

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

Based on the provisions of article 111 of the Law no. 31/1990, republished, amended and supplemented and of article 12 and article 17 of BCR S.A. 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 **April 22nd, 2010**, at 11.15 a.m., with the following agenda:

I. DOCUMENTS FOR APPROVAL

1.1. Approval of BCR financial statements for the financial year ending on December 31st, 2009 and the consolidated financial statements of BCR Group for the financial year ending on December 31st, 2009, based on the directors' report on the 2009 financial year, the directors' consolidated report on the 2009 financial year, the Management Board's report, the financial auditor's reports, the report of the Audit and Compliance Committee, the report of the Compensation Committee and the report of the Risk Committee.

1.2. Approval of profit distribution for the 2009 financial year.

1.3. Discharging of liability the Supervisory Board members and the Management Board members for the 2009 financial year.

1.4. Re-electing the Supervisory Board members proposed by the majority shareholder, according to Article 23 of BCR S.A. Charter, for a new 3-year mandate, starting with April 22nd, 2010.

1.5. Electing the Supervisory Board members proposed by the Financial Investment Companies, according to Article 23 of BCR S.A. Charter, for a 3-year mandate, starting with April 22nd, 2010.

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.

II. MISCELLANEOUS

The reference date for the shareholders entitled to attend and to vote in the Ordinary 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 Ordinary General Meeting of Shareholders of Banca Comercială Română SA is convened on **April 23rd, 2010**, at 11.15 a.m., on the premises of Bucharest, No.15, Calea Victoriei, Sector 3, with the same agenda.

The documents mentioned in the call notice 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 article 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 10.45 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