

Banca Comercială Română S.A.  
Societate administrată în sistem dualist  
Bd. Regina Elisabeta nr. 5,  
Sector 3, București, cod 030016

contact.center@bcr.ro  
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Înmatriculată la Registrul  
Comerțului: J40/90/1991  
Înmatriculată în Registrul Instituțiilor de  
Credit sub  
Nr. RB-PJR-40-008/18.02.1999  
Cod Unic de Înregistrare: 361757

Înregistrată la Registrul de evidență  
a prelucrărilor de date cu caracter  
personal sub nr. 3776, 3773, 3775 și  
3772  
Capital Social: 1.625.341.614,50 RON  
SWIFT: RNCB RO BU

CABINET PREȘEDINTE EXECUTIV NR. 108/14.03.2017

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

Based on the provisions of art. 111 and of art. 117 of company law no. 31/1990, republished, with further amendments and completions and according to provisos of art. 11.2 letter a), letter c) and letter d) and art. 12.1 of BCR SA Charter, the Management Board convenes the Ordinary General Shareholders Meeting of BCR SA on the premises in Bucharest, no.15 Calea Victoriei, Sector 3, on April 24, 2017 at 13:00 with the following agenda:

**1. Approving the annual financial statements for the year 2016, for BCR standalone and consolidated for BCR Group prepared in accordance with International Financial Reporting Standards, together the following reports:**

- a) Administrators' Report for the year 2016;
- b) Consolidated Administrators' Report for the year 2016;
- c) Independent Auditors' Report on the annual separate financial statements of BCR Bank and on the annual consolidated financial statements of BCR Group for the year 2016, prepared in accordance with IFRS;
- d) Report regarding the activity of the Management Board in 2016;
- e) Report on the activity of the Audit and Compliance Committee in 2016;
- f) Report on the activity of the Nomination Committee and Remuneration Committee in 2016;
- g) Report on the activity of the Risk Management Committee in 2016.

**2. Approving the 2016 profit distribution**

**3. Approving the discharging of liability the Supervisory Board members and the Management Board members for 2016 financial year.**

**4. Approving the remuneration structure for members of BCR Supervisory Board for the year 2017.**

The reference date for the shareholders entitled to attend and vote at the Ordinary General Shareholders Meeting is April 08, 2017.

In case on April 24, 2017 the necessary quorum for validating the debates is not met, a second Ordinary General Shareholders Meeting is convened for April 25, 2017 at 13.00 a.m on the premises in Bucharest, no.15 Calea Victoriei, Sector 3, with the same agenda.

The call notice of Ordinary General Shareholders Meeting 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 Ordinary General Shareholders Meeting 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 April 10, 2017 and until April 21, 2017 between 9.00 – 15.00.

According to the provisions of art. 117<sup>2</sup> alin. (2) of company Law no. 31/1990 republished, with further amendments and completions, the documents submitted on the agenda on items 1. and 2. are made available to shareholders at the bank's premises and published on the website of BCR SA on [www.bcr.ro](http://www.bcr.ro) at the date of publication the call notice.

According to the provisions of art. 14.2 of BCR SA Charter, shareholders (private individuals and corporate bodies) may be represented in the Ordinary 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 April 21, 2017 (included). The special proxies registered after April 21, 2017 are not acknowledged.

The special proxy forms for private individual shareholders can be obtained from the above-mentioned premises, as of April 10, 2017, between 9.00 a.m – 15.00 p.m.

With a view to attend the Ordinary General Shareholders Meeting 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, 16.74 room, until 12:45 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**

**SERGIU CRISTIAN MANEA**

