

CABINET PREȘEDINTE EXECUTIV NR. 161/22.07.2019

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

Based on the provisions of art. 111 letter b), art. 113 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. 11.2 letter b), art. 11.3 letter m) and art. 12 of Banca Comerciala Romana SA (BCR SA) Charter, the Management Board convenes on September 2, 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. Amendment of BCR SA Charter as follows:

- deletion of article 27.3 and the accordingly re-numbering of the following points.

Therefore, the article 27 will have the following content:

“Article 27 Dividend policy

- 27.1** *The shares issued by the Bank bear the right to dividends from profits established in accordance with the annual financial statements of the Bank approved by the general meeting of shareholders, excepting for the (own) treasury shares held by Bank and for shares that have not been paid up, which do not have attached right to dividends.*
- 27.2** *The profit remained after the payment of the due taxes shall be distributed, based on the resolution of the general meeting of the shareholders, for setting up funds, dividends' payment and for other purposes.*
- 27.3** *The dividends are distributed to the shareholders proportionally to their stake held in the paid up share capital.*
- 27.4** *The dividends are paid within the terms established by the general meeting of shareholders, but not later than 6 months as of the date of approval of the annual financial statements for the ended financial year, under the sanction of penalties' payment.”*

2. 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 September 2, 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. Election of 2 members of the BCR Supervisory Board for a mandate valid starting with the date of the National Bank of Romania approval until 24.04.2022.**

II. MISCELLANEOUS

The reference date for the shareholders entitled to attend and vote at the General Shareholders Meetings is August 17, 2019.

In case on September 2, 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 September 3, 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.

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 August 25, 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 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 can be consulted by shareholders at the bank's headquarters (Legal Division) located in Bucharest, Financial Piazza Building - Bucharest, 15, Calea Victoriei, Sector 3.

All the documents related to the agenda of the General Meetings of Shareholders can be consulted by the shareholders at the bank's headquarters (Legal Division) located in Bucharest Financial Piazza Building– Bucharest, 15, Calea Victoriei, Sector 3, starting with August 22, 2019 and until August 30, 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 August 29, 2019 (included). The special proxies registered after August 29, 2019 are not acknowledged.

The special proxy forms for individual shareholders can be obtained from the above-mentioned headquarters, as of August 22, 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 Piazza Building, 15, Calea Victoriei, 16th floor, Sector 3, Cluj Napoca (16.74) room, until 12:45 a.m at 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