



BURSA DE VALORI BUCUREȘTI S.A.

Data: 23.12.2014

Nr.12229 /23.12.2014

Catre:

AUTORITATEA DE SUPRAVEGHERE FINANCIARA

Sectorul Instrumentelor si Investitiilor Financiare

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BURSA DE VALORI BUCURESTI S.A. – Piata Reglementata

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De la: BURSA DE VALORI BUCURESTI S.A.

RAPORT CURENT

conform Legii nr. 297/2004 privind piata de capital si Regulamentului C.N.V.M. nr. 1/2006 privind emitentii si operatiunile cu valori mobiliare

Data raportului: 23.12.2014

Denumirea entitatii emitente: Societatea BURSA DE VALORI BUCURESTI S.A.

Sediul social: Mun. Bucuresti, Bd. Carol I nr. 34-36, et. 13-14, sector 2

Numarul de telefon/fax: 021/307.95.00, 021/307.95.19

Codul unic de inregistrare la Oficiul Registrului Comertului: 1777754

Numar de ordine in Registrul Comertului: J40/12328/2005

Capital social subscris si varsat: 76.741.980 lei

Piata reglementata pe care se tranzactioneaza valorile mobiliare emise: Piata Reglementata - Categoria II Actiuni (simbol de piata BVB)

Evenimente importante de raportat: Convocarea Adunarii Generale Ordinare a Actionarilor stabilita pentru data de 29/30.01.2015

Consiliul de Administratie al Societatii BURSA DE VALORI BUCURESTI S.A. (denumita in continuare „Societatea”), reunit in sedinta din data de 23 decembrie 2014, convoaca Adunarea Generala Ordinara a Actionarilor Societatii in **Mun. Bucuresti, Sector 2, Bd. Carol I nr. 34-36, etaj 2, sala Millenium**, in data de **29.01.2015, de la ora 10:00**, pentru toti actionarii inscrisi in Registrul Actionarilor Societatii, tinut de societatea Depozitarul Central S.A., Bucuresti, la sfarsitul zilei de **19.01.2015**, considerata **Data de Referinta** pentru aceasta adunare.

In cazul in care la data mentionata mai sus nu se vor intruni cerintele de cvorum stabilite la art. 35 (1) din Actul Constitutiv al Societatii, se convoaca si se fixeaza, in temeiul art. 118 din Legea nr. 31/1990 raportat la art. 31 (4) din Actul Constitutiv al Societatii, Adunarea Generala Ordinara a Actionarilor Societatii pentru ziua imediat urmatoare, respectiv **30.01.2015, de la ora 10:00**, in aceeaasi locatie, cu aceeaasi ordine de zi si cu aceeaasi Data de Referinta.

Anexa: convocatorul Adunarii Generale Ordinare a Actionarilor Societatii din data de 29/30.01.2015.

Nu mai sunt alte evenimente importante de raportat.

Marius-Alin Barbu
Director General Adjunct

CONVOACARE	<i>Translation from the Romanian language; Romanian version shall prevail.</i> CONVENING NOTICE
Consiliul de Administratie al Societatii BURSA DE VALORI BUCURESTI S.A. , inregistrata la Oficiul Registrului Comertului de pe langa Tribunalul Bucuresti sub nr. J40/12328/2005, Cod Unic de Inregistrare RO 17777754, cu sediul in Mun. Bucuresti, Bd. Carol I nr. 34-36, et. 13-14, cod postal 020922, sector 2 (denumita in continuare „ Societatea ”),	The Board of Governors of the Bucharest Stock Exchange , registered with the Trade Registry Office of Bucharest Court under number J40/12328/2005, Fiscal Registration Code RO 17777754, headquartered in Bucharest, 34-36 Carol I Blvd., floors 13-14, postal code 020922, 2 nd District (hereinafter referred to as the „ Company ”),
In temeiul Legii societatilor nr. 31/1990, republicata („ <i>Legea nr. 31/1990</i> ”), Legii nr. 297/2004 privind piata de capital, cu modificarile si completarile ulterioare („ <i>Legea nr. 297/2004</i> ”), Regulamentului C.N.V.M. nr. 6/2009 privind exercitarea anumitor drepturi ale actionarilor in cadrul adunarilor generale ale societatilor comerciale, cu modificarile si completarile ulterioare, Actului Constitutiv al Societatii,	Considering Law no. 31/1990 on companies, republished (“Companies Law”), Law no. 297/2004 regarding the capital market as subsequently amended and supplemented (“Capital Market Law”), 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, and the Company’s Articles of Association,
CONVOACA:	CONVENES:
Adunarea Generala Ordinara a Actionarilor Societatii, in Mun. Bucuresti, Sector 2, Bd. Carol I nr. 34-36, etaj 2, sala Millenium, in data de 29.01.2015, de la ora 10:00, pentru toti actionarii inregistrati in Registrul Actionarilor Societatii, tinut de Societatea Depozitarul Central S.A. Bucuresti, la sfarsitul zilei de 19.01.2015 , considerata Data de Referinta pentru aceasta adunare.	The Ordinary General Meeting of Shareholders of the Company, in Bucharest, 2nd District, 34-36 Carol I Bd., 2nd floor, Millenium Hall, on January 29, 2015, 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 January 19, 2014 , considered Reference Date for this meeting.
In cazul in care la data mentionata mai sus nu se vor intruni cerintele de cvorum stabilite la art. 35 (1) din Actul Constitutiv al Societatii, se convoaca si se fixeaza in temeiul art. 118 din Legea nr. 31/1990 raportat la art. 31 (4) din Actul Constitutiv al Societatii cea de-a doua Adunare Generala Ordinara a Actionarilor Societatii pentru ziua imediat urmatoare, respectiv 30.01.2015, de la ora 10:00 la aceeasi adresa, cu aceeasi ordine de zi si Data de Referinta.	In case that on the aforementioned date the quorum requirements stipulated at article 35 (1) of the Company’s Articles of Association are not fulfilled, it is convened and set according to art. 118 of the Companies Law in connection with art. 31(4) of the Company’s Articles of Association the second Ordinary General Meeting of Shareholders of the Company on January 30, 2015, starting at 10:00 a.m., at the same address, with the same agenda and Reference Date.
<u>ORDINEA DE ZI A ADUNARII GENERALE</u> <u>ORDINARE A ACTIONARILOR:</u>	<u>AGENDA OF THE ORDINARY GENERAL MEETING</u> <u>OF SHAREHOLDERS:</u>
1. a) Aprobarea procedurii de desemnare a candidatilor Societatii pentru Consiliul de Administratie al societatii Depozitarul Central S.A. b) Desemnarea candidatilor Societatii pentru Consiliul de Administratie al societatii Depozitarul Central S.A.	1. a) Approval of the procedure of designation of the Company candidates for the Board of Directors of Depozitarul Central S.A. b) Designation of the Company candidates for the Board of Directors of Depozitarul Central S.A.
2. Aprobarea datei de 19.02.2015 ca Data de Inregistrare , conform art. 238 alin. (1) din Legea nr. 297/2004 privind piata de capital, cu modificarile si completarile ulterioare, pentru identificarea actionarilor asupra carora se rasfrang hotararile adoptate in prezenta Adunare Generala Ordinara a Actionarilor.	2. Approval of February 19, 2015 as Registration Date , according to art. 238 (1) of the Law no. 297/2004 regarding the capital market, as amended and supplemented, for the identification of the shareholders who are affected by the resolutions adopted in the present Ordinary General Meeting of Shareholders.

<p>3. Aprobarea datei de 18.02.2015 ca data „ex date”, respectiv data anterioara datei de inregistrare la care instrumentele financiare obiect al hotararilor organelor societare se tranzactioneaza fara drepturile care deriva din hotarare, in conformitate cu prevederile art. 2 lit. f) din Regulamentul nr. 6/2009 privind exercitarea anumitor drepturi ale actionarilor in cadrul adunarilor generale ale societatilor comerciale modificat si completat prin Regulamentul nr. 13/2014 pentru modificarea si completarea unor regulamente emise de Comisia Nationala a Valorilor Mobiliare.</p>	<p>3. The approval of the date 18.02.2015 as the “ex-date”, namely the date prior to the registration date on which the financial instruments which make up the object of the company’s resolutions are traded without the rights derived from the resolution, in compliance with the provisions of art. 2, letter f) from the Regulation no. 6/2009 regarding the exercising of certain rights of the shareholders within the general meetings of companies modified and amended by the Regulation no.13/2014 for the modification and amendment of certain regulations issued by the Romanian National Securities Commission.</p>
<p>4. Mandatarea Directorului General al Societatii, dl. Ludwik Leszek Sobolewski, cu posibilitatea de substituire, pentru: (i) a incheia si/sau semna, in numele Societatii si/sau al actionarilor Societatii: hotararile prezentei Adunari Generale Ordinare a Actionarilor, oricare si toate hotararile, documentele, aplicatiile, formularele si cererile adoptate/intocmite in scopul sau pentru executarea hotararilor prezentei Adunari Generale Ordinare a Actionarilor in relatie cu orice persoana fizica sau juridica, privata sau publica, si pentru (ii) a efectua toate formalitatile legale pentru inregistrare, publicitate, opozabilitate, executare si publicare a hotararilor adoptate.</p>	<p>4. Empowering the Chief Executive Officer of the Company, Mr. Ludwik Leszek Sobolewski, 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 registration, publicity, opposability, execution and publishing of these resolutions.</p>
<p>a) Dreptul actionarilor de a participa la Adunarea Generala Ordinara a Actionarilor</p> <p>La Adunarea Generala Ordinara a Actionarilor sunt indreptatiti sa participe si isi pot exercita dreptul de vot numai actionarii inregistrati in Registrul Actionarilor Societatii la Data de Referinta (19.01.2015), conform prevederilor legale si ale Actului Constitutiv, personal (prin reprezentantii legali) sau prin reprezentant (pe baza de Procura speciala), cu restrictiile legale, sau, inainte de Adunarea Generala Ordinara a Actionarilor, prin corespondenta (pe baza de Buletin de vot prin corespondenta).</p> <p>Accesul si/sau votul prin corespondenta al actionarilor indreptatiti sa participe la Adunarea Generala Ordinara a Actionarilor este permis prin simpla proba a identitatii acestora facuta, <i>in cazul actionarilor persoane fizice</i>, cu actul de identitate (buletin de identitate/carte de identitate pentru cetatenii romani sau, dupa caz, pasaport/legitimatie de sedere pentru cetatenii straini) si, <i>in cazul persoanelor juridice</i>, cu actul de identitate al reprezentantului legal (buletin de identitate/carte de identitate pentru cetatenii romani sau, dupa caz, pasaport/legitimatie de sedere pentru cetatenii straini).</p> <p>Calitatea de reprezentant legal se dovedeste cu un certificat constatator eliberat de registrul comertului sau orice alt document emis de catre o autoritate competenta din statul in care actionarul este inmatriculat legal, care atesta calitatea de reprezentant legal, prezentat in original sau copie conforma cu originalul. Documentele care atesta calitatea de reprezentant legal al actionarului persoana juridica vor fi emise cu cel mult 3 luni inainte de data publicarii convocatorului Adunarii Generale Ordinare a Actionarilor. Calitatea de reprezentant legal se constata in baza listei actionarilor Societatii de la Data de referinta, primita de la</p>	<p>a) The right of the shareholders to participate to the Ordinary General Meeting of Shareholders</p> <p>Only shareholders who are registered with the Company’s Shareholders Registry at the Reference Date (January 19, 2015) are entitled to attend and cast their votes in the Ordinary General Meeting of Shareholders of the Company, according to the legal provisions and Articles of Association provisions, in person (by the legal representatives) or by proxy (based on a special Power of Attorney), considering the legal constraints, or by correspondence, prior to the Ordinary General Meeting of Shareholders (based on a Correspondence Voting Bulletin).</p> <p>The access and/or the vote by mail of the shareholders entitled to attend the Ordinary General Meeting of Shareholders is allowed by the simple proof of their identity made by, <i>in case of shareholders who are natural persons</i>, their identity document (BI/CI for the Romanian citizens or, as the case may be, Passport/Residence Permit for the foreign citizens) and, <i>in case of legal entities</i>, based on the identity document of the legal representative (BI/CI for the Romanian citizens or, as the case may be, Passport/Residence Permit for the foreign citizens).</p> <p>The capacity as legal representative is proved by a certificate issued by the trade registry or any other document issued by a competent authority of the country in which the shareholder is registered, attesting the capacity as legal representative, presented in original or certified copy. Documents certifying the legal representative of the shareholder - legal person shall be issued no later than 3 months before publication of the convening notice of the Ordinary General Meeting of Shareholders. The quality of legal representative is acknowledged based on the list of Company’s shareholders at the reference date, received from</p>

Depozitarul Central S.A. Cu toate acestea, daca actionarul nu a informat la timp Depozitarul Central in legatura cu reprezentantul sau legal sau aceasta informatie nu este mentionata in lista actionarilor BVB de la data de referinta primita de la Depozitarul Central, atunci certificatul constatator/documentele similare mentionate mai sus trebuie sa faca dovada reprezentantului legal al actionarului.

Reprezentantii persoanelor fizice vor fi identificati pe baza actului de identitate (buletin de identitate/carte de identitate pentru cetatenii romani sau, dupa caz, pasaport/legitimatie de sedere pentru cetatenii straini), insotit de Procura speciala semnata de catre actionarul persoana fizica.

Reprezentantii actionarilor persoane juridice isi vor dovedi calitatea pe baza actului de identitate (buletin de identitate/carte de identitate pentru cetatenii romani sau, dupa caz, pasaport/legitimatie de sedere pentru cetatenii straini), insotit de Procura speciala semnata de reprezentantul legal al persoanei juridice respective. Calitatea de reprezentant legal al actionarilor persoane juridice se constata pe baza listei actionarilor BVB de la data de referinta, primita de la Depozitarul Central SA. Cu toate acestea, daca actionarul nu a informat la timp Depozitarul Central in legatura cu reprezentantul sau legal sau nu este mentionata aceasta informatie in lista actionarilor BVB de la data de referinta primita de la Depozitarul Central, atunci vor prezenta si un document oficial care atesta calitatea de reprezentant legal al semnatarului Procurii speciale (dovada emisa de o autoritate competenta, in original sau copie conforma cu originalul, nu mai veche de 3 luni inainte de data publicarii convocatorului Adunarii Generale Ordinare a Actionarilor).

Informatii privind Procurile speciale si votul prin corespondenta sunt mentionate la pct. d) de mai jos.

Documentele prezentate intr-o limba straina, alta decat limba engleza (cu exceptia actelor de identitate valabile pe teritoriul Romaniei) vor fi insotite de traducerea realizata de un traducator autorizat, in limba romana sau in limba engleza.

b) Dreptul de a formula propuneri de candidati ai Societatii pentru Consiliul de Administratie al societatii Depozitarul Central S.A.

Orice actionar interesat poate face, in scris, astfel incat sa fie inregistrate ca primite la registratura Societatii, **pana cel mai tarziu in data de 16.01.2015, ora 11:00 a.m.**, propuneri de candidati ai BVB – persoane fizice- pentru posturile de administrator in Consiliul de Administratie al societatii Depozitarul Central S.A. Propunerile vor fi insotite de urmatoarele documente:

- Propunerea propriu-zisa care poate cuprinde unul sau mai multi candidati (sub semnatura autorizata si stampila, unde e cazul);
- Declaratia candidatului ca accepta sa fie in scris pe lista de candidati pentru pozitia de administrator al societatii Depozitarul Central S.A., in original;
- Curriculum vitae al candidatului, actualizat, datat si semnat in original, in limba romana sau, in cazul in care este in alta limba, in copie si in traducere legalizata, cu prezentarea

Depozitarul Central SA. However, if the shareholder has not informed Depozitarul Central in relation to his legal representative or if this information is not included in the BVB's list of shareholders at the Reference date, then the certificate issued by the trade registry/similar documents mentioned above must prove the quality of the legal representative.

The representatives of the natural persons shall be identified based on their identity document (BI/CI for the Romanian citizens or, as the case may be, Passport/Residence Permit for the foreign citizens), accompanied by the special 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 (BI/CI for the Romanian citizens or, as the case may be, Passport/Residence Permit for the foreign citizens), accompanied by the special Power of Attorney signed by the legal representative of the respective legal person. The quality of legal representative of the shareholders - legal persons shall be acknowledged based on the BVB list of shareholders at the reference date, received from Depozitarul Central SA. However, if the shareholder has not informed Depozitarul Central in relation to his legal representative or if this information is not included in the BVB list of shareholders at the reference date, then they must present an official document attesting their capacity as legal representative of the signatory of the special Power of Attorney (proof issued by the competent authority, presented in original or certified copy, issued no later than 3 months before publication of the convening notice of the Ordinary General Meeting of Shareholders).

Information concerning the special Powers of Attorney and the votes by correspondence is enclosed at point 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) The right to submit candidates proposals for the Board of Directors of Depozitarul Central S.A.

Any interested shareholder may submit to the Company, in writing as so to be registered to the Company until **January 16, 2015, at 11:00 a.m., the latest**, proposals of candidates-natural persons- for the positions of member of the Board of Directors of Depozitarul Central S.A. The proposals will be accompanied by the following documents:

- The proposal itself which may include one or more candidates (under authorized signature and stamp, where is the case);
- The candidate statement that he/she accepts to be included within the list of candidates for the position of administrator of Depozitarul Central S.A., in original;
- Curriculum vitae of the candidate, updated, dated and signed in original, in Romanian or, in case it is written in other language, in copy and legalized translation, which to present

detaliata a experientei profesionale, astfel incat sa reiasa indeplinirea de catre candidat a conditiilor prevazute la art. 22 lit. b) din Regulamentul CNVM nr. 13/2005 privind autorizarea si functionarea depozitarului central, caselor de compensare si contrapartilor centrale;

- Copia certificata a actului de indentitate al candidatului; in cazul in care documentul este in alta limba decat limba romana, se va inainta in copie si in traducere legalizata;

- Copia legalizata a diplomei/diplomelor de studii a candidatului; in cazul in care documentul este in alta limba decat limba romana, se va inainta in copie si in traducere legalizata;

- Certificatul de cazier judiciar si certificatul de cazier fiscal ale candidatului, in original sau copie legalizata, eliberate in conformitate cu prevederile legale in vigoare. Pentru persoanele care si-au stabilit resedinta in Romania de mai putin de 5 ani sau care inca nu si-au stabilit resedinta in Romania, certificatele de cazier judiciar si certificatele de cazier fiscal eliberate de autoritatile romane vor fi completate cu documente echivalente eliberate de autoritatile competente din statul de origine si din statul in care si-au stabilit anterior resedinta, daca acesta este alt stat decat cel de origine; in cazul in care documentele sunt in alta limba decat limba romana, se vor inainta in copie si in traducere legalizata;

- Declaratia pe proprie raspundere, sub semnatura olografa, a candidatului din care sa reiasa ca respecta prevederile Legii nr. 31/1990 privind societatile, republicata, cu modificarile ulterioare, prevederile Legii nr. 297/2004 privind piata de capital, cu modificarile ulterioare, cerintele mentionate la art. 22 din Regulamentul CNVM nr. 13/2005, cu modificarile ulterioare, precum si cu privire la incadrarea in cerintele Dispunerii de Masuri a CNVM nr. 17/11.11.2009, modificata prin Dispunerea de Masuri nr. 1/18.01.2010 si Avizul CNVM nr. 43/13.10.2010 si ale Dispunerii de Masuri nr. 22/23.12.2010, pentru a detine calitatea de membru in Consiliul de Administratie al societatii Depozitarul Central S.A.; in cazul in care documentul este in alta limba decat limba romana, se va inainta in copie si in traducere legalizata;

- Declaratia candidatului pe proprie raspundere, sub semnatura olografa, intocmita conform Anexei nr. 1 din Regulamentul CNVM nr. 13/2005 care trebuie sa cuprinda: toate detinerile directe sau indirecte individuale si/sau in legatura cu alte persoane implicate sau persoane cu care se afla in legaturi stranse, in orice societate, reprezentand cel putin 10% din capitalul social sau al drepturilor de vot; in cazul in care documentul este in alta limba decat limba romana, se va inainta in copie si in traducere legalizata;

- Copia certificata a actului de identitate al actionarului persoana fizica (BI/CI/Pasaport/Legitimatie de sedere), respectiv Certificat constatator emis de Registrul Comertului sau alt document similar emis de o autoritate competenta care atesta calitatea reprezentantului legal al actionarului persoana juridica, in original sau copie conforma cu originalul, nu mai veche de 3 luni inainte de data publicarii convocatorului Adunarii Generale Ordinare a Actionarilor, pentru actionarul persoana juridica. Calitatea de reprezentant legal al actionarilor persoane juridice se constata pe baza listei actionarilor BVB de la data de referinta, primita de la Depozitarul Central SA. Cu toate acestea, daca actionarul nu a informat la timp Depozitarul Central in legatura cu

in detail the professional expertise as to result the candidate fulfilment of the conditions stipulated to art. 22 letter b) of CNVM Regulation no 13/2005 on authorization and operation of central depository, clearing houses and central counterparties;

- Certified copy of the identity document of the candidate; in case the document is drafted in other language than Romanian, it shall be submitted a copy and a legalized translation of it;

- Legalized copy of the candidate diploma/diplomas; in case the document is drafted in other language than Romanian, it shall be submitted a copy and a legalized translation of it;

- Criminal record and fiscal certification of the candidate, in original or legalized copy, issued in accordance with the legal provisions in force. For individuals who established their residency in Romania less than 5 years ago or did not yet established their residency in Romania, criminal record and fiscal certification issued by Romanian authorities will be supplemented with equivalent documents issued by the state of origin and by the state in which they previously established the residency, in case this is different from the state of origin; in case the documents are drafted in other language than Romanian, it shall be submitted a copy and a legalized translation of them;

- Statement of the candidate, on his/her responsibility, under his/her handwritten signature, out of which to result that the candidate follows the provisions of the Company Law no. 31/1990, republished and further amended, the Capital Market Law no. 297/2004 as further amended, the requirements stipulated to art. 22 of CNVM Regulation no. 13/2004, as further amended, and with regard fulfilment of the requirements of CNVM Disposition no. 17/11.11.2009, as amended by CNVM Disposition no. 1/18.01.2010 and by CNVM Endorsement no. 43/13.10.2010, and CNVM Disposition no. 22/23.12.2010, in order to take the position of member in the Board of Directors of Depozitarul Central S.A.; in case the document is drafted in other language than Romanian, it shall be submitted a copy and a legalized translation of it;

- Statement of the candidate, on his/her responsibility, under his/her handwritten signature, drafted according to Appendix no. 1 of CNVM Regulation no. 13/2005, which to include: all the direct or indirect holdings owned alone and/or in connection with other involved persons or persons in close relationships, in any company, which represent at least 10% of the share capital or voting rights; in case the document is drafted in other language than Romanian, it shall be submitted a copy and a legalized translation of it;

- Certified copy of the identity document of the natural person shareholder (BI/CI/Passport/ Residence Permit) or certificate issued by the Trade Registry or other similar document issued by a competent authority attesting the capacity as legal representative of the legal person shareholder, presented in original or certified copy, issued no later than 3 months before publication of the convening notice of the Ordinary General Meeting of Shareholders, for the legal entity shareholder, respectively. The quality of legal representative of the shareholders - legal persons shall be acknowledged based on the BVB list of shareholders at the reference date, received from Depozitarul Central SA. However, if the shareholder has not informed Depozitarul

<p>reprezentantul sau legal sau nu este mentionata aceasta informatie in lista actionarilor BVB de la data de referinta primita de la Depozitarul Central, atunci vor prezenta si un document oficial care atesta calitatea de reprezentant legal al semnatarului (dovada emisa de o autoritate competenta, in original sau copie conforma cu originalul, nu mai veche de 3 luni inainte de data publicarii convocatorului Adunarii Generale Ordinare a Actionarilor).</p>	<p>Central in relation to his legal representative or if this information is not included in the BVB list of shareholders at the reference date, then they must present an official document attesting their capacity as legal representative of the signatory (proof issued by the competent authority, presented in original or certified copy, issued no later than 3 months before publication of the convening notice of the Ordinary General Meeting of Shareholders).</p>
<p><u>c) Documentele aferente si in legatura cu ordinea de zi a Adunarii Generale Ordinare a Actionarilor Societatii</u></p> <p>Incepand cu data de 24.12.2014, urmatoarele documente pot fi descarcate de pe website-ul Societatii www.bvb.ro, Sectiunea Relatia cu Investitorii/Adunarea Generala a Actionarilor, sau pot fi obtinute, la cerere, in fiecare zi lucratoare, de la sediul Societatii, prin fax sau posta:</p> <ul style="list-style-type: none"> - Convocatorul Adunarii Generale Ordinare a Actionarilor (disponibil in limba romana si limba engleza); - Formularele de Procuri speciale pentru reprezentarea actionarilor in Adunarea Generala Ordinara a Actionarilor, formulare care vor fi actualizate daca se vor adauga noi puncte sau propuneri de hotarari pe ordinea de zi (disponibile in limba romana si limba engleza); - Formularele de Buletin de vot prin corespondenta pentru participarea si exprimarea votului actionarilor in Adunarea Generala Ordinara a Actionarilor, care vor fi actualizate daca se vor adauga noi puncte sau propuneri de hotarari pe ordinea de zi (disponibile in limba romana si limba engleza); - Documentele si materialele informative referitoare la punctele de pe ordinea de zi a adunarii; - Proiectele de hotarari pentru punctele de pe ordinea de zi a Adunarii Generale Ordinare a Actionarilor. <p>Lista candidatii Societatii pentru Consiliul de Administratie al societatii Depozitarul Central S.A. va fi actualizata pe masura receptionarii propunerilor de candidati si va fi comunicata in data de 16.01.2015, incepand cu ora 18:00.</p> <p>Daca va fi cazul, ordinea de zi revizuita va fi comunicata, in data de 16.01.2015, incepand cu ora 18:00, potrivit prevederilor legale.</p>	<p><u>c) Documents related to the Ordinary General Meeting of Shareholders of the Company</u></p> <p>Starting with December 24, 2014, 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, at the Company's headquarter, via fax or by mail:</p> <ul style="list-style-type: none"> - Convening Notice for the Ordinary General Meeting of Shareholders (available in Romanian and English); - Special Power of Attorney - forms for the representation of the shareholders in the Ordinary General Meeting of Shareholders, which shall be updated if new items or proposals of resolutions will be inserted on the agenda (available in Romanian and English); - Correspondence Voting Bulletins - forms for the participation and voting of the shareholders in the Ordinary General Meeting of Shareholders, 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 meeting; - Draft resolutions for the items on the agenda of the Ordinary General Meeting of Shareholders. <p>The list of Company's candidates for the Board of Directors of Depozitarul Central S.A. shall be updated as receipt of proposals of candidates and communicated on January 16, 2015, starting at 18:00.</p> <p>If the case would be, the updated agenda shall be published on January 16, 2015, starting at 18:00, in compliance with the legal provisions.</p>
<p><u>d) Procurile speciale si Buletinele de vot prin corespondenta</u></p> <p>Dupa completarea si semnarea Procurilor speciale pentru reprezentarea actionarilor in Adunarea Generala Ordinara a Actionarilor si/sau, dupa caz, a Buletinelor de vot prin corespondenta, formulare care vor fi puse la dispozitie de Societate potrivit celor mentionate la lit. c), cate un exemplar original al Procurii speciale/Buletinului de vot prin corespondenta, dupa caz, se va depune/expedia in plic inchis, astfel incat acesta sa fie inregistrat ca primit la registratura Societatii pana la data de 27.01.2015, ora 10:00, mentionand pe plic in clar si cu majuscule „PENTRU ADUNAREA GENERALA ORDINARA A ACTIONARILOR DIN DATA DE 29/30.01.2015”.</p>	<p><u>d) The special Power of Attorney and the Correspondence Voting Bulletins</u></p> <p>After filling in and signing of the special Powers of Attorney for shareholders representation in the Ordinary Meeting of Shareholders and/or of the Correspondence Voting Bulletins – forms being made available by the Company according to letter c) one original of the special Powers of Attorney/ Correspondence Voting Bulletins, as the case, shall be deposited/ sent in a sealed envelope, so that to be registered as received to the Company's registration point until January 27, 2015, 10:00 a.m., asserting on the envelope, clear and with capital letters „FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS AS OF JANUARY 29/30, 2015”.</p>

Procurile speciale si Buletinele de vot prin corespondenta pot fi transmise si prin e-mail cu semnatura electronica extinsa incorporata, conform Legii nr. 455/2001 privind semnatura electronica, cu modificarile si completarile ulterioare, precum si conform reglementarilor CNVM/ ASF, astfel incat sa fie inregistrate ca primate la registratura Societatii **pana la data de 27.01.2015, ora 10:00**, la adresa: actionariat@bvb.ro, mentionand la subiect „PENTRU ADUNAREA GENERALA ORDINARA A ACTIONARILOR DIN DATA DE 29/30.01.2015”.

Procurile speciale si Buletinele de vot prin corespondenta care nu sunt inregistrate la registratura Societatii pana la termenele mentionate mai sus nu vor fi luate in calcul pentru determinarea cvorumului de prezenta si de vot in Adunarea Generala Ordinara a Actionarilor.

Procurile speciale si Buletinele de vot prin corespondenta trebuie sa aiba formatul disponibilizat de Societate si sa contina instructiuni specifice de vot pentru fiecare punct de pe ordinea de zi (adica vot „pentru”, vot „impotriva” sau „abtinere”).

Pentru exercitiul valid al drepturilor mentionate la lit. e) si f), actionarii vor transmite Societatii si copia certificata a actului de identitate al actionarului persoana fizica (BI/CI/Pasaport/Legitimatie de sedere). In cazul persoanelor juridice, se va prezenta si un document oficial emis de o autoritate competenta privind identitatea reprezentantului legal al actionarului persoana juridica, in original sau copie conforma cu originalul, nu mai vechi de 3 luni inainte de data publicarii convocatorului Adunarii Generale Ordinare a Actionarilor. Calitatea de reprezentant legal al actionarilor persoane juridice se constata pe baza listei actionarilor BVB de la data de referinta, primita de la Depozitarul Central SA. Cu toate acestea, daca actionarul nu a informat la timp Depozitarul Central in legatura cu reprezentantul sau legal sau nu este mentionata aceasta informatie in lista actionarilor BVB de la data de referinta primita de la Depozitarul Central, atunci vor prezenta si un document oficial care atesta calitatea de reprezentant legal al semnatarului Procurii speciale/ Buletinului de vot prin corespondenta mentionate anterior.

Documentele prezentate intr-o limba straina, alta decat limba engleza (cu exceptia actelor de identitate valabile pe teritoriul Romaniei) vor fi insotite de traducerea realizata de un traducator autorizat, in limba romana sau in limba engleza. La completarea Procurilor speciale/Buletinelor de vot prin corespondenta actionarii sunt rugati sa tina cont de posibilitatea completarii ordinii de zi a Adunarii Generale Ordinare a Actionarilor cu noi puncte sau propuneri de hotarari, caz in care ordinea de zi va fi completata si disponibilizata la data de **16.01.2015, incepand cu ora 18:00**. In aceasta ipoteza, Procurile speciale/Buletinele de vot prin corespondenta vor fi actualizate si disponibilizate prin metodele aratate la pct. c) la data de **16.01.2015, incepand cu ora 18:00**.

Pentru punctul 1b) al agendei Adunarii Generale Ordinare a Actionarilor, actionarii vor completa Procura speciala/Buletinul de vot prin corespondenta cu optiunile de

The special Powers of Attorney and the Correspondence Voting Bulletins may be sent also by e-mail having attached an 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, so that to be registered as received to the Company's registration point **until January 27, 2015, 10:00 a.m.**, at the address: actionariat@bvb.ro, asserting in the subject matter field „FOR THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS AS OF JANUARY 29/30, 2015”.

The special Powers of Attorney and Correspondence Voting Bulletins which are not registered as received to the Company's registration point until the aforementioned deadlines shall not be counted for the attendance and voting quorum to the Ordinary General Meeting of Shareholders.

The special Powers of Attorney and Correspondence Voting Bulletins 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 “Abstention”).

For the valid exercise of the rights stipulated at letter e) and f), the shareholders shall also submit to the Company a certified copy of the identity document of the shareholder - natural person (BI/CI/Passport/Residence Permit). In case of legal entities, it shall be presented also an official document issued by a competent authority regarding the identity of the legal representative of the shareholder - legal person, presented in original or certified copy, not older than 3 months before the date of publication of convening notice of the Ordinary General Meeting of Shareholders. The quality of legal representative of the shareholders - legal persons is acknowledged based on the BVB list of shareholders at the reference date, received from Depozitarul Central SA. However, if the shareholder has not informed Depozitarul Central in relation to his legal representative or if this information is not included in the BVB list of shareholders at the reference date, then they must present an official document attesting their capacity as legal representative of the signatory of the special Power of Attorney/ Correspondence Voting Bulletins mentioned previously.

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 Bulletins, the shareholders are asked to consider that new items on the agenda of the Ordinary General Meeting of Shareholders or proposals of resolutions could be added, in which case the updated agenda shall be published on **January 16, 2015, starting at 18:00**. In this case, the special Powers of Attorney/ Correspondence Voting Bulletins shall be updated and published as described at letter c) on **January 16, 2015, starting at 18:00**.

For point 1b) on the agenda of the Ordinary General Meeting of Shareholders, the shareholders will write down within the special Powers of Attorney/ Correspondence Voting Bulletins

vot ale acestora („pentru”, „impotriva” sau „abtinere”) pentru fiecare propunere de candidat al BVB pentru pozitia de administrator al societatii Depozitarul Central S.A.

Institutiile de credit care presteaza servicii de custodie pentru actionarii Societatii pot semna si transmite Procurile speciale/Buletinele de vot prin corespondenta in numele clientilor acestora, in baza drepturilor conferite acestora prin contractele de custodie si a instructiunilor punctuale de vot primite de la clienti pentru aceasta Adunare Generala Ordinara a Societatii.

In acest caz, Procurile speciale/Buletinele de vot prin corespondenta vor fi insotite de o declaratie pe proprie raspundere data de institutia de credit care a primit imputernicirea de reprezentare prin Procura speciala, din care sa reiasa ca:

- i) institutia de credit presteaza servicii de custodie pentru respectivul actionar;
- ii) instructiunile din Procura speciala sunt identice cu instructiunile din cadrul mesajului SWIFT primit de institutia de credit pentru a vota in numele respectivului actionar;
- iii) Procura speciala este semnata de catre actionar.

Procurile speciale/Buletinele de vot prin corespondenta si declaratia pe proprie raspundere data de institutia de credit care a primit imputernicirea de reprezentare prin Procura speciala, trebuie depuse la sediul Societatii in original, semnate si, dupa caz, stampilate, sau transmise prin e-mail conform precizarilor de la lit. d), fara indeplinirea altor formalitati in legatura cu forma acestor documente, in termenele mentionate mai sus.

Centralizarea, verificarea si tinerea evidentei Buletinelor de vot prin corespondenta, precum si verificarea si validarea Procurilor speciale depuse la Societate se va face de catre secretarii tehnici desemnati potrivit legii, acestia urmand a pastra in siguranta inscrisurile, precum si confidentialitatea voturilor astfel exprimate, pana la momentul supunerii la vot a rezolutiilor corespunzatoare aferente ordinilor de zi.

e) Dreptul actionarilor de a solicita introducerea unor noi puncte pe ordinea de zi si de a prezenta proiecte de hotarari pentru punctele existente sau propuse spre a fi incluse pe ordinea de zi

Actionarii reprezentand, individual sau impreuna, **cel putin 5% din capitalul social al Societatii**, au dreptul, in conditiile legii, sa solicite introducerea de noi puncte pe ordinea de zi a Adunarii Generale Ordinare a Actionarilor, precum si sa prezinte proiecte de hotarari pentru punctele incluse sau propuse spre a fi incluse pe ordinea de zi a Adunarii Generale Ordinare a Actionarilor, prin scrisoare recomandata cu confirmare de primire/curierat, in plic inchis, astfel incat sa fie inregistrate ca primite la registratura Societatii pana la data de **14.01.2015, ora 18:00**, mentionand pe plic in clar si cu majuscule **„PENTRU ADUNAREA GENERALA ORDINARA A ACTIONARILOR DIN DATA DE 29/30.01.2015”**.

their voting options (“for”, “against”, “abstention”) for each proposal of BVB candidate for the position of administrator of Depozitarul Central.

The custodian credit institutions may sign and hand over the special Powers of Attorney/ Correspondence Voting Bulletins in the name of their clients, based on the rights conferred to them through custody contracts, as well as on the specific vote instructions received from such customers for the purpose of this Ordinary General Meeting of Shareholders.

In this case, the special Powers of Attorney/ Correspondence Voting Bulletins shall be accompanied by a statement issued by the credit institution which received the power of representation by proxy, showing that:

- i) the credit institution provides custodian services for the respective shareholder;
- ii) the instructions comprised on the special Power of Attorney are identical with the instructions contained in the SWIFT message received by the credit institution in order to act on behalf of that shareholder;
- iii) the special Power of Attorney is signed by the shareholder.

The special Power of Attorney/ Correspondence Voting Bulletins and the statement issued by the credit institution which received power of representation by proxy, must be deposited with the Company in original, signed and, if the case, stamped, or sent by e-mail according to the instructions mentioned above at letter d), without further formalities in connection with the form of such documents, no later than the terms described above.

The centralization, checking and recordkeeping of the Correspondence Voting Bulletins, 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 Ordinary General Meeting of Shareholders, as well as to make new resolution for the items included or proposed to be included on the agenda of the Ordinary General Meeting of Shareholders, by recommended letter with receiving confirmation/by courier, in a sealed envelope, so that to be registered as received to the Company’s registration point until **January 14, 2015, at 18:00**, asserting on the envelope clearly and with capital letters **„FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS AS OF JANUARY 29/30, 2015”**.

<p>Fiecare nou punct propus trebuie sa fie insotit de o justificare sau de un proiect de hotarare propus spre aprobarea Adunarii Generale Ordinare a Actionarilor.</p>	<p>Each new item must be accompanied by a reasoning material or a draft resolution proposed for adoption to the Ordinary General Meeting of Shareholders.</p>
<p><u>f) Dreptul actionarilor de a adresa intrebari referitoare la ordinea de zi</u></p> <p>Orice actionar interesat are dreptul de a adresa in scris intrebari privind punctele de pe ordinea de zi a Adunarii Generale Ordinare a Actionarilor, astfel incat acestea sa fie inregistrate ca primite la registratura Societatii pana la data de 19.01.2015, ora 18:00.</p> <p>Intrebarile vor fi transmise in scris si vor fi depuse/expediate in plic inchis, mentionand pe plic in clar si cu majuscule „PENTRU ADUNAREA GENERALA ORDINARA A ACTIONARILOR DIN DATA DE 29/30.01.2015”.</p> <p>Raspunsurile vor fi disponibile pe website-ul Societatii www.bvb.ro, Sectiunea Relatia cu Investitorii/Adunarea Generala a Actionarilor, incepand cu data de 28.01.2015, ora 18:00.</p> <p>Dreptul de a adresa intrebari si obligatia Societatii de a raspunde vor fi conditionate de protejarea confidentialitatii si a intereselor Societatii.</p>	<p><u>f) The shareholders right to ask questions concerning the agenda</u></p> <p>Any interested shareholder has the right to submit written questions regarding the items included on the agenda of the Ordinary General Meeting of Shareholders, so that to be registered as received to the Company’s registration point until January 19, 2015, at 18:00.</p> <p>The questions shall be submitted in written and shall be deposited/posted in a sealed envelope, asserting on the envelope clearly and with capital letters „FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS AS OF JANUARY 29/30, 2015”.</p> <p>The answers shall be available on the Company’s website www.bvb.ro, Investors Relations/General Meeting of Shareholders Section, starting with January 28, 2015, at 18:00.</p> <p>The right to submit questions and the Company’s obligation to respond shall be subject to the protection of privacy and business interests of the Company.</p>
<p>Pentru exercitiul valid al drepturilor mentionate la lit. e) si f), actionarii vor transmite Societatii si copia certificata pe propria raspundere a actului de identitate al actionarului persoana fizica (BI/CI/Pasaport/Legitimatie de sedere).</p> <p>Actionarii persoane juridice vor prezenta si un document oficial care atesta calitatea de reprezentant legal al semnatarului Procurii speciale (dovada emisa de o autoritate competenta, in original sau copie conforma cu originalul, nu mai veche de 3 luni inainte de data publicarii convocatorului Adunarii Generale Ordinare a Actionarilor). Calitatea de reprezentant legal al actionarilor persoane juridice se constata pe baza listei actionarilor BVB de la data de referinta, primita de la Depozitarul Central SA. Cu toate acestea, daca actionarul nu a informat la timp Depozitarul Central in legatura cu reprezentantul sau legal sau nu este mentionata aceasta informatie in lista actionarilor BVB de la data de referinta primita de la Depozitarul Central, atunci vor prezenta si un document oficial care atesta calitatea de reprezentant legal al semnatarului.</p> <p>Documentele prezentate intr-o limba straina, alta decat limba engleza (cu exceptia actelor de identitate valabile pe teritoriul Romaniei) vor fi insotite de traducerea realizata de un traducator autorizat, in limba romana sau in limba engleza.</p> <p style="text-align: center;">***</p>	<p>For the valid exercise of the rights stipulated at letters e) and f), the shareholders shall also submit to the Company a certified copy of the identity document of the shareholder - natural person (BI/CI/Passport/Residence Permit).</p> <p>Shareholders - legal entities shall present also an official document attesting the capacity as legal representative of the signatory of the special Power of Attorney (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 Ordinary General Meeting of Shareholders). The quality of legal representative of the shareholders - legal persons shall be acknowledged based on the BVB list of shareholders at the reference date, received from Depozitarul Central SA. However, if the shareholder has not informed Depozitarul Central in relation to his legal representative or if this information is not included in the BVB list of shareholders at the reference date, then they must present an official document attesting their capacity as legal representative of the signatory.</p> <p>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.</p> <p style="text-align: center;">***</p>
<p>La data convocarii, capitalul social al Societatii este de 76.741.980 lei si este format din 7.674.198 actiuni nominative, dematerializate, cu valoarea nominala de 10 lei, fiecare actiune dand dreptul la un vot in Adunarea Generala a Actionarilor Societatii.</p>	<p>As of the date of the convening notice, the share capital of the Company is of RON 76,741,980 and is formed by 7,674,198 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.</p>

<p>Informatii suplimentare se pot obtine la Departamentul Participanti si Actionariat in fiecare zi lucratoare, intre orele 9:00-18:00, la telefon 021 - 307.95.00, precum si de pe website-ul Societatii www.bvb.ro, Sectiunea Relatia cu Investitorii/Adunarea Generala a Actionarilor.</p>	<p>Additional information shall be obtained from the Participants and Shareholders 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.</p>
<p>CONSILIUL BURSEI, Prin Dl. Lucian – Claudiu Anghel, Presedinte</p>	<p>BOARD OF GOVERNORS, By Mr. Lucian - Claudiu Anghel, Chairman</p>