

No. 1910/April 26, 2023

To: Financial Supervisory Authority  
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

Date of report: 26.04.2023

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 80,492,460

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

**Important events to be reported:** Current report regarding the Resolutions of the Ordinary General Meeting and the Resolutions of the Extraordinary General Meeting of Shareholders held on April 26, 2023 (first convening)

On April 26, 2023, 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., 14<sup>th</sup> floor, starting with 11:30 a.m. (OGMS), respectively 1 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 13, 2023, considered Reference Date for the meeting.

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. 1270 of March 16, 2023 and in the newspaper Adevarul, edition of March 16, 2023, as well as on the website of the

Company in the Investor Relations Section/General Meetings of Shareholders and eVOTE platform.

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

#### **RESOLUTION NO. 1**

**Article. 1** Approves with the majority of the expressed votes the annual individual and consolidated financial statements of the Company for the financial year 2022 and drafted according to the International Financial Reporting Standards, based on the Report of administrators and the Report of financial auditor of the Company.

#### **RESOLUTION NO. 2**

**Article. 1** Approves with the majority of the expressed votes the distribution of Company statutory net profit achieved in 2022, amounting RON 11,035,706 as follows: the disbursement of RON 637,327 for legal reserve and distribution of RON 10,398,379 as dividends. Approval of a gross dividend per share of RON 1.2918.

#### **RESOLUTION NO. 3**

**Article 1.** Approves with the majority of the secretly expressed votes to discharge of liability the Company administrators for their activity carried out during the financial year 2022, based on the presented reports.

#### **RESOLUTION NO. 4**

**Article 1.** Approves with the majority of the expressed votes the remunerations of the Company administrators for 2023 amounting RON 5,000 net/month/member, the general limits of the additional remunerations for Company administrators and the rewarding for the 2022 financial year of the Company's administrators, according to the Annex.

#### **RESOLUTION NO. 5**

**Article 1.** Approves with the majority of the expressed votes the Remuneration report of the management structure related to the financial year 2022, submitted to the consultative vote of the shareholders, according to the provisions of art. 107 of Law no. 24/2017.

#### **RESOLUTION NO. 6**

**Article 1.** Approves with the majority of the expressed votes the Company Budget and business plan for 2023.

#### **RESOLUTION NO. 7**

**Article 1.** Approves with the majority of the secretly expressed votes the designation of the Company Deloitte Audit

SRL as the financial auditor for the 2024, 2025 and 2026 financial exercises.

#### **RESOLUTION NO. 8**

**Article 1.** Approves with the majority of the expressed votes the date of 21.06.2023 as Registration Date, according to art. 87 (1) of the Law no. 24/2017.

#### **RESOLUTION NO. 9**

**Article 1.** Approves with the majority of the expressed votes the date of 20.06.2023 as the “ex-date”, according to art. 2, letter l) from the Regulation no. 5/2018.

#### **RESOLUTION NO. 10**

**Article 1.** Approves with the majority of the expressed votes the date of 27.06.2023 as the Payment Date, according to art. 87 (2) of the Law no. 24/2017, art. 2, para. 2 letter h) and art. 178 of the Regulation no. 5/2018.

#### **RESOLUTION NO. 11**

**Article 1.** Approves with the majority of the expressed votes 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.

Also, 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 of 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) RON 50 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 stabilization measures. The aggregate value of the buy-back programme will be up to RON 3,622,140. 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 in order to implement a share option plan for the BVB Group personnel; 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 Plan for granting stock option to BVB Group personnel, the terms of which will apply to the option granting programs, initiated within the BVB Group after the present date and which will replace for the future the Plan for allocating shares to employees, directors and members of the Board of Governors approved by EGMS resolution 6/12.04.2017 and subsequently modified by the EGMS Resolution 1/16.04.2018.

#### **RESOLUTION NO. 3**

**Article 1.** With the majority of votes held by the present or represented shareholders approves the date of **21.06.2023** as Registration Date, according to art. 87 (1) of the Law no. 24/2017.

#### **RESOLUTION NO. 4**

**Article 1.** With the majority of votes held by the present or represented shareholders approves the date of **20.06.2023** as the "ex-date", according to art. 2, letter l) from the Regulation no. 5/2018.

#### **RESOLUTION NO. 5**

**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, 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.

**Adrian Tanase**  
CEO

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**Registrul Comerțului:** J40/12328/2005  
**C.U.I.:** 17777754  
**Capital Social:** 80.492.460 lei  
**Decizia C.N.V.M. Nr.** 369/31.01.2006

- maintaining the current level of remuneration owed to the Board members (*Remuneration*), in amount of RON 5,000 monthly/member;
- maintaining the *additional remunerations* for Board Members, within the general limits approved by the Ordinary General Meeting of Shareholders by Resolution no. 4/28.04.2022, 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 and Commissions (*Additional Remuneration 2*), of up to 50% of the Remuneration.
- For the results of the financial year 2022, rewarding BVB Board members by granting shares issued by the Company taking into account the following aspects:
  - fulfillment of the Performance Condition as provided for in Clause i) of the updated Share Allocation Plan, respectively "The Company has obtained good financial results, registering profits";
  - the fact that stock options were granted to Board Members in April 2022;
  - the fact that the exercise of the option can only be done after one year has passed from the date of grant and only if the established performance condition is met,

The maximum number of Shares that will be transferred to a Board Member following the exercise of an Option is calculated as follows:  $4 \times \text{Gross Monthly Fee} / \text{Share Price}$  (the closing price of a Share from the immediately preceding Business Day Exercise Dates).