



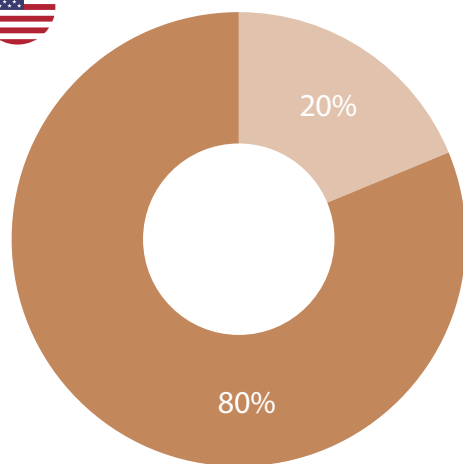
GOLDRING

ASF Decision: 2734/08.08.2003  
ASF Register Number: PJR01SSIF/260045  
ASF Certificate: 372/29.05.2006  
Trade Register: J26/440/1998  
CIF: RO10679295  
Share capital: 1.823.000 RON

THE DECISION TO LIST  
YOUR COMPANY ON  
THE BUCHAREST  
STOCK EXCHANGE

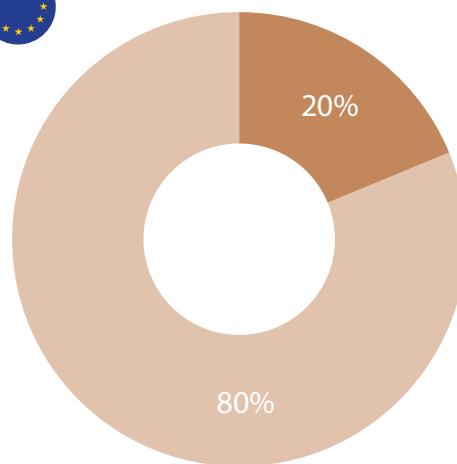
## SHARE FUNDING VIA CAPITAL MARKET

■ CAPITAL MARKET  
■ BANK LOANS



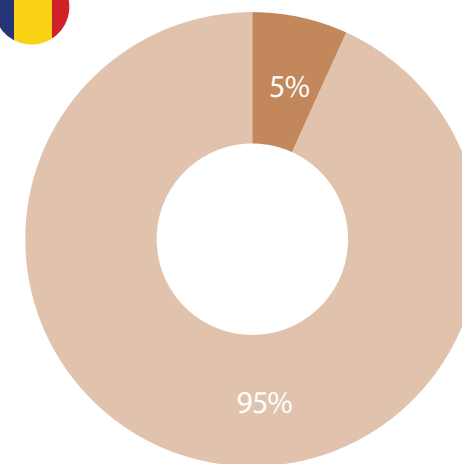
### U.S.A

In USA, 80% of companies funding is ensured by capital market and only 20% through bank loans.



### EU.

In Europe, the percentages are reversed. Companies attract their financing through capital markets in proportion of 20% while bank loans represent 80%.



### Romania

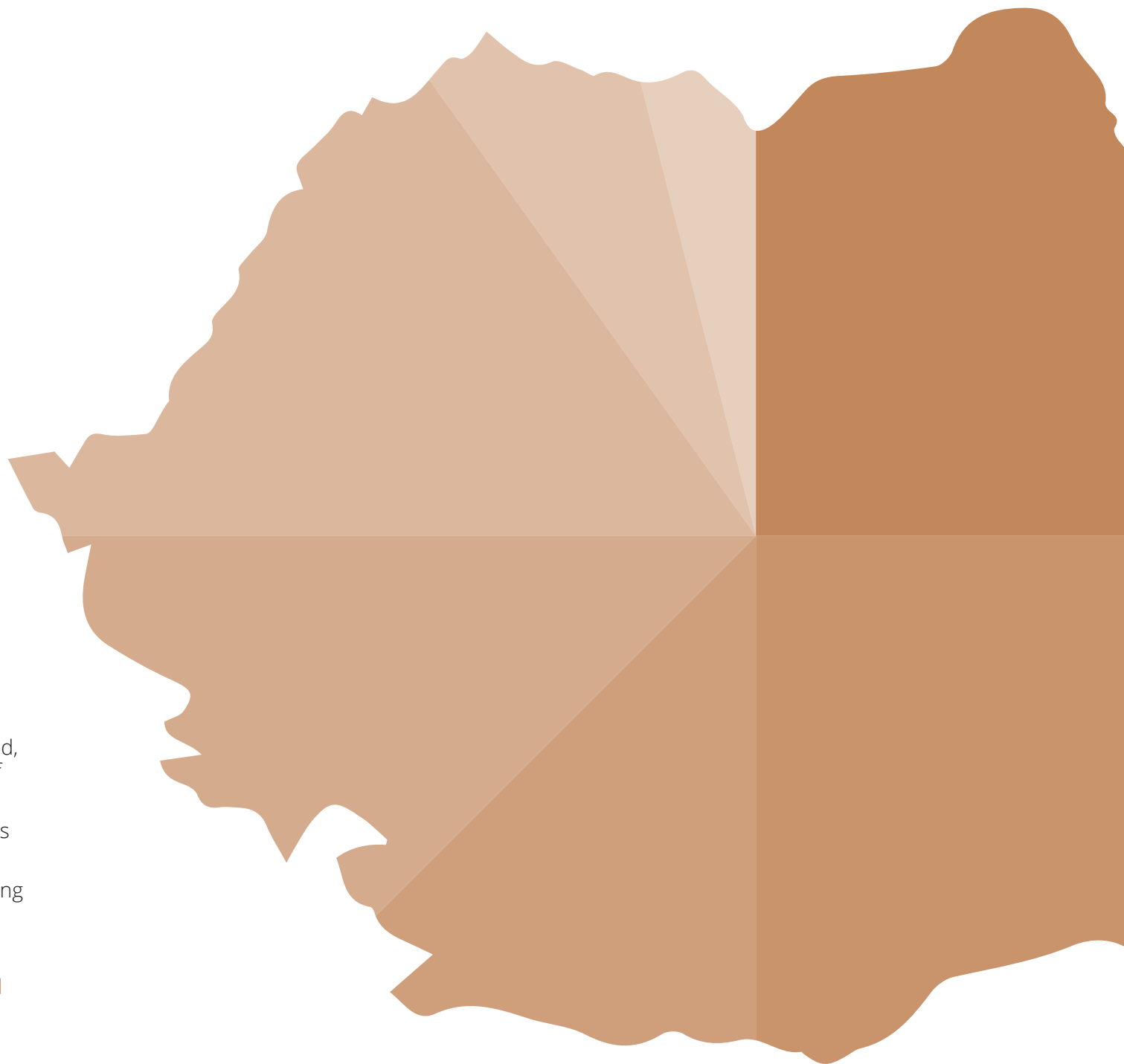
In Romania, a small percentage of entrepreneurs take into consideration the funding through the Stock Exchange.

## TENDENCIES REGARDING FINANCING IN ROMANIA

Romanian companies use the following funding methods:

- Financing through bank loans - the traditional method, the most used by Romanian companies and, most of the times, more expensive.
- Financing through private investment funds (business angels, other private equity funds).
- Financing through bonds issuing, with or without listing them on the Stock Exchange.
- Financing through capital market.

Each funding method has its specific advantages and disadvantages, in relation to which the optimal alternative for your company is evaluated.



# ADVANTAGES AND DISADVANTAGES OF LISTING ON THE CAPITAL MARKET

## ADVANTAGES

## DISADVANTAGES

### FINANCING

- Financing for business development
- Branching of funding sources
- Determining a business market value

- Listing and compliance costs.
- Creating a specialized department for relations with capital market institutions and investors.

### PR & MARKETING

- Exposure to a new range of investors, including sophisticated professional investors, investing funds
- Increasing notoriety/improving the company's image
- Attracting and retaining customers
- Attraction and fidelisation of the qualified human resource (through offering shares etc.)
- Free advertising before, during and after the listing.

- Additional efforts to control the flow of privileged information (relating to the activity and decisions of the company).
- Additional reporting and transparency requirements after listing, especially regarding management remuneration and transactions with affiliated parties .

### SHAREHOLDERS & INVESTORS

- Establishing a market value of the company.
- Increasing the trust of business partners.
- Increasing the level of corporate governance in company management.
- Liquidity for shares.

- Vulnerability to hostile takeovers.
- Market volatility can distort the real performance of the company.
- Additional procedural requirements for General Assemblies, Board of Directors and Executive Management.

# CONDITIONS OF ADMITTING TO TRADING

Bucharest Stock Exchange offers the possibility of listing on two markets, each with their own requirements:

- Main Market
- The Alternative System of Trading  
- AeRO Market

## AERO

### ADMISSION REQUIREMENTS

- Anticipated capitalization of at least € 250,000
- No minimum financial reporting period requirements
- Minimum 10% of free-float shares or minimum 30 shareholders
- It is not necessary to prepare and publish a Prospectus, only a presentation document - Memorandum
- Assistance provided by an Authorized Consultant both on admission, as well as for 12 months after listing
- Low admission fee

## MAIN MARKET

- Anticipated capitalization of at least €1 million
- Minimum 3 years of financial reporting
- Minimum 25% of free-float shares
- Preparation and publication of an Admission Prospectus
- Assistance provided by an Intermediary on admission
- Standard admission fee

# POST LISTING TERMS

	AERO	MAIN MARKET
POST-LISTING REQUIREMENTS	<ul style="list-style-type: none"><li>• Reporting obligations, monitored by the Bucharest Stock Exchange (and through Authorized Consultants)</li><li>• Continuous reporting</li><li>• Annual reports - audited</li><li>• Half-Yearly Reports</li><li>• Quarterly reports are optional, but recommended</li><li>• The takeover offer made by the shareholder which reaches or exceeds 33% is not mandatory</li><li>• Cumulative voting is not required</li><li>• Principles of Corporate Governance</li><li>• Investment in AeRO shares may be limited or restricted for certain types of regulated institutional investors. (ex: Pension funds)</li><li>• Additional regulations regarding Authorized Consultants responsibilities</li><li>• Failure to comply with reporting obligations will result in inclusion in the Special Monitoring List and loss of reliability</li></ul>	<ul style="list-style-type: none"><li>• Reporting obligations monitored by the Financial Surveillance Authority and by the Bucharest Stock Exchange</li><li>• Annual reports - audited</li><li>• Half-Yearly Reports</li><li>• Quarterly reports</li><li>• Continuous reporting</li><li>• The takeover offer made by the shareholder which reaches or exceeds 33% is mandatory</li><li>• Cumulative voting is required by the shareholders</li><li>• Corporate Governance Code</li><li>• The investment in shares on the Main Market is corresponding to all types of investors</li><li>• Failure to comply with reporting obligations will result in penalties made by the Special Monitoring List. Bucharest Stock Exchange can also take action</li></ul>

## WHY US?

Once you have made the decision to list your company on the Bucharest Stock Exchange, it is very important to choose the most suitable Intermediary to start the road with.

### WHY GOLDRING?

- Because we have over 20 years of experience in the field.
- We will assist you every step of the way, during and after listing your company at the Bucharest Stock Exchange.
- GOLDRING has been chosen the Romanian Entrepreneurial Companies' Intermediary at the Bucharest Stock Exchange two times.



SSIF GOLDRING SA  
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