

TECHNICAL SPECIFICATIONS

regarding the authorization and the activity of *Authorized Advisors* for AeRO – the market for shares of the Bucharest Stock Exchange

The present Technical Specifications are issued in the application of provisions of BVB Rulebook – system operator and its amendments as approved by Financial Supervisory Authority Decision no. 1976/Dec. 10, 2014 in general, and in the application of provisions referring to Section Financial Instruments listed on ATS, Category Shares in Sector Equities and the Authorized Advisor in particular.

The Category Shares of the Sector Equities from Section Financial Instruments listed on ATS will have the commercial name “AeRO”.

Authorized Advisors

Authorized Advisor: legal entity authorized by BVB for assisting the companies with the application for listing on the alternative trading system and attesting, jointly with the Issuer, the accuracy of the information and documents provided to BVB. Authorized Advisors will continue to assist/support the Issuer after the listing with the reporting requirements.

a) Selection criteria

Are eligible to become Authorized Advisors: the BVB Participants, financial consultants, other legal entities with knowledge and experience in fund raising, public offers and other market operations. They may apply to BVB for authorization, submitting information regarding company’s experience in financial investments or advisory, prior listings, competencies, other relevant information including as regards to company’s shareholders and management.

Criteria that BVB can take into consideration for designating an Authorized Advisor (AA):

The entity has a history of activities of supporting listings of companies on the regulated market or on ATS	1 point for each such listing
The entity has a history of activities of supporting financing of companies through capital market	1 point for each such operation
The entity uses employees authorized by CNVM/ASF	1 point for each authorized employee
The entity uses at least one employee that passed an examination by BVB proving their knowledge on listing and maintenance of issuers on the regulated market and ATS - mandatory	1 points for each additional employee that passed such examination

The position of control is held by persons who have experience in the financial market	1 point
The majority of the members of the Board have experience in economic matters, apart from the one stemming from the functioning in the Board of the company in question	1 point for each such member
The entity has a history of at least 1 year and submits BVB the financial statements for this period	1 point
The entity has an investment activity/investment operations on the Romanian capital market	1 point
There are employees with managerial positions with experience in the financial market	1 point for each such employee

b) Authorization by BVB

Any entity interested in becoming Authorized Advisor shall submit BVB with the following documents:

- A presentation of its activities which will support the application to become AA:
 - o Details about the activities in relation with listing new companies and/or supporting companies in getting access to funding
 - o Dates, names of companies, results of the activities performed
 - o Contact references of the respective companies
 - o Information about the services the entity can provide to interested companies
 - o All the agreements signed by the entity with potential issuers, without any details regarding the fees
- Corporate information:
 - o Information about the structure of shareholders, with details about significant shareholders
 - o Information about the members of the boards and CEO, plus specialized executive managers with relevant qualification and/or experience for this application (names, functions, CVs)
 - o Website
- The name of the person/persons to be examined and authorized by BVB, for proving that they have the necessary knowledge of the legal framework to be able to perform the obligations as AA
- The name of the liaison person with BVB
- A declaration of the entity, in case of being authorized, regarding management of conflict of interest:
 - o The AA cannot be involved in the management or audit process of the advised company at the moment of submitting the application for listing on ATS, nor have been in the last 12 months.

- The AA cannot hold a control position in the shareholders of the advised company except if such position was acquired during the IPO or private placement related to the listing of the company on ATS.
- A document of presentation to be published by BVB on its website Entities applying for AA must provide to BVB a commitment procedure regarding restrictive trading periods in relation to inside information referring to the issuers assisted by AA, information to which AA has access in the process of conducting its duties in this quality.
- Any other information that the entity considers relevant to support its application
- BVB may request additional information, to evaluate the criteria presented in the table above

After analyzing the application, BVB will have interviews with the applicants having at least 5 points based on the above criteria.

BVB is able to exercise discretion as to the application and interpretation of the criteria, as it thinks appropriate.

BVB reserves also the right to assess the quality of any features subject to evaluation, presented by the candidate in liaison with the set of requirements for becoming the AA.

An applicant will not necessarily be approved even if it satisfies the criteria.

BVB may accept relevant authorizations or licensing of employees of the entity granted by an authority or a market/system operator from another country as equivalent for the examination by BVB.

BVB may approve the application of an entity without applying the above criteria if it is satisfied by the reputation of the applicant, as a well-known operator in the capital market.

A member of BVB trading system is qualified as AA upon a simple request.

The BVB will analyze the applications and may request additional information. The decision of BVB will be issued in no more than 10 days after the file submitted is completed. After BVB is content with the application of the AA, there will be an Agreement signed between BVB and the AA and BVB will include the name of the entity in the list of AAs, posted on BVB website, together with the presentation document.

All AAs shall prepare and send to BVB detailed reports regarding their activity in this quality, yearly, within 2 months from the end of the previous year and anytime on BVB's request.

BVB has the right to review the list of AAs periodically and reanalyze the appropriateness of these nominations. When, as result of such analysis, BVB decides to withdraw an entity from the list, a reasoned decision will be formulated and sent to the respective entity and it will be deleted from the list on BVB website.

c) **Authorized Advisors' obligations to assist companies/issuers:**

A) For listing on AeRO

1. Conduct a due diligence analysis on the issuer
2. Submit to BVB a declaration stating that the company is appropriate for the admission to trading on AeRO, that the documentation has been prepared in accordance with BVB requirements, and that the information reflects accurately and completely the facts and the situation of the issuer
3. Support the issuer to draft the "**Presentation Document**¹" and in preparing the documentation required for listing
4. Include in the Presentation Document the relevant information regarding operations in connection with securities offerings by the issuer, conducted in the previous 12 months.
5. Assist the issuer to evaluate the foreseeable capitalization based either on a previous private placement or IPO or a history of trading on another trading venue; in their absence, it will be based on an evaluation performed by the Authorized Advisor together with the issuer, with a proper justification, considered acceptable by BVB
6. Support the issuer in its activities in relation with BVB, ASF and the Central Depository in order to obtain the necessary documentation to get listed on ATS
7. Help the company select a potential market maker and other consultants, if needed
8. Support the issuer in making its presentation in front of the Listing Committee of BVB

B) For maintenance on AeRO:

1. Support on an ongoing basis the issuer to perform the disclosure obligations for at least 12 months after the listing on AeRO; BVB may extend this period as it considers appropriate or shorten it on request of the issuer
2. Support the issuer in providing an Investors Relations function and include the relevant information on the issuer's website
3. Provide the necessary assistance to the issuer in order to comply with the **BVB Principles for Corporate Governance** for companies admitted to trading on AeRO
4. Perform market maker activities if qualified

C) For accessing funding

1. Support the issuer in structuring the funding necessities for its development and in identifying potential interested investors
2. Assist the issuer in selecting an investment firm if case be
3. Work closely with the issuer and an investment firm (if case be) to prepare and conduct a securities offerings, according to the issuer's needs and assist the issuer

¹ The Presentation Document will have the minimum content as requested by BVB, and available on BVB website

to perform the necessary activities in order to register the increase of capital and list the newly issued shares on AeRO

4. AA will be responsible, together with the issuer, for the accuracy of information contained in the offering documents.
5. For funds raising before the admission to trading, the AA will also be responsible for the consistency of information contained in the offering and in the Presentation Document.

d) Issuers' obligations in connection with the Authorized Advisors

The company that requests admission on ATS must be assisted by an Authorized Advisor during the admission procedure and also after the admission for at least 12 months or longer if BVB considers it appropriate. BVB may shorten this period on request of the issuer.

The issuer should provide its Authorized Advisor with any information it reasonably requests or requires in order to carry out its responsibilities.

The present form of Technical Specifications is approved by BVB CEO Decision no. 975/Dec. 16, 2014.