

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

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

contact.center@bcr.ro
www.bcr.ro
InfoBCR: 0800.801.227, apelabil
gratuit din orice rețea națională;
+4021.407.42.00 apelabil din
străinătate la tarif normal

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. 612 /09.12.2014

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 let. b), let. c) and let. e) and art. 12.1 of Banca Comerciala Romana SA (**BCR**) Charter, the Management Board convenes the Ordinary General Meeting of shareholders of BCR on the Head Office in Bucharest, no.15 Calea Victoriei, Sector 3, postal code 030023, on January 29th 2015 at 13:00, with the following agenda:

I. DOCUMENTS FOR APPROVAL

- 1.1.** 2015 BCR income and expense budget.
- 1.2.** Election of two Supervisory Board members for a mandate valid starting with the date of the Romanian National Bank's approval until 23.04.2016.
- 1.3.** Remuneration policy for members of the Supervisory Board for the year 2015.

II. DOCUMENTS FOR INFORMATION

- 2.1.** Procedure referring to the Process of Nominating and Assessing the Suitability of Supervisory Board Members.

III. MISCELLANEOUS

The reference date for the shareholders entitled to attend and vote at the Ordinary General Meeting of Shareholders is January 15th, 2014.

In case on January 29th, 2015 the necessary quorum for validating the debates is not met, a second Ordinary General Meeting of Shareholders is convened for January 30th 2015 at 9.00 a.m on the Head Office in Bucharest, no.15 Calea Victoriei, Sector 3, postal code 030023, Bucharest Financial Plaza Building (hereinafter referred as **BCR Head Office**) with the same agenda.

The call notice of Ordinary General Meeting of Shareholders is published in a national newspaper and on BCR website - www.bcr.ro.

The shareholders may propose candidates for the vacant positions within Supervisory Board, according to the applicable law within 15 days as from the publication date of the present call notice. The list including information on the name, place of domicile and

professional qualification of the persons proposed for the positions of Supervisory Board members is available to shareholders at the BCR Head Office and on BCR website and may be consulted and amended by them.

According to the applicable legal provisions and the BCR S.A. internal regulations, the Nomination Committee will perform an assessment of suitability process for the candidates proposed for the vacant position within Supervisory Board. In order to support the Nomination Committee, the nominating shareholders are asked to send together with the proposals the Fit and proper affidavit (including a detailed curriculum vitae), filled in and signed by the proposed candidate, according to the forms provided by the bank at the BCR Head Office.

The documents on the agenda of the Ordinary General Meeting of Shareholders, including the final list of candidates for the positions of Supervisory Board members, the conclusions of the BCR Nomination Committee regarding the suitability assessment of the candidates, as well as the supporting documents for the performance of the suitability assessment process may be consulted by shareholders at the BCR Head Office (Legal Division) starting with January 16th, 2015 and until January 28th, 2015 between 9.00 – 15.00.

According to the provisions of art. 14.2 of the BCR SA Charter, the shareholders (private individuals and corporate bodies) may be represented in the Ordinary General Meeting of Shareholders based on an original special proxy which will be submitted at BCR Head Office (Legal Division) until January 26th, 2015 (included). The special proxies registered after January 26th, 2015 are not acknowledged.

The special proxy forms for private individual shareholders can be obtained from BCR Head Office, as of January 20th, 2015, between 9.00 a.m – 15.00 p.m.

With a view to attend the Ordinary General Meeting of Shareholders the shareholders or representatives will be present at the meeting venue – BCR Head Office, 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