated market/ regulated markets managed by the Company;
- (m) adopts and amends the procedures regarding the method of establishing and publishing of prices and quotations on the regulated market/ regulated markets operated by the Company;
- (n) establishes the types of contracts and operations allowed on the regulated market/ regulated markets operated by the Company and the incidental regulations;
- (o) adopts and amends the regulations regarding the administration and distribution of information to public;
- (p) sets up Advisory Committees, special commissions and internal committees of the Company and appoints/ revoke their members;
- (q) approves the level of fees and tariffs charged by the Company for specific operations on regulated markets, including but not limited to establishing the amounts, terms and payment exemptions, defining the type and structure of these fees and tariffs;
- (r) approves the maximum level of fees and tariffs charged by the Company for specific operations on multilateral trading systems.
- (s) approves the founding or dissolution of secondary offices/subsidiaries of the Company.
- (t) adopts decisions on changing/expanding the Company's headquarters in Romania, and on the establishment and functioning of branches/ secondary offices of the Company;
- (u) proposes candidates for the Company's Board of Directors / Supervisory Boards of companies and other entities in which the Company holds shares.
- (v) taking measures to ensure a secure management of the technical operations of the system, and, in particular, to ensure efficient procedures for emergencies, to ensure the continuity of activity and eliminate the risks of technical systems malfunctions;
- (w) verifying the fulfillment of the requirements of the experience and the integrity by the persons who have management and control functions in the structure of the company.
- (x) adopting and changing the regulations regarding the conditions and procedures for the admission, exclusion and suspension of the Participants to and from trading and the regulations regarding the obligations of the Participants admitted to trading on the regulated market/regulated markets administered by the Company;
- (y) contract standards and the central depository and the central counterparty with which the contract has been concluded with a view to settlement / clearing of the operations carried out on the regulated markets;
- (z) establishing the information systems' safety and control mechanisms, in order to assure the safe keeping of stocked data and information, files and databases, including in case of risk events;
- (aa) approving of the level of the Company's sale price for non-transferable trading licenses on regulated markets and multilateral trading systems operated by the Company;

(bb) takes any other decisions as regards the issues, proposals or tasks granted to it by the General Meeting of Shareholders, the Law no. 31/1990, the regulations of the Financial Supervisory Authority or the Company's regulations.

12. Article 48 is repealed.

13. The name of Chapter III of Title IV is amended and shall have the following content:

Chapter III. Advisory Committees, Special Commissions and Internal Committees of the company

14. Article 63 is amended and shall have the following content:

Art. 63. The Board of Governors may decide on the founding/dissolution within the Company of certain Special Commissions/Internal Committees, without legal personality, having advisory role, in which case it shall approve the organization and operation rules of the Special Commissions/ Internal Committees and shall appoint/revoke the members.

15. Article 96 is amended and shall have the following content:

Art. 96. The provisions of this Articles of Incorporation are rightfully supplemented by the legal provisions referring to joint stock companies, Law no. 126/2018, as well as of normative deeds issued for their application, as of the legal provisions regarding the companies admitted for trading on a regulated market.

16. Article 97 is repealed.

17. As a result of the repealing of art. 2, art. 48 and art. 97, and Annex 1 within the Articles of Incorporation of the Company, all articles, paragraphs are renumbered and letters and references to articles are updated, suitably, according to the Resolution of the General Meeting of Shareholders.