

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: 20.03.2024

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

Registered office: Bucharest, 4-8 Nicolae Titulescu Avenue, 1st floor, East Wing, District 1, America House Building

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 and Extraordinary General Meetings of Shareholders of Bursa de Valori Bucuresti S.A. for April 24/25, 2024 (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 March 19, 2024, adopted the decision to convene the Ordinary General Meeting of Shareholders (“OGMS”), in Bucharest, 3rd District, 4 Ion Ghica Street, Bucharest Chamber of Commerce and Industry Palace, Carol I Hall, 2nd floor, on **April 24, 2024**, starting at 11:00 a.m. (first convening), respectively, **April 25, 2024** (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 April 15, 2024, considered as Reference Date for this meeting, having on the agenda the following topics:

1. Presentation, discussion and approval of **the annual individual and consolidated financial statements of the Company** for the financial year 2023 and drafted according to the International Financial Reporting Standards, based on the Report of administrators and the Report of financial auditor of the Company.
2. Approval of the **distribution of Company statutory net profit** achieved in 2023, amounting RON 21,830,972, as follows: the disbursement of RON 1,257,111 for legal reserve, the amount of 8,049,240 lei for reserves from net profit and distribution of RON 12,524,621 as dividends. Approval of a gross dividend per share of RON 1.5550.
3. Approval of the **discharge of liability of the Company administrators** for their activity carried out during the financial year 2023, based on the presented reports.

4. Approval of the remunerations of the Company administrators for 2024, the general limits of the additional remunerations for Company administrators and the rewarding for the 2023 financial year of the Company's administrators, as presented in the Note to shareholders.
5. Submission to the consultative vote of the OGMS of the Remuneration report of the management structure related to the financial year 2023, according to the provisions of art. 107 of Law no. 24/2017.
6. Presentation, discussion and approval of the Budget and business plan of the Company for 2024.
7. Approval of the Procedure for election of a member of the Board of Governors.
8. Election of a member of the Board of Governors for a term covering the period remaining from Mr. Robert-Cosmin Pana's mandate, following his resignation from the position of member of the Board of Governors, starting with the date of individual approval by the Financial Supervisory Authority and contracting insurance for professional liability.
9. Approval of 20.08.2024 as Registration Date, according to art. 87 (1) of the Law 24/2017.
10. Approval of 19.08.2024 as the "ex-date", according to art. 2, para. 2, letter l) of Regulation 5/2018.
11. Approval of 29.08.2024 as the Payment Date, according to art. 87 (2) of the Law 24/2017, art. 2 para. 2 letter h) and art. 178 of Regulation 5/2018.
12. 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.

During the same meeting held on March 19, 2024, the Board of Governors adopted the decision to convene also the Extraordinary General Meeting of the Shareholders ("EGMS") in Bucharest, 3<sup>rd</sup> District, 4 Ion Ghica Street, Bucharest Chamber of Commerce and Industry Palace, Carol I Hall, 2<sup>nd</sup> floor, on **April 24, 2024**, starting at 13:00 (first convening), respectively, **April 25, 2024** (the second convening) starting at 13:00 for all the shareholders registered in the Company Shareholders' Registry held by Depozitarul Central S.A. Bucharest at the end of April 15, 2024, considered as Reference Date for this meeting, having on the agenda the following topics:

1. **Approval of 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 85,849 shares (representing up to 1.1% 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 equal to the higher of the price of the last independent trade and the highest current independent 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 6,696,222. 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 the 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.
2. **Approval of the amendment of the Plan for granting stock options to BVB Group personnel**, approved by EGMS Resolution no. 2/26.04.2023
3. **Approval of the increase of the share capital** in the amount of RON 8,049,240 through the issue of 804.924 new, ordinary, registered and dematerialized shares, with a nominal value of RON 10/share ("New Shares"), by incorporating the reserves constituted from the net profit of the year 2023 (with the exception of legal reserves) ("Share Capital Increase") and setting the price in the amount of RON 60.0305 for the compensation of the fractions of shares resulting from the application of the algorithm and the rounding of the results, according to the legal provisions in force, as follows:
  - a. The New Shares will be allocated to the Company's shareholders in proportion to their holdings in the Company's share capital; within the Share Capital Increase, each shareholder registered on the Registration Date established by the EGMS will receive 1 (one) free share for every 10 shares owned;
  - b. In the event of fractions of shares, the number of shares that will actually be allocated to the respective shareholder will be rounded down to the nearest whole number;
  - c. Empowerment of the Board of Governors to carry out the Share Capital Increase, as well as to draw up and sign any and all documents necessary for the Share Capital Increase, including the updating of the Company's Articles of Association.
4. Approval of **04.09.2024** as Registration Date, for the identification of the shareholders to whom the effects of the EGMS Resolutions are applicable, including the right to benefit from the shares allocated following the capital increase.
5. Approval of **03.09.2024** as the "ex-date", the date from which the Company's shares are traded without the rights deriving from the EGM.

6. Approval of 05.09.2024 as the payment date for distribution of shares following the share capital increase.
7. **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 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 of 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 and EGMS as of April 24/25, 2024 and the documents related to the meetings' agenda will be available to the shareholders according to the applicable legal and statutory provisions, starting with March 21, 2024, 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 and EGMS as of April 24/25, 2024 shall be published also on the eVOTE platform.

The convening notice of OGMS and EGMS as of April 24/25, 2024 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, 4-8 Nicolae Titulescu Avenue, 1st floor, East Wing, District 1, America House Building (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. 126/2018 regarding financial instruments (“**Law 126/2018**”), Law no. 24/2017 on issuers of financial instruments and market operations, republished („**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, 3<sup>rd</sup> District, 4 Ion Ghica Street, Bucharest Chamber of Commerce and Industry Palace, Carol I Hall, 2<sup>nd</sup> floor, **on 24.04.2024**, starting at **11:00 a.m.** (Romania time), for all the shareholders registered in the Company Shareholders’ Registry held by Depozitarul Central S.A., Bucharest, at the end of **15.04.2024**, 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 Law 31/1990 in connection with art. 30 (4) of the Company’s Articles of Incorporation the second Ordinary General Meeting of Shareholders of the Company on **25.04.2024, starting at 11:00 a.m.** (Romania time), at the same address, with the same agenda and Reference Date, and

The Extraordinary General Meetings of Shareholders of the Company (hereinafter referred to as the “EGMS”), in Bucharest, 3rd District, 4 Ion Ghica Street, Bucharest Chamber of Commerce and Industry Palace, Carol I Hall, 2nd floor, on **24.04.2024**, starting at **13:00** (Romania time), for all the shareholders registered in the Company Shareholders’ Registry held by Depozitarul Central S.A., Bucharest, at the end of **15.04.2024**, considered as **Reference Date** for the 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 Law 31/1990 in connection with art. 30 (4) of the Company’s Article of Incorporation the second Extraordinary General Meeting of Shareholders of the Company on **25.04.2024**, starting at **13:00** (Romania time), at the same address, with the same agenda and Reference Date.

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

1. Presentation, discussion and approval of **the annual individual and consolidated financial statements of the Company** for the financial year 2023 and drafted according to the International Financial Reporting Standards, based on the Report of administrators and the Report of financial auditor of the Company.
2. Approval of the **distribution of Company statutory net profit** achieved in 2023, amounting RON 21,830,972, as follows: the disbursement of RON 1,257,111 for legal reserve, the amount of 8,049,240 lei for reserves from net profit and distribution of RON 12,524,621 as dividends. Approval of a gross dividend per share of RON 1.5550.
3. Approval of the **discharge of liability of the Company administrators** for their activity carried out during the financial year 2023, based on the presented reports.
4. Approval of the **remunerations of the Company administrators** for 2024, the **general limits of the additional remunerations** for Company administrators and the rewarding for the 2023 financial year of the Company’s administrators, as presented in the Note to shareholders.
5. **Submission to the consultative vote of the OGMS of the Remuneration report of the management structure** related to the financial year 2023, according to the provisions of art. 107 of Law no. 24/2017.
6. Presentation, discussion and approval of the **Budget and business plan of the Company for 2024**.
7. Approval of the **Procedure for election of a member of the Board of Governors**.
8. **Election of a member of the Board of Governors** for a term covering the period remaining from Mr. Robert Cosmin Pană’s mandate, following his resignation from the position of member of the Board of Governors starting with the date of individual approval by the Financial Supervisory Authority and contracting insurance for professional liability.
9. Approval of **20.08.2024** as Registration Date, according to art. 87 (1) of the Law 24/2017.

10. Approval of **19.08.2024** as the “ex-date”, according to art. 2, para. 2, letter l) of Regulation 5/2018.
11. Approval of **29.08.2024** as the Payment Date, according to art. 87 (2) of the Law 24/2017, art. 2 para. 2 letter h) and art. 178 of Regulation 5/2018.
12. **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.

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

1. **Approval of 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 85,849 shares (representing up to 1.1% 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 equal to the higher of the price of the last independent trade and the highest current independent 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 6,696,222. 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 the 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.
2. **Approval of the amendment of the Plan for granting stock options to BVB Group personnel**, approved by EGMS Resolution no. 2/26.04.2023



3. **Approval** of the increase of the share capital in the amount of RON 8,049,240 through the issue of 804.924 new, ordinary, registered and dematerialized shares, with a nominal value of RON 10/share ("New Shares"), by incorporating the reserves constituted from the net profit of the year 2023 (with the exception of legal reserves) ("Share Capital Increase") and setting the price in the amount of RON 60.0305 for the compensation of the fractions of shares resulting from the application of the algorithm and the rounding of the results, according to the legal provisions in force, as follows:
  - a. The New Shares will be allocated to the Company's shareholders in proportion to their holdings in the Company's share capital; within the Share Capital Increase, each shareholder registered on the Registration Date established by the EGMS will receive 1 (one) free share for every 10 shares owned;
  - b. In the event of fractions of shares, the number of shares that will actually be allocated to the respective shareholder will be rounded down to the nearest whole number;
  - c. Empowerment of the Board of Governors to carry out the Share Capital Increase, as well as to draw up and sign any and all documents necessary for the Share Capital Increase, including the updating of the Company's Articles of Association.
4. Approval of **04.09.2024** as Registration Date, for the identification of the shareholders to whom the effects of the EGMS Resolutions are applicable, including the right to benefit from the shares allocated following the capital increase.
5. Approval of **03.09.2024** as the "ex-date", the date from which the Company's shares are traded without the rights deriving from the EGM.
6. Approval of **05.09.2024** as the payment date for distribution of shares following the share capital increase.
7. **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 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 OGMS and EGMS:**

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 and EGMS, 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 **by correspondence**, prior to the OGMS and EGMS (based on a Correspondence Voting Ballot) or through the eVOTE platform.



**The access and/or the vote by mail** of the shareholders entitled to attend the OGMS and EGMS 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 and EGMS can access the voting 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 specially 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 and EGMS).

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 and EGMS agenda:**

Starting with **21.03.2024**, the following documents may be downloaded from the Company's website **www.bvb.ro**, Investor Relations/General shareholders' meetings Section, or may be obtained, upon request, in any business day, during 09:00 – 18:00, at the Company's headquarter, via email or by mail:

- **Convening Notice** for the OGMS and EGMS (available in Romanian and English);
- **Special Power of Attorney - forms** for the representation of the shareholders in the OGMS and EGMS, which shall be updated if new points 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 and EGMS, which shall be updated if new points or proposals of resolutions will be inserted on the agenda (available in Romanian and English);
- **Reasoning documents and materials** related to the points on the agenda of the OGMS and EGMS;
- **The list** containing information on the name, domicile town, professional qualification, independence, the result of the assessment of the suitability of the candidates, as well as the current shareholder / member of the Board of Governors who made the proposal, the list can be consulted and completed within the deadline mentioned in the convening notice;
- **Draft resolutions** for the points on the agenda of the OGMS and EGMS.

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 05.04.2024, at 18:00 the latest.**

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

- a) The proposal itself, which may mention one or more candidates for the position of member 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 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 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 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 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).

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 **22.04.2024, at 11:00 a.m.**, for the OGMS, clearly mentioning on the envelope „For the Ordinary General Meeting of Shareholders as of 24/25.04.2024” and respectively until **22.04.2024, at 13:00** for the EGMS, clearly mentioning on the envelope „For the Extraordinary General Meeting of Shareholders as of 24/25.04.2024”. The general Powers of Attorney, in certified copies, will be retained by the Company, mentioning about this in the minutes of the general meetings. The general Powers of Attorney are valid for a period which will not exceed 3 years.

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 republished, 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 **22.04.2024, at 11:00 a.m. for the OGMS**, clearly mentioning to the subject: „For the Ordinary General Meeting of Shareholders as of 24/25.04.2024” and respectively until **22.04.2024, at 13:00 for the EGMS**, clearly mentioning to the subject: ”For the Extraordinary General Meeting of Shareholders as of 24/25.04.2024”.

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 point on the agenda (meaning vote “For”, vote “Against” or the „Mention Abstention”).

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 and EGMS).

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.

In case of the OGMS, for the **points 3 and 8** 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.

In case of the EGMS for all items on the agenda, a single form of Special Power of Attorney/Correspondence Voting Ballots, made available by BVB, will be used.



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 points on the agenda of the OGMS or proposals of resolutions could be added, in which case the updated agenda shall be published **starting with 12.04.2024**. In this case, the special Powers of Attorney/Correspondence Voting Ballots shall be updated and published as described at letter b) **starting with 12.04.2024**.

For the OGMS, the Special Powers of Attorney/Correspondence Voting Ballots dedicated to **points 3 and 8** on the 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] / [point 8]** of the Ordinary General Meeting of the Shareholders as of 24/25.04.2024" and placed, in turn, in the envelope containing the special Powers of Attorney/Correspondence Voting Ballots dedicated to the rest of the points on the agenda of the OGMS and related documents; this shall be sent as to be registered with the Company registration desk **until 22.04.2024, at 11:00 a.m. the latest**, clearly mentioning on the envelope "For the Ordinary General Meeting of Shareholders as of 24/25.04.2024".

For the EGSM the Special Powers of Attorney/Correspondence Voting Ballots and the related documents shall be sent as to be registered with the Company registration desk no later than **22.04.2024, at 13:00**, clearly mentioning on the envelope „For the Extraordinary General Meeting of Shareholders as of 24/25.04.2024”.

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:

- for the OGMS, the special Power of Attorney/Correspondence Voting Ballot dedicated to the **points 3 and 8** on the 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 shall be sent within a separate e-mail, clearly mentioning on the subject “Confidential – Secret voting instructions for **[point 3] / [point 8]** - Ordinary General Meeting of Shareholders as of 24/25.04.2024”, so that to be registered as received to the Company’s registration desk **until 22.04.2024, at 11:00 a.m.**;
- for the OGMS, the special Power of Attorney/ Correspondence Voting Ballot dedicated to the **rest of the points**, 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 24/25.04.2024”, so that to be registered as received to the Company’s registration desk **until 22.04.2024, at 11:00 a.m.**;



- for the EGMS, the special Powers of Attorney/Correspondence Voting Ballots, filled in by the shareholders or, as the case, their representatives with their options (vote „For”, vote „Against” or „Mention Abstention”), signed, having attached extended electronic signature, and the related documents shall be sent by e-mail, clearly mentioning on the subject „For the Extraordinary General Meeting of Shareholders as of 24/25.04.2024”, so that to be registered as received to the Company’s registration desk until **22.04.2024, at 13:00.**

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 and EGMS.

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/EGMS, 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 and EGMS 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 and EGMS 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 and EGMS, 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 and EGMS;
- 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 and EGMS.

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 and EGMS);
- 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 and EGMS.

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 22.04.2024, at 11:00 a.m.**, clearly mentioning on the envelope „For the Ordinary General Meeting of Shareholders as of 24/25.04.2024” and respectively until **22.04.2024, at 13:00** for the EGMS, clearly mentioning on the envelope „For the Extraordinary General Meeting of Shareholders as of 24/25.04.2024”.

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 ASF, at the address: [actionariat@bvb.ro](mailto:actionariat@bvb.ro), mentioning to the subject: „For the Ordinary General Meeting of the Shareholders as of 24/25.04.2024” for the OGMS, so that to be registered as received to the Company's registration desk **until 22.04.2024, at 11:00 a.m.** and respectively mentioning to the subject „For the Extraordinary General Meeting of the Shareholders as of 24/25.04.2024” for the EGMS, so that to be registered as received to the Company's registration desk **until 22.04.2024, at. 13:00**.

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/EGMS, the credit institution 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 and/or EGMS, 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/Extraordinary General Meeting of Shareholders as of 24/25.04.2024”, so that to be registered as received to the Company's registration desk **until 08.04.2023, 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 and EGMS; the questions shall be submitted in writing and shall be deposited/ sent with registered letter/courier so that to be registered as received to the Company's registration desk **until 15.04.2024, at 18:00**, clearly mentioning on the envelope „For the Ordinary/Extraordinary General Meeting of Shareholders as of 24/25.04.2024” 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 in the subject „For the Ordinary/Extraordinary General Meeting of Shareholders of 24/25.04.2024”.

The answers shall be available on the Company's website [www.bvb.ro](http://www.bvb.ro), Investors Relations/General shareholders' meetings of Section, **starting with 19.04.2024**.

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 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).

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 OGMS and EGMS and, at the same time, ensure the possibility that every shareholder present at the meeting can verify his vote.

The shareholder can log in and vote as often as he wants in the interval designated for electronic voting, including live in during the OGMS and EGMS sessions, the last voting option (before the expiration of the voting session) being the one registered. The typical duration 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 OGMS and EGMS meetings, shareholders will provide the following information:

#### **1. For natural persons:**

- name and surname;

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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.

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

or

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 numerical code of the legal representative;
- email address;
- the identity document of the legal representative (identity card, passport, residence permit);

or

- 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 legal representative capacity of the legal entity shareholder will be issued no later than 3 months before the date of publication of the OGMS and EGMS 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 of the appointment of a conventional representative by the shareholder, he 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 must be previously submitted to the Company under the conditions mentioned in this Convening notice at letters d) – e) .

Electronic voting involves 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 4-8 Nicolae Titulescu Av., 1st floor, East Wing, District 1, America House Building, Bucharest, 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 exclusively for the purpose of conducting the OGMS and EGMS and implementing/recording the adopted decisions, 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, with the exception of those for whom 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**