

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 19th, 2013**, at **9.00**, with the following agenda:

I. DOCUMENTS FOR APPROVAL

1.1. BCR separate financial statements for the financial year 2012, according to IFRS and consolidated financial statements of BCR Group for 2012, according to IFRS, based on the directors' reports on 2012 financial year, on the Management Board's Report, the financial auditor's report, the report of the Audit and Compliance Committee, the report of the Compensation Committee and the report of the Risk Committee.

1.2. Covering the accounting loss for 2012 financial year.

1.3. Discharging of liability the Supervisory Board members and the Management Board members for the 2012 financial year.

1.4. Re-electing the Supervisory Board members.

1.5. Electing the new Supervisory Board members.

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.

1.6. Remuneration policy for members of the Supervisory Board for the year 2013

II. MISCELLANEOUS

The reference date for the shareholders entitled to attend and to vote in the Ordinary General Meeting of Shareholders is March 24th, 2013.

If on April 19th, 2013, 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 20th, 2013**, at 9.00 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 – Corporate Governance Department) at Bucharest Financial Plaza - Bucharest, no 15, Calea Victoriei, Sector 3, Phone no. 021.314.91.90 / extension 2514 / fax 021.310.01.03, as of March 26th, 2013 until April 17th, 2013, 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 - Corporate Governance Department, no. 15, Calea Victoriei, Sector 3, postal code 030023, Bucharest) until April 17th, 2013 (inclusively). The special proxies registered after April 17th, 2013 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 8th, 2013 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 8.45 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


TOMAS SPURNY

