

Banca Comercială Română S.A.  
Societate administrată în sistem dualist

Bd. Regina Elisabeta nr. 5,  
Sector 3, București, cod 030016

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Înmatriculată la Registrul  
Comerțului: J40/90/1991  
Înmatriculată la Registrul Bancar  
Nr. RB-PJR-40-008/18.02.1999  
Cod Unic de Înregistrare: RO 361757

Înregistrată la Registrul de evidență  
a prelucrărilor de date cu caracter  
personal sub nr. 3776 și 3772  
Capital Social: 1.625.341.614,50 lei  
SWIFT: RNCB RO BU

CABINET PREȘEDINTE EXECUTIV NR. 109/13.03.2015

**CALL NOTICE  
of the  
ORDINARY GENERAL MEETING OF SHAREHOLDERS  
of  
BANCA COMERCIALĂ ROMÂNĂ S.A.**

Based on the provisions of art. 111 and of art. 117 of company law no. 31/1990, republished, with further amendments and completions and according to provisos of art. 11.2 letter a) and letter d) and art. 12.1 of BCR SA Charter, the Management Board convenes the Ordinary General Shareholders Meeting of BCR SA on the premises in Bucharest, no.15 Calea Victoriei, Sector 3, on April 24, 2015 at 13:00, with the following agenda:

**I. DOCUMENTS FOR APPROVAL**

- 1.1. BCR financial statements for the financial year 2014, separate of BCR, according to IFRS and consolidated financial statements of BCR Group for 2014, according to IFRS, based on the directors' reports on 2014 financial year, on the Management Board's Report, the financial auditor's report, the report of the Audit and Compliance Committee, the report of the Remuneration Committee, the report of the Nomination Committee and the report of the Risk Management Committee.
- 1.2. Proposal for covering of the 2014 financial loss.
- 1.3. Discharging of liability the Supervisory Board members and the Management Board members for 2014 financial year.

**II. DOCUMENTS FOR INFORMATION**

**III. MISCELLANEOUS**

The reference date for the shareholders entitled to attend and vote at the Ordinary General Shareholders Meeting is April 10<sup>th</sup>, 2015.

In case on April 24, 2015 the necessary quorum for validating the debates is not met, a second Ordinary General Shareholders Meeting is convened for April 25, 2015 at 10.00 a.m on the premises in Bucharest, no.15 Calea Victoriei, Sector 3, with the same agenda.

The call notice of Ordinary General Shareholders Meeting is published in a national newspaper and on BCR SA website - [www.bcr.ro](http://www.bcr.ro).

The documents on the agenda of the Ordinary General Shareholders Meeting may be consulted by shareholders on the bank's premises (Legal Division) in Bucharest Financial Piazza – Bucharest, No. 15 Calea Victoriei, Sector 3, starting with April 3, 2015 and until April 17, 2015 between 9.00 – 15.00.

According to the provisions of art. 14.2 of BCR SA Charter, shareholders (private individuals and corporate bodies) may be represented in the Ordinary General Shareholders Meeting based on an original special proxy which will be submitted at the bank's premises (Legal Division, no. 15 Calea Victoriei, Sector 3, postal code 030023, Bucharest) until April 22, 2015 (included). The special proxies registered after April 22, 2015 are not acknowledged.

The special proxy forms for private individual shareholders can be obtained from the above-mentioned premises, as of April 6, 2015, between 9.00 a.m – 15.00 p.m.

With a view to attend the Ordinary General Shareholders Meeting the shareholders or representatives will be present at the meeting venue – Bucharest Financial Piazza building, no.15 Calea Victoriei, 16<sup>th</sup> floor, Sector 3, Boardroom, until 12:45 a.m the latest and will present their ID (ID for Romanian Citizens and passport for foreign citizens), for the attendance list to be drafted in time.

**EXECUTIVE PRESIDENT**

**TOMAS SPURNY**