



BURSA DE VALORI BUCUREȘTI S.A.

Nr. 3355/23 Martie 2015

Catre: **AUTORITATEA DE SUPRAVEGHERE FINANCIARA**
Sectorul Instrumentelor si Investitiilor Financiare
Fax: 021- 659.60.51

BURSA DE VALORI BUCURESTI S.A. – Piata Reglementata
Fax: 021- 256.92.76

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: 23.03.2015

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: Convocarea Adunarii Generale Ordinare a Actionarilor stabilita pentru data de 27/28 aprilie 2015

Consiliul de Administratie al Societatii BURSA DE VALORI BUCURESTI S.A. (denumita in continuare „Societatea”), reunit in sedinta din data de 23 martie 2015, 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 27.04.2015, 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 **17.04.2015**, 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 **28.04.2015, de la ora 10:00**, la aceeasi locatie, cu aceeasi ordine de zi si cu aceeasi Data de Referinta.

Anexa: convocatorul Adunarii Generale Ordinare a Actionarilor din data de 27/28 aprilie 2015.

Nu mai sunt alte evenimente importante de raportat.

Alin Barbu
Director General Adjunct

<p style="text-align: center;">CONVOCARE</p> <p>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”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;">CONVENING NOTICE</p> <p>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, 2nd District (hereinafter referred to as the „Company”or “BVB”),</p>
<p>In temeiul Legii societatiilor 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 societatiilor 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 Association,</p>
<p style="text-align: center;">CONVOACA:</p>	<p style="text-align: center;">CONVENES:</p>
<p>Adunarea Generala Ordinara a Actionarilor Societatii, in Mun. Bucuresti, Sector 2, Bd. Carol I nr. 34-36, etaj 2, sala Millenium, in data de 27.04.2015, 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 17.04.2015, considerata Data de Referinta pentru aceasta adunare.</p>	<p>The Ordinary General Meeting of Shareholders of the Company, in Bucharest, 2nd District, 34-36 Carol I Bd., 2nd floor, Millenium Hall, on April 27, 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 April 17, 2015, considered as Reference Date for this meeting.</p>
<p>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 28.04.2015, de la ora 10:00 la aceeasi adresa, cu aceeasi ordine de zi si Data de Referinta.</p>	<p>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 April 28, 2015, starting at 10:00 a.m., at the same address, with the same agenda and Reference Date.</p>
<p style="text-align: center;">ORDINEA DE ZI A ADUNARII GENERALE ORDINARE A ACTIONARILOR:</p>	<p style="text-align: center;">AGENDA OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS:</p>
<p>1. Prezentarea, discutarea si aprobarea situatiilor financiare anuale individuale ale Societatii incheiate la 31.12.2014, pe baza Raportului consiliului de administratie si a Raportului auditorului financiar al Societatii, intocmite pentru exercitiul financiar 2014.</p>	<p>1.Presentation, discussion and approval of the annual individual financial statements of the Company as of December 31, 2014, based on the Report of administrators and the Report of financial auditor of the Company, drafted for the financial year of 2014.</p>
<p>2. Aprobarea modului de repartizare a profitului Societatii realizat in anul 2014 in suma de 11.896.005 lei, astfel: alocarea sumei de 707.481 lei pentru rezerva legala si distribuirea sumei de 11.188.524 lei ca dividende. Aprobarea fixarii unui dividend brut/actiune de 1,4579 lei.</p>	<p>2. Approval the distribution of Company profit achieved in 2014, amounting RON 11,896,005 as follows: the disbursement of RON 707,481 for legal reserve and distribution of RON 11,188,524 as dividends. Approval of a gross dividend per share of RON 1.4579.</p>
<p>3. Aprobarea descarcarii de gestiune a administratorilor Societatii pentru activitatea desfasurata in exercitiul financiar 2014, pe baza rapoartelor prezentate.</p>	<p>3. Approval of the discharge of liability of the Company administrators for their activity carried out during the financial year 2014, based on the presented reports.</p>

<p>4.a) Aprobarea remuneratiilor administratorilor Societatii pentru exercitiul financiar 2015. b) Aprobarea recompensarii administratorilor Societatii pentru exercitiul financiar 2014.</p>	<p>4.a) Approval of the allowances of the Company administrators for 2015. b) Approval of the recompensation of the Company administrators for 2014.</p>
<p>5. Prezentarea, discutarea si aprobarea Bugetului de Venituri si Cheltuieli si a Planului de afaceri pentru anul 2015.</p>	<p>5. Presentation, discussion and approval of the Revenues and Expenses Budget and Business Plan for 2015.</p>
<p>6. Aprobarea datei de 05.06.2015 ca Data de Inregistrare, conform art. 238 alin. (1) din Legea nr. 297/2004 privind piata de capital, cu modificarile si completarile ulterioare.</p>	<p>6. Approval of June 5, 2015 as Registration Date, according to art. 238 (1) of the Law no. 297/2004 regarding the capital market, as amended and supplemented.</p>
<p>7. Aprobarea datei de 04.06.2015 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>7. Approval of June 4, 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>8. Aprobarea datei de 09.06.2015 ca Data Platii.</p>	<p>8. Approval of June 9, 2015 as the Payment Date.</p>
<p>9. Mandatarea Directorului General al Societatii, dl. Ludwik Leszek Sobolewski, cu posibilitatea de substituie, 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>9. Empower 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) <u>Dreptul actionarilor de a participa la Adunarea Generala Ordinara a Actionarilor</u></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 (17.04.2015), conform prevederilor legale si ale Actului Constitutiv, personal (prin reprezentantii legali) sau prin reprezentant (pe baza de Imputernicire (Procura) speciala sau generala), 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</p>	<p>a) <u>The right of the shareholders to participate to the Ordinary General Meeting of Shareholders</u></p> <p>Only shareholders who are registered with the Company’s Shareholders Registry at the Reference Date (April 17, 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 or general Power of Attorney), considering the legal constraints, or by correspondence, prior to the Ordinary General Meeting of Shareholders (based on a Correspondence Voting Ballots).</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</p>

<p>identitate/carte de identitate pentru cetatenii romani sau, dupa caz, pasaport/legitimatie de sedere pentru cetatenii straini).</p> <p>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 S.A. Cu toate acestea, daca actionarul nu a informat la timp Depozitarul Central S.A. 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 S.A., atunci vor 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.</p> <p>Reprezentantii actionarilor persoane 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 Imputernicirea (Procura) speciala sau generala semnata de catre actionarul persoana fizica.</p> <p>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 Imputernicirea (Procura) speciala sau generala 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 S.A. Cu toate acestea, daca actionarul nu a informat la timp Depozitarul Central S.A. 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 S.A., atunci vor 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.</p> <p>Informatii privind Imputernicirile (Procurile) speciale si generale si votul prin corespondenta sunt mentionate la pct. c) si d) 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>citizens or, as the case may be, Passport/Residence Permit for the foreign citizens).</p> <p>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 S.A. However, if the shareholder has not informed Depozitarul Central S.A. in relation to his legal representative or if this information is not included in the BVB list of shareholders at the reference date provided by Depozitarul Central S.A., then they must present an official document attesting the legal representative of the respective shareholders - legal persons, in original or certified copy, not older than 3 months before the date of publication of the convening notice.</p> <p>The representatives of the shareholders - 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 or general Power of Attorney signed by the shareholder - natural person.</p> <p>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 or general 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 S.A. However, if the shareholder has not informed Depozitarul Central S.A. in relation to his legal representative or if this information is not included in the BVB list of shareholders at the reference date provided by Depozitarul Central S.A., then they must present an official document attesting the legal representative of the respective shareholders - legal persons, in original or certified copy, not older than 3 months before the date of publication of the convening notice.</p> <p>Information concerning the special and general Powers of Attorney and the votes by correspondence is enclosed at points c) and d) 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><u>b) Documentele aferente si in legatura cu ordinea de zi a Adunarii Generale Ordinare a Actionarilor Societatii</u></p> <p>Incepand cu data de 23.03.2015, 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 Imputerniciri (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 	<p><u>b) Documents related to the Ordinary General Meeting of Shareholders of the Company</u></p> <p>Starting with March 23, 2015, 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

<p>pe ordinea de zi (disponibile in limba romana si limba engleza);</p> <ul style="list-style-type: none"> - 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>Daca va fi cazul, ordinea de zi revizuita va fi comunicata, incepand cu data de 14.04.2015, potrivit prevederilor legale.</p>	<p>(available in Romanian and English);</p> <ul style="list-style-type: none"> - Correspondence Voting Ballots - 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>If the case would be, the updated agenda shall be published starting with April 14, 2015, in compliance with the legal provisions.</p>
<p><u>c) Imputernicirile generale</u></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 primite la registratura Societatii pana la data de 25.04.2015, ora 10:00, mentionand pe plic in clar „Pentru Adunarea Generala Ordinara a Actionarilor din data de 27/28.04.2015”. 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 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 primite la registratura Societatii pana la data de 25.04.2015, ora 10:00, la adresa: actionariat@bvb.ro, mentionand la subiect „Pentru Adunarea Generala Ordinara a Actionarilor din data de 27/28.04.2015”.</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> <ul style="list-style-type: none"> a) este actionar majoritar al BVB, sau al unei alte entitati, controlata de respectivul actionar; b) 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; c) este un angajat sau un auditor al societatii ori al unui actionar majoritar sau al unei entitati controlata de respectivul actionar; d) este sotul, ruda sau afinul pana la gradul al patrulea inclusiv al uneia dintre persoanele fizice prevazute mai sus. <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 si dovada ca mandatarul are calitatea fie de</p>	<p><u>c) General Powers of Attorney</u></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 until April 25, 2015, at 10:00 a.m., clearly mentioning on the envelope „For the Ordinary General Meeting of the Shareholders as of April 27/28, 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 the 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 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 desk until April 25, 2015, at 10:00 a.m., at the address: actionariat@bvb.ro, mentioning to the subject: „For the Ordinary General Meeting of the Shareholders as of April 27/28, 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> <ul style="list-style-type: none"> a) is a major shareholder of the Company, or another entity controlled by such shareholder; b) 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); c) is an employee or an auditor of the Company or of a majority shareholder or controlled entity, as provided in subparagraph a); d) is the spouse, relative or affiliates up to the fourth degree of one of the individuals referred to in subparagraph a) -c). <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 the proof that the proxy acts as either an</p>

<p>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.</p> <p>Totodata, actionarii persoane fizice vor transmite Societatii si copia actului de identitate al acestora (BI/CI/Pasaport/Legitimatie de sedere).</p> <p>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 S.A. Cu toate acestea, daca actionarii nu au informat la timp Depozitarul Central S.A. in legatura cu reprezentantul lor legal sau nu este mentionata aceasta informatie in lista actionarilor BVB de la data de referinta primita de la Depozitarul Central S.A., atunci actionarii persoane juridice 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>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>intermediary (according to the provisions of art. 2 para. (1) point (14) of Law no. 297/2004) or a lawyer and the shareholder is client of the such proxy.</p> <p>Moreover, the shareholders – natural person shall also submit to the Company a copy of their identity document (BI/CI/Passport/Residence Permit).</p> <p>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 S.A. However, if the shareholder has not informed Depozitarul Central S.A. in relation to his legal representative or if this information is not included in the BVB list of shareholders at the reference date provided by Depozitarul Central S.A., then they must present an official document attesting the capacity as legal representative of the signatory (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 Shareholders Meeting).</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>
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d) Imputernicirile (Procurile) speciale si Buletinele de vot prin corespondenta

Dupa completarea si semnarea Imputernicirilor (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. b), cate un exemplar original al Imputernicirii (Procurii) speciale/Buletinului de vot prin corespondenta, dupa caz, se va depune/expedia, astfel incat acesta sa fie inregistrat ca primit la registratura Societatii **pana la data de 25.04.2015, ora 10:00**, mentionand pe plic in clar „Pentru Adunarea Generala Ordinara a Actionarilor din data de 27/28.04.2015”.

Imputernicirile (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 primite la registratura Societatii **pana la data de 25.04.2015, ora 10:00**, la adresa: actionariat@bvb.ro, mentionand la subiect „Pentru Adunarea Generala Ordinara a Actionarilor din data de 27/28.04.2015”. Imputernicirile (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.

Imputernicirile (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. d), actionarii persoane fizice vor transmite Societatii si copia actului de identitate al actionarului persoana fizica (BI/CI/Pasaport/Legitimatie de sedere). 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 S.A. Cu toate acestea, daca actionarii nu au informat la timp Depozitarul Central S.A. in legatura cu reprezentantul lor legal sau nu este mentionata aceasta informatie in lista actionarilor BVB de la data de referinta primita de la Depozitarul Central S.A., atunci actionarii persoane juridice 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).

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 (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 incepand cu data de **14.04.2015**. In aceasta ipoteza, Imputernicirile (Procurile)

d) The special Powers of Attorney and the Correspondence Voting Ballots

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 Ballots – forms being made available by the Company according to letter b) one original of the special Powers of Attorney/ Correspondence Voting Ballots, as the case, shall be deposited/sent, so that to be registered as received to the Company’s registration desk **until April 25, 2015, 10:00 a.m.**, clearly mentioning on the envelope „For the Ordinary General Meeting of Shareholders as of April 27/28, 2015”.

The special Powers of Attorney and the Correspondence Voting Ballots 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 desk **until April 25, 2015, 10:00 a.m.**, at the address: actionariat@bvb.ro, mentioning to the subject: „For the Ordinary General Meeting of the Shareholders as of April 27/28, 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 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”).

For the valid exercise of the rights stipulated at letter d), the shareholders – natural persons shall also submit to the Company a copy of the identity document of the shareholder - natural person (BI/CI/Passport/Residence Permit). 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 S.A. However, if the shareholder has not informed Depozitarul Central S.A. in relation to his legal representative or if this information is not included in the BVB list of shareholders at the reference date provided by Depozitarul Central S.A., then they must present an official document attesting the capacity as legal representative of the signatory (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).

Any documents submitted in a foreign language, other than English (except for identity documents valid in Romania) shall be accompanied by the authorized translation thereof into Romanian or English language.

When filling in the special Powers of Attorney/ Correspondence Voting Ballots, the shareholders are asked to consider that new items on the agenda of the Ordinary General Meeting of Shareholders or proposals of resolutions could be added, in which case the updated agenda shall be published on starting with **April 14, 2015**. In this case, the special Powers of Attorney/ Correspondence Voting Ballots shall be updated and

<p>speciale/Buletinele de vot prin corespondenta vor fi actualizate si disponibilizate prin metodele aratate la pct. b) incepand cu data de 14.04.2015.</p> <p>Institutiile de credit care presteaza servicii de custodie pentru actionarii Societatii pot semna si transmite Imputernicirile (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.</p> <p>In acest caz, Imputernicirile (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 Imputernicire (Procura) speciala, din care sa reiasa ca:</p> <ol style="list-style-type: none"> i) institutia de credit presteaza servicii de custodie pentru respectivul actionar; ii) instructiunile din Imputernicire (Procura) speciala sunt identice cu instructiunile din cadrul mesajului SWIFT primit de institutia de credit pentru a vota in numele respectivului actionar; iii) Imputernicirea (Procura) speciala este semnata de catre actionar. <p>Imputernicirile (Procurile) speciale/Buletinele de vot prin corespondenta si declaratia pe proprie raspundere data de institutia de credit care a primit imputernicirea de reprezentare prin Imputernicire (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.</p> <p>Centralizarea, verificarea si tinerea evidentei Buletinelor de vot prin corespondenta, precum si verificarea si validarea Imputernicirilor (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 subiectelor corespunzatoare aferente ordinii de zi.</p>	<p>published as described at letter b) starting with April 14, 2015.</p> <p>The custodian credit institutions may sign and hand over the special Powers of Attorney/ Correspondence Voting Ballots in the name of their clients, based on the rights conferred to them through custody contracts, as well as on the specific voting instructions received from such customers for the purpose of this Ordinary General Meeting of Shareholders.</p> <p>In this case, the special Powers of Attorney/ Correspondence Voting Ballots shall be accompanied by a statement issued by the credit institution which received the power of representation by special Power of Attorney, showing that:</p> <ol style="list-style-type: none"> 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 vote on behalf of that shareholder; iii) the special Power of Attorney is signed by the shareholder. <p>The special Powers of Attorney/ Correspondence Voting Ballots and the statement issued by the credit institution which received power of representation by special Power of Attorney 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.</p> <p>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>
<p><u>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</u></p> <p>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 10.04.2015, ora 11:00, mentionand pe plic in clar „Pentru Adunarea Generala Ordinara a Actionarilor din data de 27/28.04.2015”.</p>	<p><u>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</u></p> <p>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 desk until April 10, 2015, at 11:00, clearly mentioning on the envelope „For the Ordinary General Meeting of Shareholders as of April 27/28, 2015”.</p> <p>Each new item must be accompanied by a reasoning material</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>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 17.04.2015, ora 11:00.</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 27/28.04.2015”.</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 24.04.2015, 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 desk until April 17, 2015, at 11:00.</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 April 27/28, 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 April 24, 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 confidentiality and business interests of the Company.</p>
<p>Pentru exercitiul valid al drepturilor mentionate la lit. e) si f), actionarii persoane fizice vor transmite Societatii si copia actului de identitate al actionarului persoana fizica (BI/CI/Pasaport/Legitimatie de sedere).</p> <p>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 S.A. Cu toate acestea, daca actionarii nu au informat la timp Depozitarul Central S.A. in legatura cu reprezentantul lor legal sau nu este mentionata aceasta informatie in lista actionarilor BVB de la data de referinta primita de la Depozitarul Central S.A., atunci actionarii persoane juridice 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>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 – natural person shall also submit to the Company a copy of the identity document of the shareholder - natural person (BI/CI/Passport/Residence Permit).</p> <p>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 S.A. However, if the shareholder has not informed Depozitarul Central S.A. in relation to his legal representative or if this information is not included in the BVB list of shareholders at the reference date provided by Depozitarul Central S.A., then they must present an official document attesting the capacity as legal representative of the signatory (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>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>