

CEO Office no. 360/29.08.2016

CALL NOTICE
of the
EXTRAORDINARY GENERAL SHAREHOLDERS MEETINGS
of
BANCA COMERCIALĂ ROMÂNĂ S.A.

Based on the provisions of article 113 of the Company law no. 31/1990, republished, with further amendments and completions and according to the provisions of article 11.3 letter e) and art. 12 of Banca Comercială Română S.A. ("BCR SA") Charter, the Management Board convenes the Extraordinary General Shareholders Meeting of BCR SA on the premises in Bucharest, no.15 Calea Victoriei, Sector 3, on **September 30th 2016** at **09.00** with the following agenda:

I. DOCUMENTS FOR APPROVAL

1.1. The approval, *in principle*, of the merger by absorption between BCR Real Estate Management SRL („REM”) and Bucharest Financial Piazza SRL („BFP”) – as absorbed entities, and Banca Comercială Română S.A. – as absorbing entity, as well as of the commencement of the merger process.

1.1.1. The approval of the financial statements of BCR S.A., REM and BFP as of 31 December 2015 as financial statements of the merger which will be used for drafting the merger project;

1.1.2. The publication of the merger project in the Official Gazette of Romania, part IV;

1.1.3 Proposing the appointment of an independent expert, for examining the merger project and drafting a written report to the shareholders, as per the provisions of Article 243³ of the Companies Law no. 31/1990;

1.1.4 Empowering the members of the Management Board (Romanian: Comitetul Executiv) of BCR S.A., for:

- selecting the independent expert mentioned under the sub-point 1.1.3 above described;
- drafting and signing the merger project as per the applicable legal provisions;
- undertaking any actions and formalities, as well as drafting and signing any required documents, including, but not limited to the statement regarding the publication of the merger project, and representing BCR S.A. in relation with any third parties in respect of any aspect related to the implementation of the envisaged merger to be executed;
- the possibility to assign their mandate, as described above, to any other person.

1.1.5 Appointing Reff & Asociații SCA, a Romanian law firm, headquartered at No. 4-8 Nicolae Titulescu Blvd., „America House” Building, East Wing, 3rd floor, District 1, Bucharest, Romania, incorporated as per the Bucharest Bar Decision no. 1110/13 March

2006, through any of its lawyers, to represent BCR S.A. in all proceedings regarding the valid registration with the Trade Registry and with any other authorities, if necessary, of the resolution of BCR S.A.'s General Meeting of Shareholders approving, in principle, the merger as well as the merger project, including, but not limited, to:

- signing, on behalf of BCR S.A., all documents necessary for the execution of this mandate, including any decision/resolution of BCR S.A.;
- filing, on behalf of BCR S.A., the necessary documents with and paying any due taxes to the Trade Registry;
- representing BCR S.A. in all procedures before the Trade Registry, the designated person, the director of the Trade Registry, as well as any other authority, in all legal, administrative or any other proceedings.
- Reff & Asociatii SCA shall be entitled to assign its mandate, if necessary for the implementation of the envisaged merger.

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The reference date for the shareholders entitled to attend and vote at the Extraordinary General Shareholders Meeting is **September 11, 2016**.

In case on September 30th 2016 the necessary quorum for validating the debates is not met, a second Extraordinary General Meeting of Shareholders is reconvened for **October 3rd 2016 at 9 am** on the premises in Bucharest, no.15 Calea Victoriei, Sector 3, with the same agenda.

The call notice of the Extraordinary General Shareholders Meeting is published in the Romanian Official Gazette, in a national newspaper and on BCR SA website - www.bcr.ro.

According to the provisions of art. 14.2 of BCR SA Charter, shareholders (private individuals and corporate bodies) may be represented in the Extraordinary General Shareholders Meeting 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 September 27, 2016 (included). The special proxies registered after September 27, 2016 are not acknowledged.

The special proxy forms for private individual shareholders can be obtained from the above-mentioned premises, as of September 12, 2016, between 9.00 a.m – 15.00 p.m.

With a view to attend the Extraordinary General Shareholders Meeting the shareholders or representatives will be present at the meeting venue – Bucharest Financial Piazza building, no.15 Calea Victoriei, 16th floor, Sector 3, Boardroom, until **8.45 am 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

SERGIU CRISTIAN MANE

