



CABINET PREȘEDINTE EXECUTIV NR 192/14.05.2013

BANCA COMERCIALA ROMANA S.A.  
SOCIETATE ADMINISTRATA IN SISTEM DUALIST  
Bd. Regina Elisabeta Nr 5, Sector 3 Bucuresti  
Inmatriculata la Registrul Comertului: J40/90/1991  
Inmatriculata la Registrul Bancar nr. RB-PJR-40-008/18.02.1999  
Cod Unic de Inregistrare: 361757  
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**CALL NOTICE**  
**of the**  
**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**of**  
**BANCA COMERCIALĂ ROMÂNĂ S.A.**

Based on the provisions of art. 113 and of art. 117 of company law no. 31/1990, republished, with further amendments and completions and according to provisions 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 in Bucharest, no.15 Calea Victoriei, Sector 3, on June 28<sup>th</sup>, 2013 at 9.00, with the following agenda:

**I. DOCUMENTS FOR APPROVAL**

**1.1. New MTN Programme or Programmes to be launched by Banca Comerciala Romana S.A. ("BCR") and formal closing of the 2009 MTN Programme given it was changed the applicable legal framework, respective the approval of the following items:**

- I. With regard to the approval of a new medium term note programme/ programmes:
1. The issuance of medium term notes in a total maximum amount of EUR 3 billion, under one or two medium term note programme/ programmes, in accordance with the applicable law and/or requirements imposed by the competent authority, having as main terms and conditions those included in Appendix 1 of the memo presented (Memo 52000116 - BSM 35\_22 04 2013 / 22/04/2013) (the "NEW MTN Programme/Programmes");
  2. Empower the Executive Committee to:
    - (i) depending on the requirements imposed by the applicable law or by the Competent Authority, decide to implement one of the following structures: (i) one New MTN Programme – one Base Prospectus; (ii) one New MTN Programme – two Base Prospectuses; (iii) two MTN Programmes with a Base Prospectus for each programme, provided that the total maximum amount and the main terms and conditions referred to at 1 above are observed;
    - (ii) approve all the necessary documents for the establishment of the NEW MTN Programme/Programmes, including the base prospectus(es) and related documents for the NEW MTN Programme/Programmes in accordance with the applicable laws and international best practices;
    - (iii) where applicable, select the home member state for the approval of the base prospectus/prospectuses;
    - (iv) procure that the prospectus/prospectuses and all related documents are submitted to the approval of the home member state authority;
    - (v) procure the approval by the relevant authority of the supplements to the base prospectus(es)/final terms, if applicable;
    - (vi) undertake any marketing activities necessary or recommendable for the purpose of implementing the NEW MTN Programme/Programmes;

- (vii) undertake all necessary formalities for the purpose of procuring that the base prospectus(es) is (are) passported, where necessary, for the purpose of placement of any notes under the NEW MTN Programme/Programmes in the EU member states where the NEW MTN Programme/Programmes is (are) intended to be carried out (each, a "Relevant State");
- (viii) establish the terms and conditions of the each individual issue (including but not limited to: type of notes, nominal value, interest rate, maturity, early reimbursement) under the NEW MTN Programme/Programmes, in accordance with BCR's articles of association and internal by-laws and, to this purpose, to undertake all the formalities necessary for the placement of any notes under the NEW MTN Programme/Programmes in a Relevant State;
- (ix) approve all contracts necessary or recommendable for the implementation of the NEW MTN Programme/Programmes (including, without limiting, agency agreements, deeds of covenant, etc.);
- (x) as deemed suitable or recommendable, decide upon applying for admission of any offered notes under the NEW MTN Programme/Programmes to a regulated market/multilateral trading facility organised and operating in a EU Member State and, to this purpose, to approve all documents and perform all formalities necessary for the admission of such notes to trading on the respective market;
- (xi) decide upon any other matters related to the implementation of the NEW MTN Programme/Programmes, including performing any necessary filings, statements;
- (xii) delegate the power of representation in accordance with the applicable law, BCR's articles of association and internal bylaws.

II. With regard to the existing medium term notes programme in a maximum amount of EUR 3 billion established in 2009 (the "2009 MTN Programme") to formally stop and close the 2009 MTN Programme given it was changed the applicable legal framework, hence becoming obsolete.

The EGSM of BCR will also be informed about the funding activity through the 2009 MTN Programme during the life time of the 2009 MTN Programme (year 2009-2012), as provided in Appendix 3 of the memo.

## **II. DOCUMENTS FOR INFORMATION**

### **III. MISCELLANEOUS**

The reference date for the shareholders entitled to attend and vote at the Extraordinary General Meeting of Shareholders is June 1<sup>st</sup>, 2013.

In case on June 28<sup>th</sup>, 2013 the necessary quorum for validating the debates is not met, a second Extraordinary General Meeting of Shareholders is convened for June 29<sup>th</sup>, 2013 at 9.00 a.m. on the premises in Bucharest, no.15 Calea Victoriei, Sector 3, with the same agenda.

The call notice of Extraordinary General Meeting of Shareholders is published in a national newspaper and on BCR SA website - [www.bcr.ro](http://www.bcr.ro).

The documents on the agenda of the Extraordinary General Meeting of Shareholders may be consulted by shareholders on the bank's premises (Legal Division, in Bucharest Financial Piazza – Bucharest, No. 15 Calea Victoriei, Sector 3), starting with June 12<sup>th</sup>, 2013 and until the meeting date, between 9.00 – 15.00.

According to the provisions of art. 18 of BCR SA Charter, the shareholders (private individuals and corporate bodies) may be represented in the General Meeting 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 June 25<sup>th</sup>, 2013 (included). The special proxies registered after June 25<sup>th</sup>, 2013 are not acknowledged.

The special proxy forms for private individual shareholders can be obtained from the above-mentioned premises, starting with June 12<sup>th</sup>, 2013, between 9.00 a.m – 15.00 p.m.

In order to attend the Extraordinary General Meeting of Shareholders the shareholders or representatives will be present at the meeting venue – Bucharest Financial Piazza building, no.15 Calea Victoriei, 16<sup>th</sup> floor, Sector 3, Boardroom, until 8.45 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**

**TOMAS SPURNY**