

**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: 22.09.2021**

**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:** supplement of the BVB EGMS agenda of October 20/21, 2021

Bursa de Valori Bucuresti S.A. hereby informs the investors that, in the meeting of 22.09.2021, the Board of Directors decided to complete the agenda of the Extraordinary General Meeting of Shareholders convened for October 20 / 21, 2021, as follows: Point 2. Information on the status of the CCP.RO Bucharest S.A. project.

The updated (supplemented) convening notice will be published within the legal term and is attached to this current report.

Starting with September 30, 2021, the updated (supplemented) convening notice and the document related to the new item on the EGMS agenda are made available to shareholders in accordance with the applicable legal and statutory provisions, both in electronic format on the Company's website [www.bvb.ro](http://www.bvb.ro), Investor Relations / General Meeting of Shareholders Section, as well as in physical format at the registered office of the Company.

**Adrian Tanase**  
**CEO**

*Translation from the Romanian language; Romanian version shall prevail.*

## THE SUPPLEMENTED 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, republished („**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,

Given that:

- on 09.09.2021, in the Romanian Official Gazette, Part IV of no. 3725 and in the newspaper Romania Libera dated 09.09.2021, as well as on the Company’s website [www.bvb.ro](http://www.bvb.ro), Investor Relations / General Shareholders’ Meetings Section, was published the Convening Notice of the Ordinary and Extraordinary General Meetings of Shareholders of the Company from 20 /21 October, 2021; and
- by the Decision of the Board of Governors dated 22.09.2021, it was decided to complete the agenda of the Extraordinary General Meeting of Shareholders of the Company for October 20/21, 2021, with a new point, respectively “Information on the status of the CCP.RO Bucharest S.A, project.”

### SUPPLEMENTED THE AGENDA OF THE:

**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 **20.10.2021**, starting at **10:00 a.m.** (Romania time), for all the shareholders registered in the Company Shareholders’ Registry held by Depozitarul Central S.A., Bucharest, at the end of **01.10.2021**, 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 Law 31/1990 in connection with art. 31(4) of the Company’s Articles of Incorporation the second Ordinary General Meeting of Shareholders of the Company on **21.10.2021, starting at 10:00 a.m.** (Romania time), 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 **20.10.2021**, starting at **11:00** (Romania time), for all the shareholders registered in the Company Shareholders’ Registry held by Depozitarul Central S.A., Bucharest, at the end of **01.10.2021**, 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 Law 31/1990 in connection with art. 31(4) of the Company’s Articles of Incorporation the second Extraordinary General Meeting of Shareholders of the Company on **21.10.2021, starting at 11:00** (Romania time), at the same address, with the same agenda and Reference Date.

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

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.

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

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. Information on the status of the CCP.RO Bucharest S.A. project.
3. 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.
4. **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.

#### **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 **09.09.2021**, 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 points 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 points or proposals of resolutions will be inserted on the agenda (available in Romanian and English);
- **Reasoning documents and materials** related to the points on the agenda of the meetings;
- **Draft resolutions** for the points on the agenda of the OGMS and EGMS.

If the case would be, the updated agenda shall be published 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 (19) of Law 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 below.

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 19 of Law 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 (in case of shareholders – legal persons).

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 18.10.2021, at 10:00 a.m. for the OGMS**, clearly mentioning on the envelope „For the Ordinary General Meeting of Shareholders as of 20/21.10.2021” and respectively **until 18.10.2021, at 11:00 for the EGMS**, clearly mentioning on the envelope „For the Extraordinary General Meeting of Shareholders as of 20/21.10.2021”. 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 18.10.2021, at 10:00 a.m. for the OGMS**, clearly mentioning to the subject: „For the Ordinary General Meeting of Shareholders as of 20/21.10.2021” and respectively **until 18.10.2021, at 11:00 for the EGMS**, clearly mentioning to the subject: „For the Extraordinary General Meeting of Shareholders as of 20/21.10.2021”.

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 point 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 **point 1** 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 point, made available by the Company; for the rest of the points on the OGMS agenda, there shall be used the forms of special Power of Attorney/ Correspondence Voting Ballot dedicated to these points, 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 points 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 points 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 30.09.2021**. In this case, the special Powers of Attorney/ Correspondence Voting Ballots shall be updated and published as described at letter b) **starting with 30.09.2021**.

For the OGMS, the Special Powers of Attorney/ Correspondence Voting Ballots dedicated to **point 1** on the agenda, filled in by the shareholders or, where applicable, the representatives of the shareholders, with their options, respectively vote „For”, vote „Against” or „Mention Abstention”, signed, in original, accompanied by the related documents, shall be introduced into a separate, closed envelope, clearly mentioning on the envelope "Confidential-Secret voting instructions for **point 1** - Ordinary General Meeting of the Shareholders as of 20/21.10.2021" and placed, in turn, in the envelope containing the special Powers of Attorney/ Correspondence Voting Ballots dedicated to the rest of the points on the agenda of the OGMS and related documents; this shall be sent as to be registered with the Company registration desk **until 18.10.2021, at 10:00 a.m. the latest**, clearly mentioning on the envelope "For the Ordinary General Meeting of Shareholders as of 20/21.10.2021".

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 18.10.2021, at 11:00**, clearly mentioning on the envelope „For the Extraordinary General Meeting of Shareholders as of 20/21.10.2021”.

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 **point 1** 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 **point 1** - Ordinary General Meeting of Shareholders as of 20/21.10.2021”, so that to be registered as received to the Company’s registration desk **until 18.10.2021, at 10:00 a.m.**;

- for the OGMS, the special Power of Attorney/ Correspondence Voting Ballot dedicated to the **rest of the points**, 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 20/21.10.2021”, so that to be registered as received to the Company’s registration desk **until 18.10.2021, at 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” or „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 20/21.10.2021”, so that to be registered as received to the Company’s registration desk **until 18.10.2021, at 11:00**

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 points on the agenda are submitted for voting.

After the EGMS / OGMS, the shareholder or a third party appointed by the shareholder may obtain from the Company, at least upon request, a confirmation that the votes have been validly counted and registered by the Company. The request for such confirmation may be made within one month from the date of the voting. In this case, the Company will send to the shareholder an electronic confirmation of registration and counting of the votes, in accordance with the provisions of art. 97 paragraph (3) of Law no. 24/2017 and with those of art. 7 para. (2) of the EC Regulation 1212/2018, in the format provided by table 7 of the Annex of the EC Regulation 1212/2018.

#### **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 18.10.2021, at 10:00 a.m. for the OGMS**, clearly mentioning on the envelope „For the Ordinary General Meeting of Shareholders as of 20/21.10.2021” and respectively **until 18.10.2021, at 11:00 for the EGMS**, clearly mentioning on the envelope „For the Extraordinary General Meeting of Shareholders as of 20/21.10.2021” .

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 20/21.10.2021” for the OGMS, so that to be registered as received to the Company's registration desk **until 18.10.2021, at 10:00 a.m.** and respectively mentioning to the subject: „For the Extraordinary General Meeting of the Shareholders as of 20/21.10.2021” for the EGMS, so that to be registered as received to the Company's registration desk **until 18.10.2021, at 11:00.**

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.

After the EGMS / OGMS, the credit institution may obtain from the Company, at least upon request, a confirmation that the votes have been validly counted and registered by the Company. The request for such confirmation may be made within one month from the date of the voting. In this case, the Company will send to the shareholder an electronic confirmation of registration and counting of the votes, in accordance with the provisions of art. 97 paragraph (3) of Law no. 24/2017 and with those of art. 7 para. (2) of the EC Regulation 1212/2018, in the format provided by table 7 of the Annex of the EC Regulation 1212/2018.

**f) The shareholders rights to introduce additional points on the agenda and to make new resolution proposals for the existing or proposed points 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 points on the agenda** of the OGMS and/or EGMS, as well as to make new resolutions' proposals for the points 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 20/21.10.2021”, so that to be registered as received to the Company's registration desk **until 24.09.2021, at 18:00.** Each new proposed point 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**

BLVD. CAROL I 34 – 36, ETAJ 13 - 14, SECTOR 2, 020922, BUCURESTI, ROMANIA, E-MAIL: [bvb@bvb.ro](mailto:bvb@bvb.ro), TELEFON: +4 021 30 79 500, FAX: +4 021 30 79 519, REGISTRUL COMERTULUI: J40/ 12328 / 2005, CUI:17777754 / 2005 CAPITAL SOCIAL: 80.492.460 LEI, DECIZIA C.N.V.M. NR.369 / 31.01.2006 [www.bvb.ro](http://www.bvb.ro)

Any interested shareholder has the right to ask questions regarding the points 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 24.09.2021, at 18:00**, clearly mentioning on the envelope „For the Ordinary/Extraordinary General Meeting of Shareholders as of 20/21.10.2021”.

The answers shall be available on the Company's website **www.bvb.ro**, Investors Relations/General shareholders' meetings of Section, **starting with 12.10.2021, 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 19 of the Law 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 (in case of shareholders – legal persons).

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**

**Radu Hanga**  
**President**





**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 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.