



BUCHAREST STOCK EXCHANGE

No. 1738 / April 24, 2019

**To: Financial Supervisory Authority
Financial Instruments and Investments Sector
Fax: 021- 659.60.51
Bucharest Stock Exchange – Regulated market
Fax: 021- 256.92.76**

From: Bursa de Valori Bucuresti S.A. (Bucharest Stock Exchange)

CURRENT REPORT

**according to Law no. 24/2017 on issuers of financial instruments and market operations and
Regulation no. 5/2018 on issuers of financial instruments and market operations**

Report date: April 24, 2019

Name of the issuing company: BURSA DE VALORI BUCURESTI S.A.

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

Phone/fax number: + 4 021/307.95.00, + 4 021/307.95.19

Sole Registration Code with the Trade Register Office: 17777754

Order Number in the Trade Register: J40/12328/2005

Share capital: RON 80,492,460

Regulated market on which the issued securities are traded: Bucharest Stock Exchange – Premium Tier
(market symbol: BVB)

Important events to be reported: Current report regarding the Resolutions adopted by the Ordinary and Extraordinary General Meetings of Shareholders held on April 24, 2019 (first convening)

On **April 24, 2019**, the Ordinary General Meeting of Shareholders (“OGMS”) and the Extraordinary General Meeting of Shareholders (“EGMS”) of the Company Bucharest Stock Exchange (hereinafter referred to as “The Company”), were held, in the first convening, in Bucharest, 2nd District, 34-36 Carol I Bd., 2nd floor, Millenium Hall, starting with 10:03 a.m. (OGMS), respectively starting with 12:34 p.m. (EGMS), for all the shareholders registered in the Company Shareholders’ Registry held by Depozitarul Central S.A., Bucharest, at the end of **April 5, 2019**, considered **Reference Date** for both meetings.

According to the provisions of The Bucharest Stock Exchange Articles of Incorporation, the convening notice of the Ordinary and Extraordinary General Meetings of Shareholders was published in the Official Gazette - Part IV no. 1135 of March 13, 2019 and in the newspaper Romania Libera, edition of March 13, 2019, as well as on the website of the Company in the Investor Relations Section/General Meetings of Shareholders.

Following debates, the Ordinary General Meeting of Shareholders adopted the following resolutions:

RESOLUTION NO. 1

Article. 1 With the unanimity of the expressed votes, approves the annual individual and consolidated financial **statements of the Company** for the financial year of 2018 and drafted according to the International Financial Reporting Standards, based on the Report of administrators and the Report of financial auditor of the Company.



BUCHAREST STOCK EXCHANGE

RESOLUTION NO. 2

Article 1. With the unanimity of the expressed votes, approves the **distribution of Company net profit** achieved in 2018, amounting RON 9,490,411 as follows: the disbursement of RON 468,880 for legal reserve and distribution of RON 9,021,531 as dividends.

RESOLUTION NO. 3

Article 1. With the unanimity of the secret expressed votes, approves to **discharge of liability the Company administrators** for their activity carried out during the financial year 2018, based on the presented reports.

RESOLUTION NO. 4

Article 1. With the majority of the expressed votes, approves **the remunerations of the Company administrators** for 2019 amounting RON 3.700 net/ month/member, the **general limits of the additional remunerations for Company administrators** and the **recompensation of the Company administrators** for 2018, according to the Annex.

RESOLUTION NO. 5

Article 1. With the majority of the expressed votes, approves the Company **Budget and business plan for 2019**.

RESOLUTION NO. 6

Article 1. With the unanimity of the expressed votes, approves the date of : (i) **07.06.2019** as Registration Date, according to art. 86 (1) of the Law no. 24/2017; (ii) **06.06.2019** as the "ex-date", according to art. 2, letter l) from the Regulation no. 5/2018; (iii) **27.06.2019** as the Payment Date, according to art. 86 (2) of the Law no. 24/2017, art. 2, para. 2 letter h) and art. 178 of the Regulation no. 5/2018.

RESOLUTION NO. 7

Article 1. With the unanimity of the expressed votes, approves to **empower the Chief Executive Officer of the Company**, Mr. Adrian Tanase, 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 and to **(ii)** fulfill all the legal formalities for implementation, registration, publicity, opposability, execution and publishing of the resolutions made.

Following debates the Extraordinary General Meeting of Shareholders adopted the following resolutions:

RESOLUTION NO. 1

Article 1. With the majority of votes held by the present or represented shareholders, approves the buy-back of its own shares by the Company from the market where the shares are listed or by running public offers in accordance with the legal provisions applicable, in the following conditions: a number of maximum 60,369 shares (representing up to 0.75% of the Company's share capital), at a minimum price equal to the market price from the BVB at the acquisition moment and a maximum price which will be the lesser of (i)



BUCHAREST STOCK EXCHANGE

RON 35 per share and (ii) the higher of the price of the last independent trade and the highest current purchase bid, in accordance with the provisions of article 3, para. (2) of Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 supplementing Regulation (EU) No 596/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the conditions applicable to buyback programmes and stabilisation measures; the aggregate value of the buy-back programme will be up to RON 2,112,915; the programme will have a maximum duration of 18 months, calculated from the date when the incident shareholders' resolution is published in the Official Gazette of Romania, Part IV and will have as purpose allocation of own shares to the Company's employees and managers, as well as members of the Board of Governors; granting a mandate for the fulfilment of this resolution to the Board of Governors; the buyback transactions will have as object only fully paid shares and will be purchased only out of distributable profits or of the available reserves of the Company, as registered in the last approved annual financial statement, except for the legal reserves.

RESOLUTION NO. 2

Article 1. With the majority of votes held by the present or represented shareholders, approves the date of: (i) **07.06.2019** as Registration Date, according to art. 86 (1) of the Law no. 24/2017; (ii) **06.06.2019** as the "ex-date", according to art. 2 para. 2, letter l) from the Regulation no. 5/2018.

RESOLUTION NO. 3

Article 1. With the majority of votes held by the present or represented shareholders, approves to empower the Chief Executive Officer of the Company, Mr. Adrian Tanase, 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 Extraordinary General Meeting of Shareholders, the updated Company's Articles of Incorporation 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 and of the updated Company's Articles of Incorporation.

Further information can be obtained from the Secretariat General Department every working day, between 9.00-17.30, at 021 - 307.95.00 and the Company's website www.bvb.ro, Section Investor Relations / General Meeting Shareholders.

Adrian Tanase
CEO



BUCHAREST STOCK EXCHANGE

Annex to the OGMS Resolution no. 4/24.04.2019

- maintaining the current level of the remuneration owed to the Board members (*Remuneration*), amounting of RON 3,700 net/month/member;
- maintaining the *additional remunerations* for Board members, within the general limits approved by the Ordinary General Meeting of Shareholders by Resolution no. 4/16.04.2018, as follows:
 - ✓ Differentiation of the level of the Remuneration in relation with the position held (*Additional Remuneration 1*):
 - for the position of President of the Board – the increase of the Remuneration with 50%;
 - for the position of Vice-president of the Board – the increase of the Remuneration with 20%;
 - for the position of Secretary General of the Board – the increase of the Remuneration with 10%;
 - ✓ Additional remuneration for the activity performed within the Special Committees/Commissions and working groups (*Additional Remuneration 2*), of up to 50% of the Remuneration.
- For the results of 2018, the rewarding of the BVB administrators, in accordance with the provisions of the Updated Share Allocation Plan approved by the Extraordinary General Meeting of the Shareholders of April 16, 2018, considering the fulfillment by the Eligible Board Members of the Performance Condition provided in Clause i) of the Updated Share Allocation Plan, respectively, "The Company has achieved good financial results, with profits".

The maximum number of Shares transferred to an Eligible Board Member following the exercise of an Option will be calculated, as per the Share Allocation Plan, as follows: $4 \times \text{Gross Monthly Remunerations} / \text{Share Price}$.