

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

CEO Office no. 325/21.07.2016

CALL NOTICE
of the
GENERAL MEETINGS OF SHAREHOLDERS
Of
BANCA COMERCIALĂ ROMÂNĂ S.A.

Based on the provisions of art. 111, 113, 117 and of art. 119 of company law no. 31/1990, republished, with further amendments and completions and according to provisos of art. 11.2 letter h), 11.3 letter d), 11.3 letter e) and art. 12 and art. 13.5 of Banca Comerciala Romana S.A. (BCR SA) Charter, the Management Board convenes the Ordinary General Meeting of shareholders of BCR SA on the premises in Bucharest, no.15 Calea Victoriei, Sector 3, on August 26th 2016 at 13.00 and Extraordinary General Meeting of shareholders of BCR SA in the same place, at hour 13.30, with the following agendas:

AGENDA FOR ORDINARY GENERAL MEETING OF SHAREHOLDERS OF BCR SA

I. DOCUMENTS FOR APPROVAL

- 1.1. Nomination of financial external auditor for the year 2016 for BCR Bank and the subsidiaries of BCR Group.

II. MISCELLANEOUS

**AGENDA FOR EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF
BCR SA**

I. DOCUMENTS FOR APPROVAL

- 1.1. Extension of the Bank business activities mentioned in the BCR SA Charter, as follows:.

Article 9 point 9.2 letter p) from the BCR SA Charter will be extending with two dashes 10th and 11th, which will read as follows:

[...]

- acting on behalf and in the name of other financial entities for selling/ distributing their financial products/ services, as well as performance of support services necessary for the selling/ distribution of this types of products/ services;
- acting on behalf and in the name of other payment institutions/ electronic money institute ons as a payment agent/ electronic money agent.”

1.2. Appointment the Chairman of Management Board to sign the updated version of BCR Charter, as supplemented by the decision of BCR SA Extraordinary General Meeting of Shareholders held on August 26th, 2016, with a view to submit and register it with the Trade Registry and to publish it in the Romanian Official Gazette, Part IV.

1.3. The merger by absorption of BCR Real Estate Management SRL (“REM”) and Bucharest Financial Plaza SRL (“BFP”) as absorbed entities with Banca Comerciala Romana SA (“BCR”) as absorbing entity.

II. MISCELLANEOUS

The reference date for the shareholders entitled to attend and vote at the Ordinary General Meeting of Shareholders and Extraordinary General Meeting of Shareholders is August 06, 2016.

In case on August 26rd 2016 the necessary quorum for validating the debates is not met, a Ordinary General Meeting of Shareholders, respectively a second Extraordinary General Meeting of Shareholders are reconvened for August 29th 2016 at 13.00 a.m and respectively at 13.30 on the premises in Bucharest, no.15 Calea Victoriei, Sector 3, with the same agendas.

The call notice of General Meetings of Shareholders are published in a national newspaper and on BCR SA website - www.bcr.ro.

The documents on the agendas of the General Meetings of Shareholders may be consulted by shareholders on the bank’s premises (Legal Division) in Bucharest Financial Plaza – Bucharest, No. 15 Calea Victoriei, Sector 3, starting with August 11, 2016 and until August 22, 2016 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 General Meetings of Shareholders 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 August 22, 2016 (included). The special proxies registered after August 22, 2016 are not acknowledged.

The special proxy forms for private individual shareholders can be obtained from the above-mentioned premises, as of August 16, 2016, between 9.00 a.m – 15.00 p.m.

With a view to attend the General Meetings of Shareholders the shareholders or representatives will be present at the meeting venue – Bucharest Financial Plaza building, no.15 Calea Victoriei, 16th 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

SERGIU CRISTIAN MANEA