



# BUCHAREST STOCK EXCHANGE

No. 1634 /March 26, 2018

To: Financial Supervisory Authority

Fax: 021- 659.60.51

Bucharest Stock Exchange

Fax: 021-256.92.76

## CURRENT REPORT

In compliance with the provisions of Law no. 24/2017 on issuers of financial instruments and market operations and Regulation no. 1/2006 regarding the issuers and the operations with securities

Date of report: 26 March 2018

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 taken on March 26, 2018 on supplementing the agenda of the Ordinary and Extraordinary General Meetings of Shareholders convened for 16/17 April 2018

The Board of Governors of Bursa de Valori Bucuresti S.A. ("the Company"), reunited in the meeting of March 26, 2018, decided to supplement the agenda of the Ordinary and Extraordinary General Meetings of Shareholders convened for 16/17 April 2018, following the receipt of a request from Company's shareholders: Asociatia Brokerilor, Societatea de Investitii Financiare Transilvania S.A and Finaco Securities S.A., that own together more than 5% of the share capital of the Company (please see Current report of March 23, 2018).

The updated convening notice will be published by the Company according to the legal provisions in force and is attached to the present current report.

**Adrian Tanase**

CEO



# BUCHAREST STOCK EXCHANGE

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

No. 1631 / 26.03.2018

## 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 1777754, 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. 297/2004 regarding the capital market as subsequently amended and supplemented (“**Law 297/2004**”), Law no. 24/2017 on issuers of financial instruments and market operations („**Law 24/2017**”), Regulation no. 1/ 2006 regarding the issuers and operations with securities, subsequently amended and supplemented, issued by the Romanian National Securities Commission („**Regulation 1/2006**”), Regulation no. 6/2009 regarding the exercise of the certain rights of shareholders in general meetings of companies, subsequently amended and supplemented, issued by the Romanian National Securities Commission („**Regulation 6/2009**”), and the Company’s Articles of Incorporation,

Given the receipt of a request for supplementing the agenda of the Ordinary and Extraordinary General Meetings of Shareholders convened by the convening notice published in the Official Gazette, Part IV, no. 969 as of 08.03.2018, in Romania Libera newspaper from the same date and on the BVB website to the Investor Relations/ General Shareholders’ Meetings section, from some shareholders, owning together more than 5% of the share capital of the Company, respectively Asociatia Brokerilor (0.1225%), Societatea de Investitii Financiare Transilvania S.A. (8.4699%) and Finaco Securities S.A. (1.4727%) – hereinafter referred to as the „**Requesting Shareholders**”-, according to art. 117<sup>1</sup> of Law no. 31/1990,

## SUPPLEMENTS THE AGENDA OF:

**The Ordinary General Meeting of Shareholders of the Company** (hereinafter referred to as the „**OGMS**”), convened in Bucharest, 2nd District, 34-36 Carol I Blvd., 2<sup>nd</sup> floor, Millenium Hall, **on 16.04.2018**, 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 **30.03.2018**, 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 was 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 **17.04.2018, 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**”), **convened** in Bucharest, 2nd District, 34-36 Carol I Blvd., 2<sup>nd</sup> floor, Millenium Hall, **on 16.04.2018**, starting at **12:00 p.m.**, for all the shareholders registered in the Company Shareholders’ Registry held by Depozitarul Central S.A., Bucharest, at the end of **30.03.2018**, 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 was 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 **17.04.2018, starting at 12:00 p.m.**, at the same address, with the same agenda and Reference Date.

## AGENDA THUS SUPPLEMENTED 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 2017 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 statutory net profit** achieved in 2017 amounting RON 14,246,624 as follows: the disbursement of RON 695,833 for legal reserve and distribution of RON 13,550,791 as dividends.
3. Approval of the **discharge of liability of the Company administrators** for their activity carried out during the financial year 2017, based on the presented reports.
4. Approval of **the remunerations of the Company administrators** for 2018 amounting RON 3,700 net/month/member, the **general limits of the additional remunerations for Company administrators** and the **recompensation of the administrators for 2017**, as presented in the Note to shareholders.
5. Presentation, discussion and approval of the Company **Budget and business plan for 2018**.
6. Abrogation of the Resolution of the Ordinary General Meeting of Shareholders of Bucharest Stock Exchange S.A. no. 9 of April 12, 2017 (the "Resolution") regarding the approval of the maximum level of the commissions and tariffs applied by the Company for the specific operations on the regulated market, as set out in the Annex to the Resolution, and consequently to return to the maximum respective commissions and tariffs applied prior to the adoption of the Resolution. [item introduced following the request of the Requesting Shareholders]
7. Approval of: (i) **22.05.2018** as Registration Date, according to art. 86 (1) of the Law no. 24/2017; (ii) **21.05.2018** as the "ex-date", according to art. 2, letter f) from the Regulation no. 6/2009; (iii) **11.06.2018** as the Payment Date, according to art. 86 (2) of the Law no. 24/2017, art. 129<sup>3</sup> para. 2 of the Regulation 1/2006 and art. 2, letter g) from the Regulation no. 6/2009.
8. **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 **amending the program for the allocation of own shares** held by the Company, to the employees and managers of the Company and the members of the Board of Governors, approved by the Extraordinary General Meeting of the Shareholders of the Company by the Resolution no. 6 of 12.04.2017.
2. Information on **CCP and derivatives market**.
3. Approval in principle of the initiation by the B.V.B. of the steps to establish the Central Counterparty for the markets administered by B.V.B., as a Romanian legal entity, a joint-stock company under Law 31/1990 republished, solution with the potential to lead to the concept of Regional Central Counterparty, and mandate the administrators and the CEO of B.V.B. to take all appropriate measures and to take all necessary steps to achieve this objective and the approval in principle of an investment of up to EUR 7 million which would allow B.V.B. to obtain the status of shareholder of the Central Counterparty. [item introduced following the request of the Requesting Shareholders]
4. Approval of: (i) **22.05.2018** as Registration Date, according to art. 86 (1) of the Law no. 24/2017; (ii) **21.05.2018** as the "ex-date", according to art. 2, letter f) from the Regulation no. 6/2009.
5. **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 or general Power of Attorney), 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 or general Power of Attorney signed by the shareholder - natural person.

**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 or general Power of Attorney signed by the legal representative of the respective legal person.

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).

Information concerning the special and general Powers of Attorney and the votes by correspondence is enclosed at points c) and d) below.

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.

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

Starting with **08.03.2018**, the following documents may be downloaded from the Company's website **www.bvb.ro**, Investors Relations/General Meeting of Shareholders 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 29.03.2018**, in compliance with the legal provisions.

#### **c) General Powers of Attorney**

Before their first use, general Powers of Attorney 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 14.04.2018, at 10:00 a.m.** for the OGSM, clearly mentioning on the envelope „For the Ordinary General Meeting of Shareholders as of 16/17.04.2018” and **until 14.04.2018, at 12:00 p.m.** for the EGMS, clearly mentioning on the envelope „For the Extraordinary General Meeting of Shareholders as of 16/17.04.2018”. General Powers of Attorney, in certified copies, will be retained by the Company, mentioning about this in the minutes of the general meetings. General Powers of Attorney are valid for a period which will not exceed 3 years.

General Powers of Attorneys 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 CNVM/ 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 14.04.2018, at 10:00 a.m.** for the OGSM, clearly mentioning to the subject: „For the Ordinary General Meeting of Shareholders as of 16/17.04.2018” and **until 14.04.2018, at 12:00 p.m.** for the EGMS, clearly mentioning to the subject: „For the Extraordinary General Meeting of Shareholders as of 16/17.04.2018”.

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 of its employees.

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 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 participants, as they are defined by the art. 168 para. 1 letter b) of Law no. 297/2004 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 participants.

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 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 indicate the vote for each item on the agenda (meaning vote “For”, vote “Against” or vote “Abstention”).

In case of the OGMS, for the items 1, 2, 4, 5, 6, 7 and 8 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.

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 Ballots (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.

When filling in the special Powers of Attorney/ Correspondence Voting Ballots, the shareholders are asked to consider that new items on the agenda of the OGMS and/or EGMS or proposals of resolutions could be added, in which case the updated agenda shall be published **starting with 29.03.2018**. In this case, the special Powers of Attorney/ Correspondence Voting Ballots shall be updated and published as described at letter b) **starting with 29.03.2018**.

For the OGMS, the special Power of Attorney/ Correspondence Voting Ballot dedicated to the item 3 on the agenda, filled in by the shareholders with their voting options (“For”, “Against”, “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 16/17.04.2018”, 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 14.04.2018, at 10:00 a.m.**, clearly mentioning on the envelope „For the Ordinary General Meeting of Shareholders as of 16/17.04.2018”.

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 14.04.2018, at 12:00 p.m.**, clearly mentioning on the envelope „For the Extraordinary General Meeting of Shareholders as of 16/17.04.2018”.

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 CNVM/ 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, 7 and 8, filled in by the shareholders with their voting options (“For”, “Against”, “Abstention”), signed, having attached extended electronic signature, and the related documents shall be sent by e-mail clearly mentioning on the subject “For the Ordinary General Meeting of the Shareholders as of 16/17.04.2018”, so that to be registered as received to the Company’s registration desk **until 14.04.2018, 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 with their voting options (“For”, “Against”, “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 16/17.04.2018”, so that to be registered as received to the Company’s registration desk **until 14.04.2018, 10:00 a.m.**

- for the EGMS, the special Powers of Attorney/ Correspondence Voting Ballots, filled in by the shareholders with their voting options (“For”, “Against”, “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 16/17.04.2018”, so that to be registered as received to the Company’s registration desk **until 14.04.2018, 12:00 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 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 to introduce **new items on the agenda** of the OGMS and EGMS, as well as to make new resolution for the items included or proposed to be included on its agenda, by recommended letter with receiving confirmation/by courier, so that to be registered as received to the Company's registration desk **until 23.03.2018, at 18:00**, clearly mentioning on the envelope „For the Ordinary/ Extraordinary General Meeting of Shareholders as of 16/17.04.2018”.

Each new item must be accompanied by a reasoning memo or a draft resolution proposed for adoption to the meeting.

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

Any interested shareholder has the right to submit written questions regarding the items included on the agenda of the OGMS and EGMS, so that to be registered as received to the Company's registration desk **until 23.03.2018, at 18:00**.

The questions shall be submitted in written and shall be deposited/posted clearly mentioning on the envelope „For the Ordinary/ Extraordinary General Meeting of Shareholders as of 16/17.04.2018”.

The answers shall be available on the Company's website **www.bvb.ro**, Investors Relations/General Meeting of Shareholders Section, **starting with 12.04.2018, at 18:30**.

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 participants defined in art. 168 para. (1) letter b) of the Law no. 297/2004 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 participants.

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 notice, 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 Meeting of Shareholders Section.

**BOARD OF GOVERNORS**

**Lucian – Claudiu Anghel**

**President**