

**Banca Comercială Română S.A.**  
**Societate administrată în sistem**  
**dualist**

Calea Victoriei nr. 15, Sector 3,  
București, cod 030023

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Înmatriculată la Registrul  
Instituțiilor de Credit:  
Nr. RB-PJR-40-008/18.02.1999  
Cod Unic de Înregistrare: RO 361757

Înregistrată la Registrul de evidență  
a prelucrărilor de date cu caracter  
personal sub nr. 3772 - 3776  
Capital Social: 1.625.341.625,40 lei  
SWIFT: RNCB RO BU

CABINET PREȘEDINTE EXECUTIV NR. 54/21.03.2019

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

Based on the provisions of art. 111, art. 113 letter l) and letter m) and of art. 117 of the companies Law no. 31/1990, republished, with further amendments and completions and according to the provisions of art. 8, art. 11.2 letter a), letter b), letter c), letter d) and letter e) and art. 11.3 letter d), letter g) and letter m) and art. 12 of Banca Comerciala Romana SA (BCR SA) Charter, the Management Board convenes on April 24<sup>th</sup>, 2019 the Extraordinary General Meeting of Shareholders of BCR SA at the headquarters located in Bucharest, 15, Calea Victoriei, Sector 3, at 13:00 and the Ordinary General Meeting of Shareholders of BCR SA in the same place, at hour 13.30, with the following agendas:

**AGENDA FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

**I. DOCUMENTS FOR APPROVAL**

- 1. Approval regarding the issuance of additional Tier 1 instruments by BCR in compliance with the legal provisions and the capital requirements set out according to the Romanian legal framework in force implementing the CRD IV provisions.**

- 2. Amendment/completion of BCR SA Charter as follows:**

- a) Article 9 point 9.2 letter p) from BCR SA Charter will be completed with bullet 12 and will have the following content:**

*- "acting on behalf and in the name of the trust service providers for electronic transactions, comprising activities of identity verification of the persons to whom the qualified certificates are issued by the trust service providers" (NACE code 6311)*

- b) Article 11 point 11.2 letter a) from BCR SA Charter will be amended and will have the following content:**

*a) "discussion, approval of or changes to the annual financial statements, based on the reports presented by the Supervisory Board, the Management Board and by the financial auditor, and deciding upon distribution of profits as dividends, reserves or other distribution"*

- 3. Appointment of a Management Board member to sign the updated version of BCR SA Charter, as amended and supplemented by the decision of BCR SA Extraordinary General Meeting of Shareholders held on April 24<sup>th</sup>, 2019, in order to submit it and register with the Trade Registry and to publish it in the Romanian Official Gazette, Part IV.**

**II. MISCELLANEOUS**

## **AGENDA FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS**

### **I. DOCUMENTS FOR APPROVAL**

- 1. Annual financial statements for the year 2018, for BCR standalone and consolidated for BCR Group prepared in accordance with International Financial Reporting Standards, audited, together with the following reports:**
  - a) Separate and Consolidated Administrators' Report for the year 2018 prepared in accordance with NBR Order 27/2010 with further amendments, including Management Board and Supervisory Board Committees activity reports for 2018;
  - b) Independent auditor's report to the shareholders of BCR SA on the annual separate financial statements of BCR and on the consolidated financial statements of BCR Group for the year 2018 prepared in accordance with IFRS;
  - c) Annual Report in accordance with FSA Regulation no. 5/2018 - Annex 15.
- 2. Approving the 2018 profit distribution.**
- 3. Approving the discharging of liability for the Supervisory Board members and the Management Board members for 2018 financial year and information regarding the vacancy position within Supervisory Board.**
- 4. Re-electing the Supervisory Board members for a new 3-year mandate, starting April 24<sup>th</sup>, 2019.**
- 5. Election within the Supervisory Board for a mandate valid starting with the date of the National Bank of Romania approval until 24.04.2022.**
- 6. BCR and BCR Group Budget 2019.**
- 7. The remuneration structure for the members of BCR Supervisory Board for the year 2019.**

### **II. MISCELLANEOUS**

The reference date for the shareholders entitled to attend and vote at the General Shareholders Meetings is April 07, 2019.

In case on April 24<sup>th</sup>, 2019 the necessary quorum for validating the debates is not met, a second Extraordinary General Shareholders Meeting, respectively a second Ordinary General Meeting of Shareholders are convened for April 25<sup>th</sup>, 2019 at 13.00 a.m and respectively at 13.30 a.m. at the headquarters located in Bucharest, 15, Calea Victoriei, Sector 3, with the same agendas.

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

According to the applicable legal provisions and the BCR SA internal regulations, the BCR Nomination Committee will perform an assessment of suitability process for the candidates proposed for the vacant position within the Supervisory Board. In order to support the BCR Nomination Committee, the shareholders proposing candidates are asked to send (until April 18<sup>th</sup>, 2019, according to the art. 13.4 of BCR SA Charter) together with the proposals the *Fit and proper affidavit* (including a detailed curriculum vitae), filled in and signed by the proposed candidate, according to the forms provided at the BCR Head Office.

The final list of candidates for the position as member of the Supervisory Board, the conclusions of the BCR Nomination Committee regarding the suitability assessment of the candidates, as well as the supporting documents for the performance of the suitability assessment process may be consulted by shareholders on the bank's headquarters (Legal Division) located in Bucharest, Financial Plaza Building - Bucharest, 15, Calea Victoriei, Sector 3, starting with March 22<sup>nd</sup>, 2019, between 9.00-15.00.

According to the provisions of art. 117<sup>2</sup> alin. (2) of the companies Law no. 31/1990 republished, with further amendments and completions and the art. 13.2 of BCR SA Charter the related documents for the items 1 and 2 submitted on the agenda of Ordinary General Meeting of Shareholders are available for the shareholders at the company's headquarters and published on the website of BCR SA on [www.bcr.ro](http://www.bcr.ro) at the date of publication the call notice.

The rest of documents related to the agenda of the General Meetings of Shareholders may be consulted by the shareholders at the bank's headquarters (Legal Division) located in Bucharest Financial Plaza Building- Bucharest, 15, Calea Victoriei, Sector 3, starting with April 17<sup>th</sup>, 2019 and until April 22<sup>nd</sup>, 2019 between 9.00 – 15.00.

According to the provisions of art. 14.2 of BCR SA Charter, the shareholders (individuals and legal entities) may be represented in the General Meetings of Shareholders based on original special proxy which will be submitted at the bank's headquarters (Legal Division, 15 Calea Victoriei, Sector 3, postal code 030023, Bucharest) until April 22<sup>nd</sup>, 2019 (included). The special proxies registered after April 22<sup>nd</sup>, 2019 are not acknowledged.

The special proxy forms for individual shareholders can be obtained from the above-mentioned headquarters, as of April 17, 2019, between 9.00– 15.00.

In order to attend the General Meetings of Shareholders the shareholders or the shareholders' representatives will be present at the meeting venue – Bucharest Financial Plaza Building, 15, Calea Victoriei, 16<sup>th</sup> floor, Sector 3, Cluj Napoca (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**

