

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

Based on the provisions of art. 111 of the Law no. 31/1990, republished, changed, and supplemented and of art. 12 and art.17 of BCR SA Charter, the Management Board convenes the Ordinary General Meeting of Shareholders of BCR SA at the Bucharest headquarters, No.15, Calea Victoriei, Sector 3, on **May 14<sup>th</sup> 2009**, at 9.00, with the following agenda:

**I. DOCUMENTS FOR APPROVAL**

1.1. Approval of BCR Financial Statements on December 31<sup>st</sup>, 2008 ( elaborated according to OMF no. 5/2005 ), Consolidated financial statements on December 31<sup>st</sup>, 2008 ( elaborated according to the International Financial Reporting Standards ), based on the Report of the directors regarding 2008 financial year, on the Consolidated report of the directors regarding 2008 financial year, on the Report for the shareholders of the Management Board, on the financial auditor Reports, on the Report of the Audit and Compliance Committee, on the Report of the Compensation Committee and on the Report of the Risk Committee.

1.2. Approval of profit sharing and setting up the dividends level for the financial year 2008.

1.3. Discharge of responsibility of the members of BCR SA Supervisory Board and Management Board for the financial year 2008.

1.4. Approval of the financial auditor and setting up the minimum duration of the contract signed with it.

**II. DOCUMENTS FOR INFORMATION**

**III. MISCELLANEOUS**

The reference date for the shareholders entitled to attend and vote in the Ordinary General Meeting of Shareholders is April 11<sup>th</sup>, 2009.

If on May 14<sup>th</sup>, 2009 the quorum is not met to validate the proceedings, a second Ordinary General Meeting of Shareholders of Banca Comercială Română SA is convened on **May 15<sup>th</sup>, 2009**, at 9.00 in the premises of Bucharest, No.15, Calea Victoriei, Sector 3, with the same agenda.

The documents mentioned in this call notice can be read by the shareholders at the bank head office (Secretariat of the Bank Management Bodies) in Bucharest Financial Plaza building – Bucharest, No.15, Calea Victoriei, Sector 3, telephone 021.314.91.90 extension 2517/ fax 021.310.01.03, starting with April 10<sup>th</sup>, 2009 and until May 13<sup>th</sup>, 2009, between 9.00 a.m.– 3.00 p.m.

According to the provisions of art. 18 of BCR SA Charter, the shareholders (private individuals and corporate bodies) can be represented at the General Meeting of Shareholders based on a special power of attorney, which will be deposited in original at the bank premises (Secretariat of the bank Management Bodies, in No.15, Calea Victoriei Sector 3, postal code 030023, București ) until the date of May 11<sup>th</sup>, 2009 ( included ). The special powers of attorney registered after May 11<sup>th</sup>, 2009 are not taken into consideration.

The special power of attorney formats for individual shareholders can be obtained from the above mentioned premises, starting with April 27<sup>th</sup>, 2009, between 9.00 a.m.– 3.00 p.m.

In order to attend the General Meeting of Shareholders, the shareholders or their representatives shall be present at the meeting venue – Bucharest Financial Plaza building, No.15, Calea Victoriei, 16<sup>th</sup> floor, Sector 3, Conference Room up to **8.30, the latest**, so that the attendance list might be drafted. The shareholders will present their identity document (identity bulletin/identity card- for Romanian citizens, or passport-for foreign citizens).



**EXECUTIVE PRESIDENT,**

**DOMINIC BRUYNSEELS**