



# BURSA DE VALORI BUCUREȘTI S.A.

Nr. 13048/6.11.2015

**Catre: AUTORITATEA DE SUPRAVEGHERE FINANCIARA**

**Sectorul Instrumente si Investitii 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: 06.11.2015**

**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: 17777754**

**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 Premium (simbol de piata BVB)**

**Evenimente importante de raportat: Convocatorul Adunarii Generale Ordinare a Actionarilor care va avea loc in data de 14/15 decembrie 2015**

**Societatea BURSA DE VALORI BUCURESTI S.A. (denumita in continuare „Societatea”) anunta publicarea Convocatorului Adunarii Generale Ordinare a Actionarilor Societatii din 14/15.12.2015 si a documentelor aferente ordinii de zi pe website-ul Societatii [www.bvb.ro](http://www.bvb.ro), Sectiunea Relatia cu Investitorii/Adunarea Generala a Actionarilor.**

**Anexa: convocatorul Adunarii Generale Ordinare a Actionarilor din data de 14/15 decembrie 2015.**

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**Nu mai sunt alte evenimente importante de raportat.**

**Marius-Alin BARBU**

**Director General Adjunct**



# BURSA DE VALORI BUCUREȘTI S.A.

Nr. 12940 / 04.11.2015

<p style="text-align: center;"><b>CONVOCATOR</b></p> <p><b>Consiliul de Administratie al Societatii BURSA DE VALORI BUCURESTI S.A.</b>, 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”sau „BVB”),</p>	<p style="text-align: center;"><i>Translation from the Romanian language; Romanian version shall prevail.</i></p> <p style="text-align: center;"><b>CONVENING NOTICE</b></p> <p><b>The Board of Directors of the Bucharest Stock Exchange</b>, 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<sup>nd</sup> District (hereinafter referred to as the „Company” or “BVB”),</p>
<p>In temeiul Legii Societatilor nr. 31/1990, republicata (“Legea nr. 31/1990”), Legii nr. 297/2004 privind piata de capital, cu modificarile si completarile ulterioare („Legea nr. 297/2004”), 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,</p>	<p>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 Incorporation,</p>
<p style="text-align: center;"><b>CONVOACA:</b></p>	<p style="text-align: center;"><b>CONVENES:</b></p>
<p><b>Adunarea Generala Ordinara a Actionarilor Societatii</b>, in Mun. Bucuresti, Sector 2, Bd. Carol I nr. 34-36, etaj 2, sala Millenium, in data de <b>14.12.2015, de la ora 10:00 a.m.</b>, pentru toti actionarii inregistrati in Registrul Actionarilor Societatii, tinut de societatea Depozitarul Central S.A. Bucuresti, la sfarsitul zilei de <b>03.12.2015</b>, considerata <b>Data de Referinta</b> pentru aceasta adunare.</p>	<p><b>The Ordinary General Meeting of Shareholders of the Company</b>, in Bucharest, 2nd District, 34-36 Carol I Bd., 2<sup>nd</sup> floor, Millenium Hall, <b>on 14.12.2015, starting at 10:00 a.m.</b>, for all the shareholders registered in the Company Shareholders’ Registry held by Depozitarul Central S.A., Bucharest, at the end of <b>03.12.2015</b>, considered as <b>Reference Date</b> for this meeting.</p>
<p>In cazul in care la data mentionata mai sus, din orice motiv, nu se vor intruni cerintele de cvorum stabilite de lege si de 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 <b>15.12.2015, de la ora 10:00 a.m.</b> la aceeasi adresa, cu aceeasi ordine de zi si Data de Referinta.</p>	<p>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 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 <b>15.12.2015, starting at 10:00 a.m.</b>, at the same address, with the same agenda and Reference Date.</p>
<p style="text-align: center;"><b>ORDINEA DE ZI A ADUNARII GENERALE ORDINARE A ACTIONARILOR:</b></p>	<p style="text-align: center;"><b>AGENDA OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS:</b></p>
<p><b>1. Aprobarea Procedurii</b> pentru alegerea membrilor si Presedintelui Consiliului de Administratie al Societatii.</p>	<p><b>1. Approval of the Procedure</b> for election of the members and President of the Company’s Board of Directors.</p>
<p><b>2. Alegerea membrilor</b> Consiliului de Administratie al Societatii, pentru un mandat de 4 ani, incepand de la data validarii individuale de catre Autoritatea de Supraveghere Financiara si contractarii asigurarii pentru raspundere profesionala.</p>	<p><b>2. Election of the members</b> of the Company’s Board of Directors, for a 4 years mandate starting from the date of the individual validation by the Financial Supervisory Authority and conclusion of a professional indemnity policy.</p>

<p><b>3. Alegerea Presedintelui</b> Consiliului de Administratie al Societatii.</p>	<p><b>3. Election of the President</b> of the Company's Board of Directors.</p>
<p><b>4. Aprobarea datei de 31.12.2015 ca Data de Inregistrare</b>, conform art. 238 alin. (1) din Legea nr. 297/2004 privind piata de capital, cu modificarile si completarile ulterioare.</p>	<p><b>4. Approval of 31.12.2015 as Registration Date</b>, according to art. 238 (1) of the Law no. 297/2004 regarding the capital market, as amended and supplemented.</p>
<p><b>5. Aprobarea datei de 30.12.2015 ca Data „ex date”</b>, conform art. 2 lit. f) din Regulamentul nr. 6/2009 privind exercitarea anumitor drepturi ale actionarilor in cadrul adunarilor generale ale societatilor comerciale, cu modificarile si completarile ulterioare.</p>	<p><b>5. Approval of 30.12.2015 as the “ex-date”</b>, according to 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, as amended and supplemented.</p>
<p><b>6. Mandatarea Directorului General al Societatii</b>, dl. Ludwik Leszek Sobolewski, cu posibilitatea de substituire, pentru: <b>(i)</b> 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, inclusiv contractele de mandat cu administratorii si pentru <b>(ii)</b> a efectua toate formalitatile legale pentru implementarea, inregistrarea, publicitatea, opozabilitatea, executarea si publicarea hotararilor adoptate.</p>	<p><b>6. Empowering the Chief Executive Officer of the Company</b>, Mr. Ludwik Leszek Sobolewski, with the right to delegate the powers, to: <b>(i)</b> 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, including the mandate contracts with the administrators and to <b>(ii)</b> fulfill all the legal formalities for implementation, registration, publicity, opposability, execution and publishing of the resolutions made.</p>
<p><b>a) Dreptul actionarilor de a participa la Adunarea Generala Ordinara a Actionarilor</b></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 (<b>03.12.2015</b>), conform prevederilor legale si ale Actului Constitutiv, <b>personal</b> (prin reprezentantii legali) sau <b>prin reprezentant</b> (pe baza de Imputernicire speciala sau generala), cu restrictiile legale, sau, inainte de Adunarea Generala Ordinara a Actionarilor, <b>prin corespondenta</b> (pe baza de Buletin de vot prin corespondenta).</p> <p><b>Accesul si/sau votul prin corespondenta</b> 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/ permis 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/ permis de sedere pentru cetatenii straini).</p> <p><b>Reprezentantii actionarilor persoane fizice</b> vor fi identificati pe baza actului de identitate (buletin/carte de identitate pentru cetatenii romani sau, dupa caz, Pasaport/ permis de sedere pentru cetatenii straini), insotit de Imputernicirea speciala sau generala semnata de catre actionarul persoana fizica.</p> <p><b>Reprezentantii actionarilor persoane juridice</b> isi vor dovedi calitatea pe baza actului de identitate (buletin/carte de identitate pentru cetatenii romani sau, dupa caz, Pasaport/ permis de sedere pentru cetatenii straini), insotit de Imputernicirea speciala sau generala semnata de reprezentantul legal al persoanei juridice respective.</p>	<p><b>a) The right of the shareholders to participate to the Ordinary General Meeting of Shareholders</b></p> <p>Only shareholders who are registered with the Company's Shareholders Registry at the Reference Date (<b>03.12.2015</b>) 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 Incorporation provisions, <b>in person</b> (by the legal representatives) or <b>by proxy</b> (based on a special or general Power of Attorney), considering the legal constraints, or <b>by correspondence</b>, prior to the Ordinary General Meeting of Shareholders (based on a Correspondence Voting Ballots).</p> <p><b>The access and/or the vote by mail</b> 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 (identity card 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 (identity card for the Romanian citizens or, as the case may be, Passport/ residence permit for the foreign citizens).</p> <p><b>The representatives of the shareholders - natural persons</b> 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.</p> <p><b>The representatives of the shareholders - legal persons</b> 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.</p>

<p><b>Calitatea de actionar</b>, precum si, in cazul actionarilor persoane juridice sau a entitatilor fara personalitate juridica, <b>calitatea de reprezentant legal</b> se constata in baza listei actionarilor BVB de la data de referinta, primita de la Depozitarul Central S.A.</p> <p>In situatia in care: a) actionarii persoane fizice nu si-au inregistrat in sistemul Depozitarului Central S.A. datele de identificare valabile si actualizate, atunci vor prezenta si copia actului de identitate actualizat (buletin/carte de identitate/ Pasaport/ permis de sedere); b) reprezentantul legal al actionarilor persoane juridice nu este mentionat in lista actionarilor BVB de la data de referinta primita de la Depozitarul Central S.A., atunci vor prezenta si un document oficial care atesta calitatea de reprezentant legal al semnatarului Imputernicirii 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).</p> <p>Informatii privind Imputernicirile speciale si generale si votul prin corespondenta sunt mentionate la pct. d) si e) de mai jos.</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>The <b>quality as shareholder</b> and also, in case of shareholders - legal persons or entities without legal status, the <b>quality as legal representative</b> shall be acknowledged based on the BVB list of shareholders at the reference date, received from Depozitarul Central S.A.</p> <p>In case: a) the shareholders – natural persons did not registered in the system of Depozitarul Central SA 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 SA, then they will 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).</p> <p>Information concerning the special and general Powers of Attorney and the votes by correspondence is enclosed at points d) and e) below.</p> <p>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.</p>
<p><b><u>b) Dreptul actionarilor si a membrilor Consiliului de Administratie al Societatii de a formula propuneri de candidati pentru pozitiile de membru sau membru si Presedinte al Consiliului de Administratie al Societatii</u></b></p> <p>Orice actionar interesat, precum si membrii Consiliului de Administratie pot face, in scris, propuneri de candidati (membru sau membru si Presedinte) – persoane fizice - pentru Consiliul de Administratie al Societatii, astfel incat acestea sa fie inregistrate ca primate la registratura Societatii, pana cel mai tarziu in data de <b>23.11.2015</b>, ora 18:00.</p> <p>Propunerile vor cuprinde urmatoarele documente :</p> <p>a) Propunerea propriu-zisa, care poate mentiona unul sau mai multi candidati pentru pozitia de membru al Consiliului de Administratie, precum si, daca este cazul, pentru functia de Presedinte al Consiliului de Administratie, sub semnatura autorizata, unde e cazul;</p> <p>b) Urmatoarele documente emise de Depozitarul Central S.A. sau de participantii definiti la art. 168 alin. (1) lit. b) din Legea nr. 297/2004 care furnizeaza servicii de custodie:</p> <ul style="list-style-type: none"> <li>- extrasul de cont din care rezulta calitatea de actionar si numarul de actiuni detinute, in original sau copie conforma cu originalul;</li> <li>- documente care atesta inscrierea informatiei privind reprezentantul legal al actionarului la Depozitarul Central S.A./ respectivii participantii, in original sau copie conforma cu originalul;</li> </ul> <p>c) Curriculum vitae al candidatului, actualizat, cu prezentarea detaliata a experientei profesionale, astfel incat sa reiasa indeplinirea de catre candidat a conditiilor prevazute la art. 19 din Regulamentul CNVM nr. 2/2006, datat si semnat, in original;</p>	<p><b>b) The right of the shareholders and members of the Company’s Board of Directors to submit proposals of candidates for the position of member or member and President of the Company’s Board of Directors</b></p> <p>Any interested shareholder and also the members of the Company’s Board of Directors may submit, in writing, proposals of candidates (member or member and President) – natural persons – for the Company’s Board of Directors, as to be registered as received with the Company registration desk no later than <b>23.11.2015</b>, at 18:00.</p> <p>The proposals shall include the following documents:</p> <p>a) The proposal itself, which may mentioned one or more candidates for the position of member of the Board of Directors and also, if the case, President of the Board of Directors, authorized signed, where the case;</p> <p>b) The following documents 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:</p> <ul style="list-style-type: none"> <li>- the account statement, which shows the quality as shareholder and the number of shares owned, in original or certified copy;</li> <li>- documents attesting the enrolment of the information regarding the legal representative with Depozitarul Central S.A./ respective participants, in original or certified copy;</li> </ul> <p>c) Curriculum vitae of the candidate, updated, which to present in detail the professional experience as to result that the conditions stipulated to art. 19 of CNVM Regulation no. 2/2006 are satisfied, dated and signed, in original;</p>

<p>d) Declaratia pe propria raspundere a candidatului din care sa reiasa ca accepta mandatul de membru al Consiliului de Administratie al Societatii si indeplineste cerintele si conditiile legale si statutare pentru a detine aceasta calitate, semnata, in original;</p> <p>e) Declaratia pe propria raspundere a candidatului, din care sa reiasa ca nu a colaborat cu securitatea, potrivit prevederilor art. 42 alin. (2) si (3) din Actul Constitutiv al Societatii, semnata, in original;</p> <p>f) Declaratia pe propria raspundere a candidatului privind (i) alte angajamente si obligatii profesionale relativ permanente, inclusiv pozitii executive si neexecutive in consiliul unor societati si institutii non-profit, (ii) orice raport cu un actionar care detine direct sau indirect actiuni reprezentand peste 5% din toate drepturile de vot aferente actiunilor Societatii si (iii) elementele in baza carora se considera ca este independent din punct de vedere al caracterului si judecatii sale, daca este cazul, semnata, in original;</p> <p>g) Copia certificata a actului de identitate al candidatului.</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>d) Statement of the candidate which to show that he/she accept the mandate as member of the Company's Board of Directors and fulfils the legal and statutory requirements and conditions for taking this position, signed, in original;</p> <p>e) Statement of the candidate which to show that he/she did not collaborate with Security, according to the provisions of art. 42 para. (2) and (3) of Company Articles of Incorporation, signed, in original;</p> <p>f) Statement of the candidate regarding (i) other professional commitments and obligations of a relative permanent nature, including executive and non-executive positions in the board of a non-profit companies or institutions, (ii) any relation with a shareholder directly or indirectly owning shares representing more than 5% of the total voting rights related to the Company shares and (iii) the ground on which he/she is considered independent in character and judgement in practice, if the case, signed, in original;</p> <p>g) Certified copy of the candidate ID.</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><b><u>c) Documentele aferente si in legatura cu ordinea de zi a Adunarii Generale Ordinare a Actionarilor Societatii</u></b></p> <p>Incepand cu data de <b>06.11.2015</b>, urmatoarele documente pot fi descarcate de pe website-ul Societatii <b>www.bvb.ro</b>, Sectiunea Relatia cu Investitorii/Adunarea Generala a Actionarilor, sau pot fi obtinute, la cerere, in fiecare zi lucratoare, intre orele 09:00 – 18:00, de la sediul Societatii, prin fax sau prin posta:</p> <ul style="list-style-type: none"> <li>- <b>Convocatorul Adunarii Generale Ordinare a Actionarilor</b> (disponibil in limba romana si limba engleza);</li> <li>- <b>Formularele de Imputerniciri speciale</b> 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);</li> <li>- <b>Formularele de Buletine de vot prin corespondenta</b> 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);</li> <li>- <b>Documentele si materialele informative</b> referitoare la punctele de pe ordinea de zi a adunarii;</li> <li>- <b>Lista</b> cuprinzand informatii cu privire la numele, localitatea de domiciliu si calificarea profesionala ale <b>persoanelor propuse</b> pentru a fi alese membru sau membru si Presedinte al Consiliului de Administratie, aceasta putand fi consultata si completata in termenul mentionat in convocator;</li> <li>- <b>Proiectele de hotarari</b> pentru punctele de pe ordinea de zi a Adunarii Generale Ordinare a Actionarilor.</li> </ul>	<p><b><u>c) Documents related to the Ordinary General Meeting of Shareholders of the Company</u></b></p> <p>Starting with <b>06.11.2015</b>, the following documents may be downloaded from the Company's website <b>www.bvb.ro</b>, 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:</p> <ul style="list-style-type: none"> <li>- <b>Convening Notice for the Ordinary General Meeting of Shareholders</b> (available in Romanian and English);</li> <li>- <b>Special Power of Attorney - forms</b> 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);</li> <li>- <b>Correspondence Voting Ballots - forms</b> 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);</li> <li>- <b>Reasoning documents and materials</b> related to the items on the agenda of the meeting;</li> <li>- <b>The list</b> with the information regarding the name, domicile town and professional qualification for the <b>persons proposed</b> to be elected as member or member and President of the Board of Directors, this being available for consultation and completion within the deadline mentioned in the convening notice;</li> <li>- <b>Draft resolutions</b> for the items on the agenda of the Ordinary General Meeting of Shareholders.</li> </ul>

<p>Daca va fi cazul, ordinea de zi revizuita va fi comunicata, <b>incepand cu data de 02.12.2015</b>, potrivit prevederilor legale.</p>	<p>If the case would be, the updated agenda shall be published <b>starting with 02.12.2015</b>, in compliance with the legal provisions.</p>
<p><b><u>d) Imputernicirile generale</u></b></p> <p>Inainte de prima lor utilizare, Imputernicirile generale se vor depune/expedia, in copie, cuprinzand mentiunea conformitatii cu originalul sub semnatura reprezentantului, astfel incat acestea sa fie inregistrate ca primate la registratura Societatii <b>pana la data de 12.12.2015, ora 10:00 a.m.</b>, mentionand pe plic in clar „Pentru Adunarea Generala Ordinara a Actionarilor din data de 14/15.12.2015”. Imputernicirile generale in copie certificata vor fi retinute de Societate, facandu-se mentiune despre acestea in procesul-verbal al adunarii generale. Imputernicirile generale sunt valabile pentru o perioada care nu va putea depasi 3 ani.</p> <p>Imputernicirile generale pot fi transmise si prin e-mail cu semnatura electronica extinsa, 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 <b>pana la data de 12.12.2015, ora 10:00 a.m.</b>, la adresa: <a href="mailto:actionariat@bvb.ro">actionariat@bvb.ro</a>, mentionand la subiect „Pentru Adunarea Generala Ordinara a Actionarilor din data de 14/15.12.2015”.</p> <p>Pentru validitatea mandatului, mandatarul trebuie sa aiba calitatea fie de intermediar (in conformitate cu prevederile art. 2 alin. (1) pct. (14) din Legea nr. 297/2004) fie de avocat, iar actionarul este client al acestora. De asemenea, mandatarul nu trebuie sa se afle intr-un conflict de interese, cum ar fi:</p> <ol style="list-style-type: none"> <li>este actionar majoritar al BVB sau al unei alte entitati, controlata de respectivul actionar;</li> <li>este membru al unui organ de administrare, de conducere sau de supraveghere al BVB, al unui actionar majoritar sau al unei entitati controlata de respectivul actionar;</li> <li>este un angajat sau un auditor al societatii ori al unui actionar majoritar sau al unei entitati controlata de respectivul actionar;</li> <li>este sotul, ruda sau afinul pana la gradul al patrulea inclusiv al uneia dintre persoanele fizice prevazute mai sus.</li> </ol> <p>Mandatarul nu poate fi substituit de o alta persoana. Daca mandatarul este o persoana juridica, aceasta poate sa isi exercite mandatul primit prin intermediul oricarei persoane ce face parte din organul de administrare sau conducere sau dintre angajatii sai.</p> <p>Impreuna cu Imputernicirea generala, actionarii vor transmite Societatii declaratia pe proprie raspundere data de reprezentantul legal al intermediarului sau de avocatul care a primit imputernicirea de reprezentare, semnata in original si, dupa caz, stampilata, din care sa reiasa ca:</p> <ol style="list-style-type: none"> <li>imputernicirea este data de respectivul actionar, in calitate de client, intermediarului sau, dupa caz, avocatului;</li> <li>imputernicirea generala este semnata de actionar, inclusiv prin atasare de semnatura electronica extinsa, daca este cazul.</li> </ol>	<p><b><u>d) General Powers of Attorney</u></b></p> <p>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 <b>until 12.12.2015, at 10:00 a.m.</b>, clearly mentioning on the envelope „For the Ordinary General Meeting of Shareholders as of 14/15.12.2015”. General Powers of Attorney, in certified copies, will be retained by the Company, mentioning about this in the minutes of the Ordinary General Meeting of Shareholders. General Powers of Attorney are valid for a period which will not exceed 3 years.</p> <p>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, so that to be registered as received to the Company’s registration desk <b>until 12.12.2015, at 10:00 a.m.</b>, at the address: <a href="mailto:actionariat@bvb.ro">actionariat@bvb.ro</a>, mentioning to the subject: „For the Ordinary General Meeting of the Shareholders as of 14/15.12.2015”.</p> <p>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 (14) of Law no. 297/2004) or lawyer and the shareholder should be client of it. Also, the proxy should not be in a conflict of interest like:</p> <ol style="list-style-type: none"> <li>is a major shareholder of the Company, or another entity controlled by such shareholder;</li> <li>is a member of the administrative, management or supervisory body of the Company, of a majority shareholder or controlled entity, as provided in subparagraph a);</li> <li>is an employee or an auditor of the Company or of a majority shareholder or controlled entity, as provided in subparagraph a);</li> <li>is the spouse, relative or affinitive up to the fourth degree of one of the individuals referred to in subparagraph a) -c).</li> </ol> <p>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.</p> <p>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:</p> <ol style="list-style-type: none"> <li>the Power of Attorney is given by the respective shareholder, in its capacity as client, to the intermediary or, as the case lawyer;</li> <li>the general Power of Attorney is signed by the shareholder, including by attaching an extended electronic signature, if the case.</li> </ol>

<p>Calitatea de actionar, precum si, in cazul actionarilor persoane juridice sau a entitatilor fara personalitate juridica, calitatea de reprezentant legal se constata pe baza urmatoarelor documente prezentate Societatii de catre actionar, emise de Depozitarul Central S.A. sau de participantii definiti la art. 168 alin. (1) lit. b) din Legea nr. 297/2004 care furnizeaza servicii de custodie:</p> <p>a) extrasul de cont din care rezulta calitatea de actionar si numarul de actiuni detinute;</p> <p>b) documente care atesta inscrierea informatiei privind reprezentantul legal la Depozitarului Central S.A./ respectivii participantii.</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>Verificarea si validarea Imputernicirilor generale depuse la Societate se va face de catre secretarii tehnici desemnati potrivit legii, acestia urmand a pastra in siguranta inscrisurile.</p>	<p>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:</p> <p>a) the account statement, which shows the quality as shareholder and the number of shares owned;</p> <p>b) documents attesting the enrolment of the information regarding the legal representative with Depozitarul Central S.A./ respective participants.</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>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.</p>
<p><b><u>e) Imputernicirile speciale si Buletinele de vot prin corespondenta</u></b></p> <p>Imputernicirile 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”).</p> <p>Pentru punctele 1, 4, 5 si 6 de pe ordinea de zi, se vor folosi formularele de Imputernicire speciala/ Buletin de vot prin corespondenta dedicate acestor puncte, disponibilizate de Societate.</p> <p>Pentru punctele 2 si 3 de pe ordinea de zi, pentru care votul este secret, se vor folosi formularele de Imputernicire speciala/ Buletin de vot prin corespondenta dedicate acestor puncte, disponibilizate, de asemenea, de Societate.</p> <p>Calitatea de actionar, precum si, in cazul actionarilor persoane juridice sau a entitatilor fara personalitate juridica, calitatea de reprezentant legal al actionarilor persoane juridice se constata in baza listei actionarilor BVB de la data de referinta, primita de la Depozitarul Central SA.</p> <p>In situatia in care: a) actionarii persoane fizice nu si-au inregistrat in sistemul Depozitarului Central S.A. datele de identificare valabile si actualizate, atunci vor prezenta si copia actului de identitate actualizat (buletin/carte de identitate/ Pasaport/ permis de sedere); b) reprezentantul legal al actionarilor persoane juridice nu este mentionat in lista actionarilor BVB de la data de referinta primita de la Depozitarul Central S.A., atunci vor prezenta si un document oficial care atesta calitatea de reprezentant legal al semnatarului Imputernicirii 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).</p>	<p><b><u>e) The special Powers of Attorney and the Correspondence Voting Ballots</u></b></p> <p>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”).</p> <p>For the items 1, 4, 5 and 6 on the agenda, there shall be used the formats of special Power of Attorney/ Correspondence Voting Ballot dedicated to these items, made available by the Company. For the items 2 and 3 on the agenda, there shall be used the formats of special Power of Attorney/ Correspondence Voting Ballot dedicated to these items, made available also by the Company.</p> <p>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 SA.</p> <p>In case: a) the shareholders – natural persons did not registered in the system of Depozitarul Central SA 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 SA, then they will 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).</p> <p>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.</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.

La completarea Imputernicirilor 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 incepand cu data de **02.12.2015**. In aceasta ipoteza, Imputernicirile speciale/ Buletinele de vot prin corespondenta vor fi actualizate si disponibilizate prin metodele aratate la pct. c) incepand cu data de **02.12.2015**.

Imputernicirea speciala/ Buletinul de vot prin corespondenta dedicate punctelor 2 si 3 de pe ordinea de zi, completate de actionari cu optiunile de vot ale acestora („Pentru”, „Impotriva” sau „Abtinere”) pentru fiecare candidat pentru Consiliul de Administratie al BVB, semnate, in original, se vor introduce intr-un plic separat, inchis, mentionand pe plic in clar „Confidential - Instructiuni de vot secret pentru Adunarea Generala Ordinara a Actionarilor din data de 14/15.12.2015” si care va fi introdus, la randul lui, in plicul continand Imputernicirea speciala/ Buletinul de vot prin corespondenta dedicate celorlalte puncte de pe ordinea de zi si documentele aferente; acestea vor fi transmise pentru a fi inregistrate la registratura Societatii **pana cel tarziu in data de 12.12.2015**, ora 10:00 a.m. mentionand pe plic in clar „Pentru Adunarea Generala Ordinara a Actionarilor din data de 14/15.12.2015”.

Imputernicirile speciale si Buletinele de vot prin corespondenta pot fi transmise si prin e-mail cu semnatura electronica extinsa, conform Legii nr. 455/2001 privind semnatura electronica, republicata, precum si conform reglementarilor CNVM/ ASF, astfel incat sa fie inregistrate ca primate la registratura Societatii **pana la data de 12.12.2015, ora 10:00 a.m.**, la adresa: [actionariat@bvb.ro](mailto:actionariat@bvb.ro), mentionand la subiect „Pentru Adunarea Generala Ordinara a Actionarilor din data de 14/15.12.2015”. Imputernicirea speciala/ Buletinul de vot prin corespondenta dedicate punctelor 2 si 3 de pe ordinea de zi , completate de actionari cu optiunile de vot ale acestora („Pentru”, „Impotriva” sau „Abtinere”) pentru fiecare candidat pentru Consiliul de Administratie al BVB, semnate, se vor transmite intr-un e-mail separat, cu semnatura electronica extinsa, mentionand la subiect „Confidential - Instructiuni de vot secret pentru Adunarea Generala Ordinara a Actionarilor din data de 14/15.12.2015”

Imputernicirile 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.

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 Ordinary General Meeting of Shareholders or proposals of resolutions could be added, in which case the updated agenda shall be published on starting with **02.12.2015**. In this case, the special Powers of Attorney/ Correspondence Voting Ballots shall be updated and published as described at letter c) starting with **02.12.2015**.

The special Power of Attorney/ Correspondence Voting Ballot dedicated to items 2 and 3 on the agenda, filled in by the shareholders with their voting options (“For”, “Against”, “Abstention”) for each candidate for the BVB Board of Directors, 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 14/15.12.2015”, 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 and the related documents; these shall be sent as to be registered with the Company registration desk **no later than 12.12.2015**, at 10:00 a.m., clearly mentioning on the envelope „For the Ordinary General Meeting of Shareholders as of 14/15.12.2015”.

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, so that to be registered as received to the Company’s registration desk **until 12.12.2015, 10:00 a.m.**, at the address: [actionariat@bvb.ro](mailto:actionariat@bvb.ro), mentioning to the subject: „For the Ordinary General Meeting of the Shareholders as of 14/15.12.2015”. The special Power of Attorney/ Correspondence Voting Ballot dedicated to items 2 and 3 on the agenda, filled in by the shareholders with their voting options (“For”, “Against”, “Abstention”) for each candidate for the BVB Board of Directors, signed, shall be sent within a separate e-mail, with extended electronic signature, clearly mentioning on the subject “Confidential – Secret voting instructions for the Ordinary General Meeting of Shareholders as of 14/15.12.2015”

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 Ordinary General Meeting of Shareholders.

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.



<p>Centralizarea, verificarea si tinerea evidentei Buletinelor de vot prin corespondenta, precum si verificarea si validarea Imputernicirilor 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 subiectelor corespunzatoare aferente ordinii de zi.</p>	
<p><b><u>f) 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</u></b></p> <p>Actionarii reprezentand, individual sau impreuna, cel putin 5% din capitalul social al Societatii, au dreptul, in conditiile legii, sa solicite introducerea de <b>noi puncte pe ordinea de zi</b> 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 <b>23.11.2015, ora 18:00</b>, mentionand pe plic in clar „Pentru Adunarea Generala Ordinara a Actionarilor din data de 14/15.12.2015”.</p> <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><b><u>f) 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</u></b></p> <p>The shareholders representing, individually or collectively, at least 5% of the Company’s share capital, have the right to introduce <b>new items on the agenda</b> 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 desk until <b>23.11.2015, at 18:00</b>, clearly mentioning on the envelope „For the Ordinary General Meeting of Shareholders as of 14/15.12.2015”.</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><b><u>g) Dreptul actionarilor de a adresa intrebari referitoare la ordinea de zi</u></b></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 <b>pana la data de 24.11.2015, ora 10:00 a.m.</b></p> <p>Intrebarile vor fi transmise in scris si vor fi depuse/expediate mentionand pe plic in clar „Pentru Adunarea Generala Ordinara a Actionarilor din data de 14/15.12.2015”.</p> <p>Raspunsurile vor fi disponibile pe website-ul Societatii <b>www.bvb.ro</b>, Sectiunea Relatia cu Investitorii/Adunarea Generala a Actionarilor, incepand cu data de <b>09.12.2015, ora 18:30</b>.</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><b><u>g) The shareholders right to ask questions concerning the agenda</u></b></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 desk <b>until 24.11.2015, at 10:00 a.m.</b></p> <p>The questions shall be submitted in written and shall be deposited/posted clearly mentioning on the envelope „For the Ordinary General Meeting of Shareholders as of 14/15.12.2015”.</p> <p>The answers shall be available on the Company’s website <b>www.bvb.ro</b>, Investors Relations/General Meeting of Shareholders Section, starting with <b>09.12.2015, at 18:30</b>.</p> <p>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.</p>
<p>Pentru exercitiul valid al drepturilor mentionate la lit. f) si g), actionarii vor transmite Societatii urmatoarele documente emise de Depozitarul Central S.A. sau de participantii definiti la art. 168 alin. (1) lit. b) din Legea nr. 297/ 2004 care furnizeaza servicii de custodie:</p> <p>a) extrasul de cont din care rezulta calitatea de actionar si numarul de actiuni detinute;</p> <p>b) documente care atesta inscrierea informatiei privind reprezentantul legal la Depozitarul Central S.A./ respectivii participanti.</p>	<p>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:</p> <p>a) the account statement, which shows the quality as shareholder and the number of shares owned;</p> <p>b) documents attesting the enrolment of the information regarding the legal representative with Depozitarul Central S.A./ respective participants.</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>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 Secretariat General in fiecare zi lucratoare, intre orele 9:00-18:00, la telefon 021 - 307.95.00, precum si de pe website-ul Societatii <b>www.bvb.ro</b>, Sectiunea Relatia cu Investitorii/Adunarea Generala a Actionarilor.</p>	<p>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 <b>www.bvb.ro</b>, Investor Relations/General Meeting of Shareholders Section.</p>
<p><b>CONSILIUL DE ADMINISTRATIE/ BOARD OF DIRECTORS,</b></p> <p><b>Presedinte/ President</b>  <b>DI./Mr. Lucian – Claudiu Anghel</b></p>	