

Banca Comercială Română S.A.  
Societate administrată în sistem  
dualist  
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rețea din România sau din străinătate

Înmatriculată la Registrul Comerțului:  
J40/90/1991  
Înmatriculată la Registrul  
Instituțiilor de Credit:  
Nr. RB-PJR-40-008/18.02.1999

Cod Unic de Înregistrare: RO 361757  
Capital Social: 1.625.341.625,40 lei  
SWIFT: RNCB RO BU

CEO CABINET NO. 125/20.05.2020

**CALL NOTICE**  
**of the**  
**ORDINARY GENERAL SHAREHOLDERS MEETING of**  
**BANCA COMERCIALA ROMANA S.A.**

Under the provisions of art. 111 and of art. 117 of the Companies Law No. 31/1990, republished, with further amendments and supplements and pursuant to art. 11.2 letter a), letter b), letter c), letter d) and art. 12 of Banca Comerciala Romana S.A. ("**BCR S.A.**") Charter, as well as under the provisions of art. 3 and art. 4 of GEO 62/2020 for regulating certain measures regarding the he companies, in order to to organize the statutory bodies' meetings, the Management Board convenes on June 26<sup>th</sup>, 2020 the Ordinary General Shareholders Meeting of BCR S.A., exclusively by correspondence, with the following agenda:

**I. DOCUMENTS FOR APPROVAL**

- 1. Approval of the annual financial statements for the year 2019, individual for BCR S.A. and consolidated for BCR Group, prepared in accordance with the International Financial Reporting Standards, audited, together with the following reports :**
  - a) Separate and Consolidated Administrators' Report for the year 2019, prepared in accordance with NBR Order 27/2010, with further amendments and supplements;
  - b) Independent auditor's Report on the individual annual financial statements of BCR S.A. and on the consolidated financial statements of BCR Group for the year 2019, prepared in accordance with IFRS;
  - c) Annual Report prepared in accordance with Annex 15 to the FSA Regulation No. 5/2018, with further amendments and supplements.
- 2. Approval of the 2019 profit distribution on the destinations mentioned within the documentation made available to the shareholders and detailed in the voting ballot.**
- 3. Approval of the discharge of liability for the Supervisory Board members and the Management Board members for the 2019 financial year and notification regarding a vacancy in the Supervisory Board.**
- 4. Approval regarding elections in the BCR S.A. Supervisory Board for a mandate valid starting with the date of the National Bank of Romania approval until 24.04.2022.**
- 5. Approval of the remuneration structure for the members of BCR S.A. Supervisory Board for the year 2020.**

\*

The reference date for the shareholders entitled to attend and vote at the Ordinary General Shareholders Meeting is June 6<sup>th</sup>, 2020.

The call notice of the Ordinary General Shareholders Meeting is published in a national newspaper and on BCR S.A. website, i.e. [www.bcr.ro](http://www.bcr.ro).



According to the provisions of the applicable law and BCR S.A. internal regulations, the BCR S.A. Nomination Committee will perform an assessment of suitability process for the candidates proposed for the vacant position in the Supervisory Board. In order to support the BCR S.A. Nomination Committee, the shareholders proposing candidates are requested to send until June 19th, 2020 (according to art. 13.4 of BCR S.A. Charter), besides their proposals, the *Fit and proper affidavit* (including a detailed Curriculum vitae), filled in and signed by the proposed candidate, according to the form provided to the shareholders on BCR S.A. website.

The final list of candidates for the position as Supervisory Board member, the conclusions of the BCR S.A. Nomination Committee regarding the suitability assessment, as well as the supporting documents for the performance of the suitability assessment process can be examined by the shareholders on BCR S.A. website.

Under the provisions of art. 117<sup>2</sup> para. (2) of the Companies Law No. 31/1990 republished, with further amendments and supplements and of art. 13.2 of BCR S.A. Charter, as well as the provisions of art. 2, para. (1) of GEO 62/2020, the information and the documents comprising the topics included on the agenda of the Ordinary General Shareholders Meeting of BCR S.A. are available for the shareholders and published on BCR S.A. website, [www.bcr.ro](http://www.bcr.ro), at the date of publishing the call notice.

In order to participate at the Ordinary General Shareholders Meeting, the vote will be exercised by correspondence, by using ballot forms (ballot by correspondence and secret ballot by correspondence) published on BCR S.A. website at [www.bcr.ro/ro/investitori/aga/convocatoare-aga](http://www.bcr.ro/ro/investitori/aga/convocatoare-aga), by which the shareholders shall cast their vote by correspondence using the following means: by registered letter, post or courier services, at BCR S.A. address, Legal Division, OGSM Technical Secretariat (Mrs. Catalina Voicu, Mrs. Luminita Tiganas), 15 Calea Victoriei, Sector 3, postal code 030023, Bucharest, or via a letter sent electronically, bearing an extended electronic signature which shall be embedded, attached or logically associated, at the following email addresses: [Catalina.Voicu@bcr.ro](mailto:Catalina.Voicu@bcr.ro) and [Luminita.Tiganas@bcr.ro](mailto:Luminita.Tiganas@bcr.ro).

The ballots comprise all the items mentioned on the agenda and are valid by selecting a single option out of the three included for each proposal. The ballots filled in by the shareholders shall be submitted to and received by the company before the date of the meeting and shall be accompanied, if applicable, by the proxy. The special proxy forms for individual shareholders are available on BCR S.A. website at [www.bcr.ro/ro/investitori/aga/convocatoare-aga](http://www.bcr.ro/ro/investitori/aga/convocatoare-aga).

The submitted ballots that do not meet the above-mentioned criteria shall be disregarded in establishing the quorum and for making decisions in the Ordinary General Shareholders Meeting.

According to art. 5, para. (1) of GEO 62/2020, the checking, validation and registration of the ballots by correspondence shall be made by the technical secretariat established within the company, the members of the secretariat hereto shall safeguard the documents and the confidentiality of the votes thus expressed.

The use of personal data necessary to perform the activities related to the Ordinary General Shareholders Meeting of BCR S.A. shall be made only for the purpose for which they are requested, BCR S.A. shall not use personal data for other purposes that are not related to the proper organization of the meeting. The personal data shall not be made known to third parties, this being intended for the BCR S.A. personnel, taking part in the organization and execution of this meeting in good conditions.

**CHAIRMAN OF THE MANAGEMENT BOARD OF BCR S.A.**

**SERGIU CRISTIAN MANEA**  
Executive President of BCR

