

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: 03.10.2023

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

**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 November 22/23, 2023 (Convening notice attached)

The Board of Governors of Bursa de Valori Bucuresti S.A. (hereinafter referred to as “the Company” or “BVB”), in the meeting held on October 3, 2023, adopted the decision to convene the Ordinary General Meeting of Shareholders (“OGMS”), in Bucharest, 2nd District, 34-36 Carol I Bd., 2nd floor, Millenium Hall, on **November 22, 2023**, starting at 11:00 a.m. (first convening), respectively, **November 23, 2023** (the second convening) starting at 11:00 a.m., for all the shareholders registered in the Company Shareholders’ Registry held by Depozitarul Central S.A., Bucharest at the end of November 9, 2023, considered as Reference Date for this meeting, having on the agenda the following topics:

1. Approval of the **Procedure for election** of the members and President of the Board of Governors
2. Election through cumulative voting method of the **members** of the Board of Governors for a 4 year mandate starting with the date of their individual approval by the Financial Supervisory Authority and the conclusion of a professional liability insurance, but no sooner than February 13, 2024 which is the date when the mandate of the current members of the Board of Governors expires
3. Election of the **President** of the Board of Governors
4. Approval of **12.12.2023** as Registration Date, according to art. 87 para. (1) of the Law no. 24/2017
5. Approval of **11.12.2023** as the “Ex-date”, according to art. 2, para. 2, letter l) of Regulation 5/2018

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022922, Bucharest, Romania  
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Register of Commerce: J40/12328/2005  
C.U.I.:17777754  
Social Capital: 80.492.460 lei  
C.N.V.M. Decision No. 369/31.01.2006

6. **Empowering** 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.

The convening notice of OGMS as of November 22/23, 2023 and the documents related to the meeting's agenda will be available to the shareholders according to the applicable legal and statutory provisions, starting with October 6, 2023, in electronic format on the Company's website [www.bvb.ro](http://www.bvb.ro), Investor Relations / General Shareholders' Meetings, as well as at the Company's registered office. The convening notice of OGMS as of November 22/23, 2023 shall be published also on the eVOTE platform.

The convening notice of OGMS as of November 22/23, 2023 shall be published in the Official Gazette of Romania, Part IV and in a wide-spread newspaper.

**Adrian Tanase**  
CEO

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

## CONVENING NOTICE

**BUCHAREST STOCK EXCHANGE**, registered with the Trade Registry Office of Bucharest Court under number J40/12328/2005, EUID ROONRC.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 also **Board of Governors**,

Considering Law no. 31/1990 on companies, republished (“**Law 31/1990**”), Law no. 126/2018 regarding financial instruments (“**Law 126/2018**”), Law no. 24/2017 on issuers of financial instruments and market operations („**Law 24/2017**”), Regulation no. 5/2018 on issuers of financial instruments and market operations („**Regulation 5/2018**”) 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, 2<sup>nd</sup> District, 34-36 Carol I Blvd., 2<sup>nd</sup> floor, Millenium Hall, on **22.11.2023**, starting at **11:00 a.m.**, for all the shareholders registered in the Company Shareholders’ Registry held by Depozitarul Central S.A., Bucharest, at the end of **09.11.2023**, 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 34 (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. 30(4) of the Company’s Articles of Incorporation the second Ordinary General Meeting of Shareholders of the Company on **23.11.2023**, starting at **11:00 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 the members and President of the Board of Governors
2. Election through cumulative voting method of the **members** of the Board of Governors for a 4 year mandate starting with the date of their individual approval by the Financial Supervisory Authority and the conclusion of a professional liability insurance, but no sooner than February 13, 2024 which is the date when the mandate of the current members of the Board of Governors expires
3. Election of the **President** of the Board of Governors
4. Approval of **12.12.2023** as Registration Date, according to art. 87 para. (1) of the Law no. 24/2017
5. Approval of **11.12.2023** as the “Ex-date”, according to art. 2, para. 2, letter l) of Regulation 5/2018

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6. **Empowering** 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

**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/ general Power of Attorney or Affidavit given by the custodian), considering the legal constraints, or prior to the OGMS **by correspondence** (based on a Correspondence Voting Ballot) or **eVOTE** Platform.

**The access and/or the vote by correspondence** 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).

Shareholders entitled to attend the OGMS can access the eVOTE platform from any device connected to the Internet. After creating the online voting account and authentication, the shareholder will be able to see the video transmission of the meeting, ask written questions in the special dedicated section and vote.

**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/ general Power of Attorney signed by the shareholder - natural person or the Affidavit given by the custodian and signed by its legal representative.

**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/ general Power of Attorney signed by the legal representative of the respective legal person or the Affidavit given by the custodian and signed by its legal representative.

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).

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.

Information concerning the special and general Powers of Attorney, the Correspondence Voting Ballots and the Affidavits is enclosed at points d) - f) below.

**b) Documents related to the OGMS agenda:**

Starting with **06.10.2023**, the following documents may be downloaded from the Company's website **www.bvb.ro**, Investor Relations/General Shareholders' Meetings Section, or 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** including information regarding the name, domicile town, professional qualification, independence, result of the adequacy assessment of the candidates, position for which they are running, as well as the shareholder/current member of the Board of Governors who made the proposal, the list 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 in compliance with the legal provisions.

**c) The right of the shareholders and current members of the Board of Governors to submit proposals of candidates for the position of member or member and President of the Board of Governors**

Any interested shareholder, as well as the current members of the Board of Governors may make written proposals of candidates (member or member and President) – natural persons – for the Board of Governors, as to be registered as received with the Company registry desk, **until 23.10.2023, at 18:00 the latest**.

The file of each proposed candidate shall comprise the following mandatory documents:

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- a) The proposal itself, which may mention one or more candidates for the position of member of the Board of Governors, as well as, if the case, for the President of the Board of Governors, under the authorized signature, where appropriate;
- b) If the proposal is made by a shareholder, the following documents issued by the Depozitarul Central S.A. or by the participants as defined in Article 2(1), point 19 of the Regulation (EU) No 2014/909 of the European Parliament and of the Council of 23 July 2014 on improving securities settlement in the European Union and on central securities depositories and amending Directives 98/26/EC and 2014/65/236/EU and Regulation (EU) No 236/2012, providing custody services:
  - the account statement, which shows the quality as shareholder and the number of shares owned;
  - documents attesting the enrolment of the information regarding the legal representative with Depozitarul Central S.A./ those participants (in case of shareholders – legal persons);
- c) Copy of the candidate's identity document, whose conformity with the original is certified by the handwritten signature by the candidate;
- d) Curriculum vitae of the candidate, in Europass format, signed and dated, in original, specifying the relevant studies and training courses, professional experience, including the name of all organizations for which the candidate worked, the nature and period of the duties fulfilled, especially in relation to the activities which are relevant for the envisaged position; in the case of the positions held in the past 10 years, when describing those activities, details of all delegated competences, internal decision-making competences and areas of activity under the control of the candidate or in which he/she activated, as the case, shall be specified; where appropriate, the supervisory authority of the entity in which that person has carried out activity shall be mentioned;
- e) Copy of the studies diplomas and other relevant certificates owned by the candidate, certified for conformity by the candidate;
- f) Statement of the candidate, on its own responsibility, for the existence or absence of a significant conflict of interest, signed and dated, in original;
- g) Statement of the candidate, on its own responsibility, filled in with the information stipulated in Annex no. 1 to ASF Regulation no. 1/2019, signed and dated, in original;
- h) The criminal record certificate and fiscal record certificate in their term of legal validity, in original, or other equivalent document issued by the competent authorities of the country in which the candidate has established domicile and/or residence, as well as from the State of origin, where the domicile/residence is in other state than the origin one, in original; for persons who have established their residence in Romania for less than 3 years, the criminal record certificate and fiscal record certificate or other equivalent documents issued by the competent authorities of the last countries in which they had previously established the domicile and/or residence;
- i) Documents regarding the reputation and experience of the candidate, including letters of recommendation and the contact details of the persons who may offer additional references, certified for conformity by the candidate;
- j) Form for self-assessment of collective adequacy, according to the model of Annex no. 4 to ASF Regulation no. 1/2019, signed and dated, in original;

- k) Statement of the candidate, on its own responsibility, which to show that he/she did not collaborate with Security, according to the provisions of art. 41 para. (2) and (3) of Company Articles of Incorporation, signed and dated, in original;
- l) Statement of the candidate, on its own responsibility, which to show that he/she accepts the mandate as member of the Board of Governors and fulfills the legal and statutory requirements and conditions for taking this position, signed and dated, in original;
- m) Statement of the candidate, on its own responsibility, regarding the compliance with the criteria provided in art. 138<sup>2</sup> para. (2) of Law no. 31/1990, republished, with subsequent amendments and completions and of the BVB Code of Corporate Governance regarding the quality of independent administrator, if the case, signed and dated, in original;
- n) Consent form for the processing of personal data, signed and dated, in original.

The documents mentioned at letters c) – i) shall be transmitted in Romanian language; if they are issued in another language, then they are submitted in copy, together with their notarized translation, respecting the provisions of the conventions to which Romania is part, with the exception of the documents that cannot be legally translated, according to the law, which will be presented together with the authorized translation of the document.

The documents mentioned in letters a), b), j), k), l), m) and n) presented in a foreign language, other than English (except for identity documents valid in Romanian) will be accompanied by a translation made by an authorized translator, in Romanian or English language.

#### **d) General Powers of Attorney**

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 (19) of Law no. 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 company controlled by such shareholder;
- b) is a member of the administrative, management or supervisory body of the Company, of a majority shareholder or controlled company, as provided in subparagraph a);
- c) is an employee or an auditor of the Company or of a majority shareholder or controlled company, 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. Given that the proxy is a legal entity, it may exercise its mandate received by any person belonging to the administrative or management body or among its employees.

The Company does not impose a specific form for the general Power of Attorney.

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, to the 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 defined in Article 2(1), point 19 of the Regulation (EU) No 2014/909 of the European Parliament and of the Council of 23 July 2014 on improving securities settlement in the European Union and on central securities depositories and amending Directives 98/26/EC and 2014/65/236/EU and Regulation (EU) No 236/2012, providing 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 intermediaries (in case of shareholders – legal persons).

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.

Before their first use, general Powers of Attorney accompanied by the related documents 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 20.11.2023, at 11:00 a.m.**, clearly mentioning on the envelope „For the Ordinary General Meeting of Shareholders as of 22/23.11.2023”. The general Powers of Attorney, in certified copies, will be retained by the Company, mentioning about this in the minutes of the general meeting. The general Powers of Attorney are valid for a period which will not exceed 3 years, if the parties have not expressly provided for a longer term.

The general Powers of Attorneys accompanied by the related documents 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 the 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 20.11.2023, at 11:00 a.m.**, clearly mentioning to the subject: „For the Ordinary General Meeting of Shareholders as of 22/23.11.2023”.

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 contain specific instructions for each item on the agenda (meaning vote „For”, vote „Against” or „Mention Abstention” respectively)

The vote by correspondence may be expressed through the Correspondence Voting Ballot also by the shareholder's representative only the case the representative:

- has received from the shareholder that it represents a special/ general Power of Attorney, which is submitted to the Company in the form required by the legal regulations and within the deadline stipulated in the convening notice or
- is a credit institution providing custody services, being allowed to vote exclusively according with and within the limits of the instructions received from its clients being shareholders at the Reference Date.

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.

For the **points 2 and 3** 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 these points, made available by the Company; for the rest of the points on the OGMS agenda, there shall be used the forms of special Power of Attorney/ Correspondence Voting Ballot dedicated to these points, made available also by the Company.

When filling in the special Powers of Attorney/ Correspondence Voting Ballots, the shareholders or, as the case, their representatives 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 08.11.2023**. In this case, the special Powers of Attorney/ Correspondence Voting Ballots shall be updated and published as described at letter b) **starting with 08.11.2023**.

The Special Power of Attorney/ Correspondence Voting Ballot dedicated to **point 2** on the OGMS agenda, filled in by shareholders or, where applicable, the representatives of the shareholders, with the number of cumulative votes allocated to each candidate, signed, in original, accompanied by the related documents, shall be introduced into a separate, closed envelope, clearly mentioning on the envelope "Confidential-Secret voting instructions for **Point 2** - Ordinary General Meeting of the Shareholders as of 22/23.11.2023" and placed, in turn, in the envelope containing the special Powers of Attorney/ Correspondence Voting Ballots dedicated to the other points on the agenda of the OGMS and related documents; this shall be sent as to be registered with the Company registration desk **until**

**20.11.2023, 11:00 a.m. the latest**, clearly mentioning on the envelope "For the Ordinary General Meeting of Shareholders as of 22/23.11.2023".

The Special Power of Attorney/ Correspondence Voting Ballot dedicated to **point 3** on the OGMS agenda, filled in by the shareholders or, where applicable, the representatives of the shareholders, with their options, respectively vote „For”, vote „Against” or „Mention Abstention”, signed, in original, accompanied by the related documents, shall be introduced into a separate, closed envelope, clearly mentioning on the envelope "Confidential-Secret voting instructions for **point 3** - Ordinary General Meeting of the Shareholders as of 22/23.11.2023" and placed, in turn, in the envelope containing the special Powers of Attorney/ Correspondence Voting Ballots dedicated to the other points on the agenda of the OGMS and related documents; this shall be sent as to be registered with the Company registration desk **until 20.11.2023, 11:00 a.m. the latest**, clearly mentioning on the envelope "For the Ordinary General Meeting of Shareholders as of 22/23.11.2023".

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 the ASF, at the address: [actionariat@bvb.ro](mailto:actionariat@bvb.ro), as following:

- the Special Power of Attorney/ Correspondence Voting Ballot dedicated to **point 2** on the OGMS agenda, filled in by shareholders or, where appropriate, by the representatives of the shareholders, with the number of cumulative votes allocated to each candidate, signed, having attached the extended electronic signature, shall be sent in a separate e-mail, mentioning to the subject "Confidential- Secret voting instructions for **point 2** - Ordinary General Meeting of Shareholders as of 22/23.11.2023", so that to be registered with the Company registration desk **until 20.11.2023, 11:00 a.m. the latest**.
- the Special Power of Attorney/ Correspondence Voting Ballot dedicated to **point 3** on the OGMS agenda, filled in by shareholders or, where appropriate, by the representatives of the shareholders, with their options, respectively vote „For”, vote „Against” or „Mention Abstention”, signed, having attached the extended electronic signature, shall be sent in a separate e-mail, mentioning to the subject "Confidential- Secret voting instructions for **point 3** - Ordinary General Meeting of Shareholders as of 22/23.11.2023", so that to be registered with the Company registration desk **until 20.11.2023, 11:00 a.m. the latest**.
- the Special Powers of Attorney/ Correspondence Voting Ballots dedicated to the rest of the points on the OGMS agenda filled in by the shareholders or, as the case, their representatives with their options (vote “For”, vote “Against”, „Mention Abstention”), signed, having attached extended electronic signature, accompanied by the related documents shall be sent by e-mail clearly mentioning on the subject “For the Ordinary General Meeting of the Shareholders as of 22/23.11.2023”, so that to be registered as received to the Company’s registration desk **until 20.11.2023, 11:00 a.m. the latest**.

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 points on the agenda are submitted for voting.

After the OGMS, the shareholder or a third party appointed by the shareholder may obtain from the Company, at least upon request, a confirmation that the votes have been validly counted and registered by the Company. The request for such confirmation may be made within one month from the date of the voting. In this case, the Company will send to the shareholder an electronic confirmation of registration and counting of the votes, in accordance with the provisions of art. 97 paragraph (2) of Law no. 24/2017 and with those of art. 7 para. (2) of the EC Regulation 1212/2018, in the format provided by table 7 of the Annex of the EC Regulation 1212/2018.

#### **f) The Affidavits**

In case a shareholder is represented by a credit institution that provides custody services, the latter will be able to vote on the OGMS on the basis of the voting instructions received by electronic means of communication, without the need for a special or general power of attorney to be drawn up by the shareholder. The custodian votes in the OGMS exclusively in accordance with and within the limits of instructions received from its clients as shareholders of the Company at the Reference Date.

The credit institution may participate and vote at the OGMS, provided that it submits a declaration on its own responsibility (Affidavit), stating:

- a) clearly the name of the shareholder on behalf of which the credit institution participates and votes in the OGMS;
- b) the credit institution provides custody services to that shareholder;
- c) clearly the name of the person who is part of the management body or among the employees of the credit institution and will represent the credit institution in the OGMS.

Documents accompanying the Affidavit:

- an official document attesting the capacity as legal representative of the signatory of the Affidavit (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);
- copy of the identity document of the person who is part of the management body or among the employees of the credit institution nominated in the Affidavit and will represent the credit institution in the OGMS.

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 Affidavit, signed by the legal representative of the credit institution, in original, accompanied by the related documents, shall be deposited/sent so that to be registered as received to the Company's registration desk **until**

**20.11.2023, at 11:00 a.m.**, clearly mentioning on the envelope „For the Ordinary General Meeting of Shareholders as of 22/23.11.2023” .

The Affidavits, signed, accompanied by the related documents may be sent also by e-mail with an extended electronic signature, in compliance with Law no. 455/2001 on digital signature, as amended and supplemented, and according to the regulations of the FSA, at the address: [actionariat@bvb.ro](mailto:actionariat@bvb.ro), mentioning to the subject: „For the Ordinary General Meeting of the Shareholders as of 22/23.11.2023”, so that to be registered as received to the Company’s registration desk **until 20.11.2023, at 11:00 a.m.**

The verification and validation of the Affidavits deposited with the Company shall be made by the technical secretaries appointed according to the law, they are going to keep the documents safely.

After the OGMS, the shareholder or a third party appointed by the shareholder may obtain from the Company, at least upon request, a confirmation that the votes have been validly counted and registered by the Company. The request for such confirmation may be made within one month from the date of the voting. In this case, the Company will send to the shareholder an electronic confirmation of registration and counting of the votes, in accordance with the provisions of art. 97 paragraph (2) of Law no. 24/2017 and with those of art. 7 para. (2) of the EC Regulation 1212/2018, in the format provided by table 7 of the Annex of the EC Regulation 1212/2018.

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

The shareholders representing, individually or collectively, at least 5% of the Company’s share capital, have the right according to the law to ask for introducing **new points on the agenda** of the OGMS, as well as to make new resolutions’ proposals for the points included or proposed to be included on its agenda, by recommended letter with receiving confirmation/by courier, clearly mentioning on the envelope „For the Ordinary General Meeting of Shareholders as of 22/23.11.2023”, or they can also be sent by e-mail with extended electronic signature, according to Law 455/2001 regarding the electronic signature, with subsequent amendments and additions, as well as according to the FSA regulations, to the address [actionariat@bvb.ro](mailto:actionariat@bvb.ro), mentioning to the subject „For the Ordinary General Meeting of Shareholders of 22/23.11.2023”, so that to be registered as received to the Company’s registration desk **until 23.10.2023, at 18:00**. Each new proposed point must be accompanied by a reasoning memo or a draft resolution proposed for adoption to the meeting.

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

Any interested shareholder has the right to ask questions regarding the points included on the agenda of the OGMS; the questions shall be submitted in writing and shall be deposited/ sent so that to be registered as received to the Company’s registration desk **until 09.11.2023, at 18:00**, clearly mentioning on the envelope „For the Ordinary General Meeting of Shareholders as of 22/23.11.2023” or they can also be sent by e-mail with extended electronic signature, according to Law 455/2001 regarding the electronic signature, with subsequent amendments and additions, as well as according to the FSA regulations, to the address [actionariat@bvb.ro](mailto:actionariat@bvb.ro), mentioning to the subject „For the Ordinary General Meeting of Shareholders of 22/23.11.2023”.

The answers shall be available on the Company's website **www.bvb.ro**, Investors Relations/General shareholders' meetings of Section, **starting with 17.11.2023**.

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 g) and h), the shareholders shall submit to the Company the following documents issued by Depozitarul Central S.A. or by participants as defined in Article 2(1), point 19 of the Regulation (EU) No 2014/909 of the European Parliament and of the Council of 23 July 2014 on improving securities settlement in the European Union and on central securities depositories and amending Directives 98/26/EC and 2014/65/236/EU and Regulation (EU) No 236/2012, providing 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 intermediaries (in case of shareholders – legal persons).

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.

#### **i) The vote<sup>1</sup> expressed through the eVOTE Platform**

The eVOTE Platform is accessible based on the username and password, for each individual shareholder, which can be obtained after filling in the mandatory fields with the necessary information and uploading the necessary documents according to the instructions for use provided by the BVB.

Electronic voting through the eVOTE Platform can be exercised in accordance with the provisions of art. 197 of the FSA Regulation no. 5/2018, by accessing the link: <https://bvb.evot.ro/> from any device connected to the Internet. With this, shareholders can register and vote through the eVOTE Platform at the indicated address, which contains voting options for all items on the agenda and for related administrative matters. The Platform allows the subsequent verification of the way in which the vote was taken in the GMS and, at the same time, ensure the possibility that every shareholder present at the meeting can verify his/her vote.

The shareholder can log in and vote as often as he/she wants in the interval designated for electronic voting, including live during the GMS session, the last voting option (before the expiration of the voting session time) being the one registered. The timeframe for expressing the live vote will be displayed in the platform for each point subject to the vote.

Within the eVOTE Platform for identification and online access to the GMS meeting, shareholders shall provide the following information:

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<sup>1</sup> The option of voting on paper in the meeting room excludes the option of voting through the eVOTE platform, shareholders being required to strictly follow the BVB instructions that ensure the correct voting.

1. For natural persons:

- name and surname;
- personal identification number;
- email address;
- copy of the identity document (identity card, passport, residence permit);
- phone number (optional)

or

- the access credentials generated following identification through the Investor Enrollement Platform developed by Depozitarul Central <https://www.rocLEAR.ro/Inrolare-Investitori>.

2. For legal entities:

- the name of the legal entity;
- unique registration code (CUI);
- name and surname of the legal representative;
- personal identification number of the legal representative;
- email address;
- the identity document of the legal representative (identity card, passport, residence permit);
- copy of the ascertaining certificate issued by the trade register or of any equivalent document issued by a competent authority in the state in which the legal entity shareholder is legally registered, presented in the original or in a copy conforming to the original. The documents certifying the capacity of legal representative of the legal entity shareholder will be issued no later than 3 months before the date of publication of the GMS convening notice.

Documents presented in a language other than English will be accompanied by a translation made by an authorized translator in the Romanian/English language.

Important to mention: the electronic copy of the documents mentioned above will be uploaded online in the dedicated fields. The files that can be uploaded can have one of the following extensions: .jpg, .pdf, .png.

In case the shareholder designates a conventional representative, he/she will upload online in the eVOTE Platform an electronic copy of the identification document and the special or general Power of Attorney.

Special and general Powers of Attorney and also the Affidavits must be previously submitted to the Company under the conditions mentioned in this Convening notice at letters d) – f).

Expressed electronic vote involves filling in/ticking a voting option and pressing the "Register vote" button. Votes marked in the platform without pressing the "Register vote" button will not be taken into account.

In the event that, following the online identification process, inconsistencies appear between the data provided by the shareholder and those in the Shareholders register on the Reference Date, the shareholder will be notified and will be directed to contact BVB at the address 34-36 Carol I Blvd., 14th floor, email: [actionariat@bvb.ro](mailto:actionariat@bvb.ro) or phone number 021-307.95.00, every working day, between 09:00 and 18:00.

BVB and the representatives of the eVOTE Platform will ensure the confidentiality of Personal Data and process the Personal Data exclusively for the purpose of conducting the GMS meeting and implementing/recording the adopted resolutions, according to the applicable legal provisions.

As of the date of the convening, the share capital of the Company is of RON 80,492,460 and is composed of 8,049,246 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, except those for which the right to vote is suspended according to the law.

Additional information shall be obtained from the Legal and Secretariat General 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](http://www.bvb.ro), Investor Relations/General Shareholders' Meetings Section.

## **BOARD OF GOVERNORS**

**Radu Hanga**  
**President**

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**E:** [bvb@bvb.ro](mailto:bvb@bvb.ro) / **W:** [www.bvb.ro](http://www.bvb.ro)

**Register of Commerce:** J40/12328/2005  
**C.U.I.:** 17777754  
**Social Capital:** 80.492.460 lei  
**C.N.V.M. Decision No.** 369/31.01.2006