

CALL NOTICE
of the
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF
BANCA COMERCIALA ROMANA S.A.

Based on the provisions of art. 113 and art. 119 of the Law no. 31/1990, republished, amended and completed and of art. 13 and art. 17 of BCR SA Charter, The Management Board convenes the Extraordinary General Meeting of Shareholders of BCR SA, on the premises located in Bucharest, No. 15 Calea Victoriei, Sector 3, on **April 22nd, 2010**, at 13.00, with the following agenda:

I. DOCUMENTS FOR APPROVAL

1.1. Increase of the share capital of BCR S.A. with the amount of RON 237,740,625, i.e. from the current value of RON 792,468,750 to the value of RON 1,030,209,375, by increase of BCR S.A. share face value from the current face value of RON 1 per share to the new face value of RON 1.3 per share, by including in the share capital of BCR S.A a portion amounting to RON 237,740,625 of BCR net profit for the financial year 2009.

1.2. Amendment of BCR S.A Charter as follows:

Article 4 of BCR S.A Charter shall be amended and shall read as follows:

"The subscribed and paid up share capital of the Bank is RON 1,030,209,375.00 divided into 792,468,750 nominative shares with a nominative value of RON 1.3 each."

1.3. Supplementation of the object of activity provided in BCR S.A. Charter as follows:

Article 7, paragraph 7.2, letter p) of BCR S.A. Charter shall be supplemented with a new indent, the 10th, which shall read as follows:

"- acting for and on behalf of other entities in order to promote their services to the Bank's clients, subsidiary to the Bank's services and products (CAEN code 6419)".

1.4. Appointment of a Supervisory Board member to sign the updated version of BCR SA Charter, as amended and supplemented by the decisions of BCR SA Extraordinary General Meetings of Shareholders held on April 22nd, 2010, with a view to submitting and registering it with the Trade Registry and publishing it in the Romanian Official Gazette, Part IV.

1.5. Authorizing BCR Management Board to take all the measures and to perform all the necessary steps to implement the decisions of BCR SA Extraordinary General Meetings of Shareholders dated April 22nd, 2010.

II. MISCELLANEOUS

The reference date for the shareholders entitled to attend and to vote in the Extraordinary General Meeting of Shareholders is March 27th, 2010.

If on April 22nd, 2010, the quorum needed to validate the proceedings is not met, a second Extraordinary General Meeting of Shareholders of Banca Comercială Română SA is convened on **April 23rd, 2010**, at 13.00, on the premises of Bucharest, No.15, Calea Victoriei, Sector 3, with the same agenda.

The Extraordinary General Meeting of Shareholders documents may be read by the shareholders on the bank premises (Legal Division - Secretariat of the bank's management bodies) at Bucharest Financial Plaza - Bucharest, no 15, Calea Victoriei, Sector 3, Phone no. 021.314.91.90/ extension 2517/fax 021.310.01.03, as of March 22nd, 2010 until April 21st, 2010, from 9:00 to 15:00.

According to the provisions of art. 18 of BCR SA Charter, the shareholders (legal and natural persons) may be represented to the General Meeting of Shareholders based on a special proxy which will be submitted in original on the bank premises (Legal Division - Secretariat of the bank's management bodies, no. 15, Calea Victoriei, Sector 3, postal code 030023, Bucharest) until April 19th, 2010 (inclusively). The special proxies registered after April 19th, 2010 shall not be taken into consideration.

The special proxy templates for the shareholders natural persons may be obtained at the above-specified premises, as of April 12th, 2010, from 9:00 to 15:00.

With the purpose to take part in the General Meeting of Shareholders, the shareholders or their representatives will be present at the location of the meeting – the Bucharest Financial Plaza building, no. 15 Calea Victoriei, 16th floor, Sector 3, meeting room, **until 12.30 at the latest**, in order to draft the attendance list and they will present their identity documents (identity bulletin/identity card for Romanian citizens or passport for foreign citizens).

EXECUTIVE PRESIDENT



DOMINIC BRUYNSEELS