



BUCHAREST STOCK EXCHANGE

No. 5912/August 10, 2017

To: Financial Supervisory Authority

Fax: 021- 659.60.51

Bucharest Stock Exchange

Fax: 021-256.92.76

CURRENT REPORT

In compliance with the provisions of Law no. 24/2017 on issuers of financial instruments and market operations and Regulation no. 1/2006 regarding the issuers and the operations with securities

Date of report: 10 August 2017

Name of issuer: Bursa de Valori Bucuresti S.A.

Registered office: 34-36 Carol I Blvd, 13-14 floors, district 2, Bucharest, postal code 020922

Telephone/fax number: + 40 21 3079500; + 40 21 3079519

Sole registration number with the Trade Register Office: 17777754

Trade Register number: J40/12328/2005

Share capital: RON 76,741,980

Regulated market on which the issued securities are traded: Bucharest Stock Exchange, Premium Tier

Significant event to be reported: The decision of the Board of Governors to convene the Ordinary General Meeting of Shareholders of Bursa de Valori Bucuresti S.A. for September 14/15, 2017 (Convening notice attached)

The Board of Governors of Bursa de Valori Bucuresti S.A. (hereinafter referred to as “*the Company*”), in meeting held on August 10, 2017, adopted the decision to convene the Ordinary General Meeting of Shareholders in Bucharest, 2nd District, 34-36 Carol I Bd., 2nd floor, Millenium Hall, on **September 14, 2017**, starting at 10:00 a.m, respectively, **September 15, 2017** (second convening) 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 **September 1, 2017**, considered as **Reference Date** for this meeting, having on the agenda the following topics:

1. Approval of the **Procedure for election of a member** of the Board of Directors of Bursa de Valori Bucuresti S.A..
2. **Election of a Member** of the Board of Governors of Bursa de Valori Bucuresti S.A., in order to fill the vacant position occupied previously by the late Mr. Cristian Micu.
3. Approval of: (i) **06.10.2017** as **Registration Date**, according to art. 86 par. (1) of the Law 24/2017; (ii) **05.10.2017** as the “**ex-date**”, according to art. 2, letter f) from the Regulation 6/2009.
4. **Empowering** the Chief Executive Officer of the Company, Mr. Ludwik Leszek Sobolewski, respectively the Deputy Chief Executive Officer of the Company, Mr. Marius - Alin Barbu, 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, including the mandate contract with the new member of the Board of Governors and to **(ii)** fulfill all the legal formalities for implementation, registration, publicity, opposability, execution and publishing of the resolutions made.

The convening notice of the Ordinary General Meeting of Shareholders as of September 14/15, 2017 and the documents related to the meeting agenda will be available to the shareholders according to the applicable legal and statutory provisions.

Ludwik Sobolewski

CEO



BUCHAREST STOCK EXCHANGE

Translation from the Romanian language; Romanian version shall prevail.

No. 5888 / 10.08.2017

CONVENING NOTICE

BUCHAREST STOCK EXCHANGE, registered with the Trade Registry Office of Bucharest Court under number J40/12328/2005, Fiscal Registration Code RO 1777754, 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 (“Law 31/1990”), Law no. 297/2004 regarding the capital market as subsequently amended and supplemented (“Law 297/2004”), Law no. 24/2017 on issuers of financial instruments and market operations („Law 24/2017”), Regulation no. 1/ 2006 regarding the issuers and operations with securities, subsequently amended and supplemented, issued by the Romanian National Securities Commission („Regulation 1/2006”), 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 („Regulation 6/2009”), and the Company’s Articles of Incorporation,

CONVENES:

The Ordinary General Meeting of Shareholders of the Company (hereinafter referred to as the „**OGMS**”), in Bucharest, 2nd District, 34-36 Carol I Blvd., 2nd floor, Millenium Hall, **on 14.09.2017**, 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 **01.09.2017**, 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 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 **15.09.2017**, starting at **10:00 a.m.**, at the same address, with the same agenda and Reference Date.

AGENDA OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS:

1. Approval of the **Procedure for election of a member** of the Board of Directors of Bursa de Valori Bucuresti S.A.
2. **Election of a Member** of the Board of Governors of Bursa de Valori Bucuresti S.A., in order to fill the vacant position occupied previously by the late Mr. Cristian Micu.
3. Approval of: (i) **06.10.2017** as **Registration Date**, according to art. 86 par. (1) of the Law 24/2017; (ii) **05.10.2017** as the “**ex-date**”, according to art. 2, letter f) from the Regulation 6/2009.
4. **Empowering** the Chief Executive Officer of the Company, Mr. Ludwik Leszek Sobolewski, respectively the Deputy Chief Executive Officer of the Company, Mr. Marius - Alin Barbu, 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, including the mandate contract with the new member of the Board of Governors 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 OGMS

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 OGMS, 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 OGMS (based on a Correspondence Voting Ballot).

The access and/or the vote by mail of the shareholders entitled to attend the OGMS 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 respective 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 shareholder - 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 (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 OGMS).

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

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

b) The right of the shareholders and current members of the Board of Governors to submit proposals of candidates for the position of member of the Board of Governors

Any interested shareholder and also the current members of the Board of Governors may submit, in writing, proposals of candidates – natural persons – for filling in the vacant position of member in the Board of Governors. The proposals shall be sent as to be registered as received with the Company registration desk no later than **28.08.2017, at 10:00 a.m.**

The proposals shall include the following documents:

- a) The proposal itself, which may mention one or more candidates for the position of member of the Board of Governors, authorized signed, where the case;
- b) The following documents issued by Depozitarul Central S.A. or the participants, as they are defined by the art. 168 par. 1 letter b) of Law no. 297/2004 which provide custody services:
 - the account statement, which shows the quality as shareholder and the number of shares owned, in original or certified copy;
 - documents attesting the enrolment of the information regarding the legal representative with Depozitarul Central S.A./ respective participants, in original or certified copy;
- c) Certified copy of the candidate's identity card;
- d) Curriculum vitae of the candidate, updated, dated and signed, in original;
- e) Statement of the candidate which to show that he/she accepts the mandate as member of the Board of Governors and fulfils the legal and statutory requirements and conditions for taking this position, signed, in original;
- f) Statement of the candidate which to show that he/she did not collaborate with Security, according to the provisions of art. 42 par. (2) and (3) of Company Articles of Incorporation, signed, in original;

- g) 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 considering as independent in character and judgment in practice, if the case, signed, in original.

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.

c) Documents related to the OGMS

Starting with **11.08.2017**, the following documents may be downloaded from the Company's website **www.bvb.ro**, Investors Relations/General Meeting of Shareholders Section, or may be obtained, 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 OGMS** (available in Romanian and English);
- **Special Power of Attorney - forms** for the representation of the shareholders in the OGMS, 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 OGMS, 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;
- **The list** with the information regarding the name, domicile town and professional qualification for the persons proposed to be elected as member of the Board of Governors, this being available for consultation and completion within the deadline mentioned in the convening notice;
- **Draft resolutions** for the items on the agenda of the OGMS.

If the case would be, the updated agenda shall be published **starting with 31.08.2017**, in compliance with the legal provisions.

d) 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 12.09.2017, at 10:00 a.m.**, clearly mentioning on the envelope „For the Ordinary General Meeting of Shareholders as of 14/15.09.2017”. General Powers of Attorney, in certified copies, will be retained by the Company, mentioning about this in the minutes of the general meeting. 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, so that to be registered as received to the Company's registration desk **until 12.09.2017, at 10:00 a.m.**, clearly mentioning to the subject: „For the Ordinary General Meeting of Shareholders as of 14/15.09.2017”.

For the validity of the mandate, the proxy should have the quality either of intermediary (according to the provisions of art. 155 par. (1) of Law 24/2017) 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 above.

The proxy cannot be substituted by another person, except the case this right has been expressly given to it by the shareholder through the power of attorney, this without affecting the shareholder's right to designate through the power of attorney one or more substitute proxies who ensure the shareholder's representation in the general meeting. 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 par. 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.

e) 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").

For the items 1, 3 and 4 on the agenda, there shall be used the forms of special Power of Attorney/ Correspondence Voting Ballot dedicated to these items, made available by the Company; for the item 2 on the agenda, for which secret vote will be applied, there shall be used the forms of special Power of Attorney/ Correspondence Voting Ballot dedicated to this item, made available also by the Company.

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/ Correspondence Voting Ballot (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 OGMS).

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 OGMS or proposals of resolutions could be added, in which case the updated agenda shall be published **starting with 31.08.2017**. In this case, the special Powers of Attorney/ Correspondence Voting Ballots shall be updated and published as described at letter b) **starting with 31.08.2017**.

The special Power of Attorney/ Correspondence Voting Ballot dedicated to the item 2 on the agenda, filled in by the shareholders with their voting options ("For", "Against", "Abstention"), 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 14/15.09.2017", 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 of the OGMS and the related documents; these shall be sent as to be registered with the Company registration desk **no later than 12.09.2017, at 10:00 a.m.**, clearly mentioning on the envelope „For the Ordinary General Meeting of Shareholders as of 14/15.09.2017”.

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, at the address: actionariat@bvb.ro, as following:

- the special Power of Attorney/ Correspondence Voting Ballot dedicated to the items 1, 3 and 4, filled in by the shareholders with their voting options (“For”, “Against”, “Abstention”), signed, having attached extended electronic signature, and the related documents shall be sent by e-mail clearly mentioning on the subject “For the Ordinary General Meeting of the Shareholders as of 14/15.09.2017”, so that to be registered as received to the Company’s registration desk **until 12.09.2017, 10:00 a.m.**;

- the special Power of Attorney/ Correspondence Voting Ballot dedicated to the item 2 on the agenda, filled in by the shareholders with their voting options (“For”, “Against”, “Abstention”), signed, having attached extended electronic signature shall be sent within a separate e-mail, clearly mentioning on the subject “Confidential – Secret voting instructions for the Ordinary General Meeting of Shareholders as of 14/15.09.2017”, so that to be registered as received to the Company’s registration desk **until 12.09.2017, 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 OGMS.

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.

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

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 OGMS, 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 28.08.2017, at 10:00 a.m.**, clearly mentioning on the envelope „For the Ordinary General Meeting of Shareholders as of 14/15.09.2017”.

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

g) 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 OGMS, so that to be registered as received to the Company’s registration desk **until 28.08.2017, at 10:00 a.m.**

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 14/15.09.2017”.

The answers shall be available on the Company’s website www.bvb.ro, Investors Relations/General Meeting of Shareholders Section, **starting with 08.09.2017, 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 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 par. (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