

CABINET PREȘEDINTE EXECUTIV NR. 115/18.03.2016

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) letter b), letter c) 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 22, 2016 at 13:30, with the following agenda:

I. DOCUMENTS FOR APPROVAL

- 1.1.** a) Annual separate financial statements of BCR Bank for the year 2015, prepared in accordance with IFRS;
b) Annual consolidated financial statements of BCR Group for the year 2015, prepared in accordance with IFRS;
c) Administrators' Report for the year 2015;
d) Consolidated Administrators' Report for the year 2015;
e) Independent Auditors' Report on the annual separate financial statements of BCR Bank and on the annual consolidated financial statements of BCR Group for the year 2015, prepared in accordance with IFRS;
f) Report regarding the activity of the Management Board in 2015;
g) Report on the activity of the Audit and Compliance Committee in 2015;
h) Report on the activity of the Nomination Committee and Remuneration Committee in 2015;
i) Report on the activity of the Risk Management Committee in 2015.

1.2. 2015 profit distribution

1.3. Discharging of liability the Supervisory Board members and the Management Board members for 2015 financial year.

1.4. Re-electing the Supervisory Board members.

1.5. Electing the new Supervisory Board members.

Please note that, according to the provisions of article 117 paragraph (6) of the Law no. 31/1990, republished, as further amended and supplemented, the list comprising the information concerning the name, the domicile city and the professional qualification of the persons proposed for the position of Supervisory Board member are available to the shareholders and may be consulted and filled in by them at the bank's headquarters.

1.6. Remuneration structure for members of BCR Supervisory Board for the year 2016

II. MISCELLANEOUS

The reference date for the shareholders entitled to attend and vote at the Ordinary General Shareholders Meeting is April 10th, 2016.

In case on April 22, 2016 the necessary quorum for validating the debates is not met, a second Ordinary General Shareholders Meeting is convened for April 25, 2016 at 13.30 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.

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 Plazza – Bucharest, No. 15 Calea Victoriei, Sector 3, starting with April 4, 2016 and until April 20, 2016 between 9.00 – 15.00.

According to the provisions of art. 117² alin. (2) of company Law no. 31/1990 republished, with further amendments and completions, the documents submitted on the agenda on items 1.1. and 1.2. are made available to shareholders at the bank's premises and published on the website of BCR SA on www.bcr.ro at the date of publication the call notice.

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 20, 2016 (included). The special proxies registered after April 20, 2016 are not acknowledged.

The special proxy forms for private individual shareholders can be obtained from the above-mentioned premises, as of April 4, 2016, 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 Plazza building, no.15 Calea Victoriei, 16th floor, Sector 3, Boardroom, until 13:15 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

SERGIU CRISTIAN MANEA