

**CALL NOTICE**  
**of the**  
**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF**  
**BANCA COMERCIALA ROMANA S.A.**

Based on the provisions of art. 113 and art. 119 of the Law no. 31/1990, republished, amended and completed and of art. 13 and art. 17 of BCR SA Charter, the Management Board convenes the Extraordinary General Meeting of Shareholders of BCR S.A., on the premises located in Bucharest, No. 15 Calea Victoriei, Sector 3, on **April 29<sup>th</sup>, 2011**, at 9.00 a.m., with the following agenda:

**I. DOCUMENTS FOR APPROVAL**

1.1. Changing the face value of BCR share from the value of RON 1.3/share to the value of RON 0.1/share and the increasing of the number of shares from 792.468.750 to 10.302.093.750.

1.2. Amending article 4 of the BCR SA Charter as follows:

Article 4 shall be changed and shall read as follows:

"Subscribed and paid up capital of the Bank is of RON 1.030.209.375 split into 10.302.093.750 nominative shares, with a face value of RON 0,1 each".

1.3. Amending of BCR S.A. Charter as follows:

Article 39 paragraph 39.2 of BCR S.A. Charter shall be changed and shall read as follows:

"By exception to the rule provided above, the entire net profit of 2010, determined in accordance with NBR Order No. 13/2008, will not be distributed as dividends, but incorporated in the BCR share capital, except for a percentage of up to 15% of such net profit that should be included into retained profit."

**II. MISCELLANEOUS**

The reference date for the shareholders entitled to attend and to vote in the Extraordinary General Meeting of Shareholders is April 2<sup>nd</sup>, 2011.

If on April 29<sup>th</sup>, 2011, the quorum needed to validate the proceedings is not met, a second Extraordinary General Meeting of Shareholders of Banca Comercială Română SA is convened on **April 30<sup>th</sup>, 2011**, at 09.00 a.m., on the premises of Bucharest, No.15, Calea Victoriei, Sector 3, with the same agenda.

The Extraordinary General Meeting of Shareholders documents may be read by the shareholders on the bank premises (Legal Division – Group Secretariat) at Bucharest Financial Plaza - Bucharest, no 15, Calea Victoriei, Sector 3, Phone no 021.314.91.90 / extension 2517 / fax 021.310.01.03, as of April 18<sup>th</sup>, 2011 until April 28<sup>th</sup>, 2011, from 9:00 to 15:00.

According to the provisions of article 18 of BCR SA Charter, the shareholders (legal and natural persons) may be represented to the General Meeting of Shareholders based on a special proxy which will be submitted in original on the bank premises (Legal Division – Group Secretariat, 15 Calea Victoriei, Sector 3, postal code 030023, Bucharest) until April 26<sup>th</sup>, 2011 (inclusively). The special proxies registered after April 26<sup>th</sup>, 2011 shall not be taken into consideration.

The special proxy templates for the shareholders natural persons may be obtained at the above-specified premises, as of April 18<sup>th</sup>, 2011 from 9:00 to 15:00.

With the purpose to take part in the General Meeting of Shareholders, the shareholders or their representatives will be present at the location of the meeting – the Bucharest Financial Plaza building, no. 15 Calea Victoriei, 16<sup>th</sup> floor, Sector 3, meeting room, **until 8.30 at the latest**, in order to draft the attendance list and they will present their identity documents (identity bulletin/identity card for Romanian citizens or passport for foreign citizens).

**EXECUTIVE PRESIDENT**

**DOMINIC BRUYNSEELS**