



# BUCHAREST STOCK EXCHANGE

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

No. 9026/ 28.10.2016

## CONVENING NOTICE

**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**”), by the Board of Directors, named **Board of Governors**,

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,

### CONVENES:

**Extraordinary General Meeting of Shareholders of the Company**, in Bucharest, 2nd District, 34-36 Carol I Blvd., 2nd floor, Millenium Hall, on **14.12.2016**, 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 **25.11.2016**, **considered as Reference Date** for this meeting; in case that on the aforementioned date, by any reasons, the quorum requirements stipulated by the law and by the article 36 (1) of the Company’s Articles of Incorporation are not fulfilled, it 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 Extraordinary General Meeting of Shareholders of the Company on **15.12.2016**, starting at **10:00 a.m.**, at the same address, with the same agenda and Reference Date.

### AGENDA OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS:

1. The Report of the Board of Governors on the process of a potential merger with SIBEX - Sibiu Stock Exchange S.A.
2. Approval in principle of the merger with SIBEX-Sibiu Stock Exchange S.A. and the empowerment of the Board of Governors to take all measures and perform all administrative, economic, financial or legal operations deemed necessary or appropriate by the Board of Governors in order to implement the decision of approval in principle and to continue the endeavours regarding the project of the merger by absorption of SIBEX- Sibiu Stock Exchange S.A., according to the Report of the Board of Governors presented at item 1 of the agenda, such as, but not limited to: (i) set the date of the financial statements that will be used to determine the conditions of the potential merger; (ii) engage of consultants to conduct the process of due diligence on the activity of the companies involved in the merger; (iii) negotiate, draft, sign and publish the merger project of the Company with SIBEX - Sibiu Stock Exchange S.A.; (iv) fulfil the formalities required by law for merger with Trade Register etc.
3. Approval of: (i) 04.01.2017 as Registration Date, according to art. 238 (1) of the Law no. 297/2004 regarding the capital market, as amended and supplemented; (ii) 03.01.2017 as the “ex-date”, 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.
4. Empowering the Chief Executive Officer of the Company, Mr. Ludwik Leszek Sobolewski, with the right to delegate the powers, to: (i) execute and/or sign, on behalf of the Company and/or of the Company’s shareholders: the resolutions of the present Extraordinary General Meeting of Shareholders, any and all the decisions, documents, applications, forms and requests adopted/prepared

in order to or for the execution of the resolutions of the present Extraordinary General Meeting of Shareholders, in relation with any natural or legal person, private or public and to (ii) fulfill all the legal formalities for implementation, registration, publicity, opposability, execution and publishing of the resolutions made.

#### **a) The right of the shareholders to participate to the Extraordinary General Meeting of Shareholders**

Only shareholders who are registered with the Company's Shareholders Registry at the Reference Date are entitled to attend and cast their votes in the Extraordinary General Meeting of Shareholders of the Company, according to the legal provisions and Articles of Incorporation provisions, **in person** (by the legal representatives) or **by proxy** (based on a special or general Power of Attorney), considering the legal constraints, or **by correspondence**, prior to the Extraordinary General Meeting of Shareholders (based on a Correspondence Voting Ballot).

**The access and/or the vote by mail** of the shareholders entitled to attend the Extraordinary General Meeting of Shareholders is allowed by the simple proof of their identity made by, in case of shareholders who are natural persons, their identity document (identity card for the Romanian citizens or, as the case may be, Passport/ residence permit for the foreign citizens) and, in case of legal entities, based on the identity document of the legal representative (identity card for the Romanian citizens or, as the case may be, Passport/ residence permit for the foreign citizens).

**The representatives of the shareholders - natural persons** shall be identified based on their identity document (identity card for the Romanian citizens or, as the case may be, Passport/ residence permit for the foreign citizens), accompanied by the special or general Power of Attorney signed by the shareholder - natural person.

**The representatives of the shareholders - legal persons** shall prove their capacity based on their identity document (identity card for the Romanian citizens or, as the case may be, Passport/ residence permit for the foreign citizens), accompanied by the special or general Power of Attorney signed by the legal representative of the respective legal person.

The **quality as shareholder** and also, in case of shareholders - legal persons or entities without legal status, the **quality as legal representative** shall be acknowledged based on the BVB list of shareholders at the reference date, received from Depozitarul Central S.A.

In case: a) the shareholders – natural persons did not registered in the system of Depozitarul Central S.A. the valid and updated identification data, then they will present also a copy of the updated identity document (identity card/ Passport/ residence permit); b) the legal representative of the shareholders – legal persons is not mentioned in the list of BVB shareholders received from Depozitarul Central S.A., then they will present also an official document attesting the capacity as legal representative 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 Extraordinary General Meeting of Shareholders).

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

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

#### **b) Documents related to the Extraordinary General Meeting of Shareholders**

Starting with **01.11.2016**, the following documents may be downloaded from the Company's website **www.bvb.ro**, Investors Relations/General Meeting of Shareholders Section, or may obtain, upon request, in any business day, during 09:00 – 18:00, at the Company's headquarter, via fax or by mail:

- **Convening Notice for the Extraordinary General Meeting of Shareholders** (available in

Romanian and English);

- **Special Power of Attorney - forms** for the representation of the shareholders in the Extraordinary General Meeting of Shareholders, which shall be updated if new items or proposals of resolutions will be inserted on the agenda (available in Romanian and English);
- **Correspondence Voting Ballots - forms** for the participation and voting of the shareholders in the Extraordinary 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 Extraordinary General Meeting of Shareholders.

If the case would be, the updated agenda shall be published **starting with 24.11.2016**, in compliance with the legal provisions.

### c) General Powers of Attorney

Before their first use, general Powers of Attorney shall be deposited/sent, in copy, containing the mention of conformity with the original under the signature of the representative, as to be registered as received with Company registration desk **until 12.12.2016, at 10:00 a.m.**, clearly mentioning on the envelope „For the Extraordinary General Meeting of Shareholders as of 14/15.12.2016”. General Powers of Attorney, in certified copies, will be retained by the Company, mentioning about this in the minutes of the Extraordinary General Meeting of Shareholders. General Powers of Attorney are valid for a period which will not exceed 3 years.

General Powers of Attorneys may be sent also by e-mail with extended electronic signature, in compliance with Law no. 455/2001 on digital signature, as amended and supplemented, and according to the regulations of CNVM/ ASF, at the address [actionariat@bvb.ro](mailto:actionariat@bvb.ro), so that to be registered as received to the Company's registration desk **until 12.12.2016, at 10:00 a.m.**, mentioning to the subject: „For the Extraordinary General Meeting of the Shareholders as of 14/15.12.2016”.

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:

- 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 affinitive up to the fourth degree of one of the individuals referred to in subparagraph a) -c).

The proxy cannot be substituted by another person. Given that the empowered person is a legal entity, it may exercise its mandate received by any person belonging to the administrative or management body or of its employees.

Together with the general Power of Attorney, the shareholders shall submit to the Company the statement issued by the legal representative of the intermediary or lawyer who received the power of representation, signed, in original and, as the case, stamped, which to confirm that:

- i) the Power of Attorney is given by the respective shareholder, in its capacity as client, to the intermediary or, as the case lawyer;
- ii) the general Power of Attorney is signed by the shareholder, including by attaching an extended electronic signature, if the case.

The quality as shareholder and also, in case of shareholders - legal persons or entities without legal status, the quality as legal representative shall be acknowledged based on the following documents submitted by the shareholder to the Company and issued by Depozitarul Central S.A. or the participants, as they are defined by the art. 168 para. 1 letter b) of Law no. 297/2004 which provide

custody services:

- a) the account statement, which shows the quality as shareholder and the number of shares owned;
- b) documents attesting the enrolment of the information regarding the legal representative with Depozitarul Central S.A./ respective participants.

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

The verification and validation of the general powers of attorney shall be made by the technical secretaries appointed according to the law, they are going to keep the documents safely.

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

The special Powers of Attorney and Correspondence Voting Ballots shall have the form issued by the Company and shall indicate the vote for each item on the agenda (meaning vote “For”, vote “Against” or vote “Abstention”).

The quality as shareholder and also, in case of shareholders - legal persons or entities without legal status, the quality as legal representative shall be acknowledged based on the list of BVB shareholders for the reference date received from Depozitarul Central S.A.

In case: a) the shareholders – natural persons did not registered in the system of Depozitarul Central S.A. the valid and updated identification data, then they will present also a copy of the updated identity document (identity card/ Passport/ residence permit); b) the legal representative of the shareholders – legal persons is not mentioned in the list of BVB shareholders received from Depozitarul Central S.A., then they will present also an official document attesting the capacity as legal representative of the signatory of the special Power of Attorney (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 Extraordinary 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 Extraordinary General Meeting of Shareholders or proposals of resolutions could be added, in which case the updated agenda shall be published **starting with 24.11.2016**. In this case, the special Powers of Attorney/ Correspondence Voting Ballots shall be updated and published as described at letter b) **starting with 24.11.2016**.

The special Powers of Attorney/ Correspondence Voting Ballots filled in by the shareholders with their voting options (“For”, “Against”, “Abstention”), signed, in original, and the related documents shall be deposited/sent, as to be registered with the Company registration desk **no later than 12.12.2016, at 10:00 a.m.**, clearly mentioning on the envelope “For the Extraordinary General Meeting of Shareholders as of 14/15.12.2016”.

The special Powers of Attorney and the Correspondence Voting Ballots filled in by the shareholders with their voting options (“For”, “Against”, “Abstention”), signed, and the related documents shall be sent also by e-mail with extended electronic signature, in compliance with Law no. 455/2001 on digital signature, republished, and according to the regulations of CNVM/ ASF, at the address: [actionariat@bvb.ro](mailto:actionariat@bvb.ro), clearly mentioning on the subject “For the Extraordinary General Meeting of the Shareholders as of 14/15.12.2016”, so that to be registered as received to the Company’s registration desk **until 12.12.2016, 10:00 a.m.**

The special Powers of Attorney and Correspondence Voting Ballots which are not registered as received to the Company’s registration desk until the aforementioned deadlines shall not be counted





for the attendance and voting quorum to the Extraordinary 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.

**e) The shareholders rights to introduce additional items on the agenda and to make new resolution proposals for the existing or proposed items to be included on the agenda**

The shareholders representing, individually or collectively, at least 5% of the Company's share capital, have the right to introduce **new items on the agenda** of the Extraordinary General Meeting of Shareholders, as well as to make new resolution for the items included or proposed to be included on its agenda, by recommended letter with receiving confirmation/by courier, so that to be registered as received to the Company's registration desk **until 17.11.2016, at 10:00**, clearly mentioning on the envelope „For the Extraordinary General Meeting of Shareholders as of 14/15.12.2016”.

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

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

Any interested shareholder has the right to submit written questions regarding the items included on the agenda of the Extraordinary General Meeting of Shareholders, so that to be registered as received to the Company's registration desk **until 17.11.2016, at 10:00**.

The questions shall be submitted in written and shall be deposited/posted clearly mentioning on the envelope „For the Extraordinary General Meeting of Shareholders as of 14/15.12.2016”.

The answers shall be available on the Company's website **www.bvb.ro**, Investors Relations/General Meeting of Shareholders Section, **starting with 09.12.2016, at 18:30**.

The right to submit questions and the Company's obligation to respond shall be subject to the protection of confidentiality and business interests of the Company.

For the valid exercise of the rights stipulated at letters e) and f), the shareholders shall submit to the Company the following documents issued by Depozitarul Central S.A. or by the participants defined in art. 168 para. (1) letter b) of the Law no. 297/2004 which provide custody services:

- a) the account statement, which shows the quality as shareholder and the number of shares owned;
- b) documents attesting the enrolment of the information regarding the legal representative with Depozitarul Central S.A./ respective participants.

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

As of the date of the convening notice, the share capital of the Company is of RON 76,741,980 and is composed of 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.

Additional information shall be obtained from the General Secretariat Department, in any business day, between 09:00-18:00, telephone no. 021- 307.95.00, as well as from the Company's website **www.bvb.ro**, Investor Relations/General Meeting of Shareholders Section.

**BOARD OF GOVERNORS**

**Lucian – Claudiu Anghel**

**President**

