

EXECUTIVE PRESIDENT OFFICE NO. 347/10.08.2016

SUPPLEMENTATION OF THE CALL NOTICES OF BANCA COMERCIALA ROMANA SA ORDINARY AND EXTRAORDINARY GENERAL SHAREHOLDERS MEETING

Based on the art.117¹ of the Company Law no.31/1990, republished, with further amendments and supplementations and on the art.12 of Banca Comerciala Romana SA (BCR SA) Charter, considering the request of Erste Group Bank AG (registered at BCR with no. 346/09.08.2016), as shareholder, holding 93,578% of BCR share capital, BCR S.A.'s Management Board supplements the agenda of the Ordinary and Extraordinary General Shareholders Meeting which will be held on **26.08.2016**, at 13:00 and respectively 13.30, on the premises located in Bucharest no.15 Calea Victoriei, sector 3.

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

In case on August 26th 2016 the necessary quorum for validating the debates is not met, the Ordinary and Extraordinary General Shareholders Meetings are reconvened **for August 29th 2016 at 13:00** and respectively **13.30** on the premises in Bucharest, no.15 Calea Victoriei, Sector 3, with the same supplemented agendas.

The call notice for the Extraordinary and Ordinary General Shareholders meetings of BCR SA, was published in the Romanian Official Gazette Part IV no. 2720/26.07.2016, as well as in the „Romania Libera” national newspaper and on BCR website.

The agenda of the Ordinary General Shareholders meetings, completed upon request from the Erste Group Bank AG with 1 point, respectively point 1.2, is the following:

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.
- 1.2. Nomination of the BCR financial auditor for auditing the financial statements related to the financial exercise 2016 and setting up the duration of the financial audit contract of 9 months.

II. MISCELLANEOUS

The agenda of the Extraordinary General Shareholders meetings, completed upon request from the Erste Group Bank AG with 6 sub-points, respectively sub-points 1.3.1, 1.3.2, 1.3.3, 1.3.4, 1.3.5, 1.3.6 is the following:

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 extended 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 institutions 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.

1.3.1. The approval, in principle, of the merger by absorption between BCR Real Estate Management SRL („REM”) and Bucharest Financial Plaza SRL („BFP”) – as absorbed entities, and Banca Comerciala Romana S.A. – as absorbing entity, as well as of the commencement of the merger process.”

1.3.2. The approval of the financial statements of BCR S.A., REM and BFP as of 31 December 2015 as financial statements of the merger which will be used for drafting the merger project;

1.3.3. The publication of the merger project in the Official Gazette of Romania, part IV;

1.3.4. Proposing the appointment of an independent expert, for examining the merger project and drafting a written report to the shareholders, as per the provisions of Article 243³ of the Companies Law no. 31/1990;

1.3.5. Empowering the members of the Management Board (Romanian: Comitetul Executiv) of BCR S.A., for:

- selecting the independent expert mentioned under the sub-point 1.3.4. above described;
- drafting and signing the merger project as per the applicable legal provisions;
- undertaking any actions and formalities, as well as drafting and signing any required documents, including, but not limited to the statement regarding the publication of the merger project, and representing BCR S.A. in relation with any third parties in respect of any aspect related to the implementation of the envisaged merger to be executed;
- the possibility to assign their mandate, as described above, to any other person.

1.3.6. Appointing Reff & Asociatii SCA, a Romanian law firm, headquartered at No. 4-8 Nicolae Titulescu Blvd., „America House” Building, East Wing, 3rd floor, District 1, Bucharest, Romania, incorporated as per the Bucharest Bar Decision no. 1110/13 March 2006, through any of its lawyers, to represent BCR S.A. in all proceedings regarding the valid registration with the Trade Registry and with any other authorities, if necessary, of the resolution of BCR S.A.’s General Meeting of Shareholders approving, in principle, the merger as well as the merger project, including, but not limited, to:

- signing, on behalf of BCR S.A., all documents necessary for the execution of this mandate, including any decision/resolution of BCR S.A.;
- filing, on behalf of BCR S.A., the necessary documents with and paying any due taxes to the Trade Registry;
- representing BCR S.A. in all procedures before the Trade Registry, the designated person, the director of the Trade Registry, as well as any other authority, in all legal, administrative or any other proceedings.
- Reff & Asociatii SCA shall be entitled to assign its mandate, if necessary for the implementation of the envisaged merger.

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

II. MISCELLANEOUS

The other provisions of the call notice published in the Romanian Official Gazette no. 2720/26.07.2016, remain unchanged and maintain their applicability.

EXECUTIVE PRESIDENT
SERGIU CRISTIAN MANEA