



BANCA COMERCIALA ROMANA S.A.
SOCIETATE ADMINISTRATA IN SISTEM DUALIST
Bd. Regina Elisabeta Nr 5, Sector 3 Bucuresti
Inmatriculata la Registrul Comertului: J40/90/1991
Inmatriculata la Registrul Bancar nr. RB-PJR-40-008/18.02.1999
Cod Unic de Inregistrare: 361757
Capital Social 1,085.636.488 lei
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SUBSCRIPTION MECHANISM

For New Shares Issued By S.C. BCR S.A.

According To The Preference Right

~ November 2011 ~



CONTENTS:

I.	DEFINITIONS.....	3
II.	GENERAL CONSIDERATIONS.....	3
	Calculation method of the “number of new shares every shareholder is entitled to subscribe ”.....	4
	Rules for subscription process	4
III.	SUBSCRIPTION MANNER	5
IV.	NECESSARY DOCUMENTS FOR PERFORMING THE SUBSCRIPTION	6
 Appendix 1 – Subscription form.....		8
Appendix 2 – List of the BCR branches where subscription can be performed		9

I. DEFINITIONS

Company/ Issuer	<i>S.C. BCR S.A., headquartered in Bucharest no. 5 Regina Elisabeta Blvd. nr.5, Sector 3, Unique Registration No. 361757; O.N.R.C. registration no.:J40/90/1991; registered in the Banking Register under no.RB-PJR-40-008/18.02.1999</i>
Shareholders Register	<i>Company's shareholder register, held by S.C. BCR S.A. headquartered in Bucharest, no.15 Calea Victoriei, Sector 3, phone no.: 021.310.02.45, fax no. 021.310.37.46, e-mail: BCR.InformatiiAGA@bcr.ro,</i>
EGMS	<i>Extraordinary General Meeting of Shareholders of SC BCR SA, convened on 14.11.2011, with recall on 15.11.2011</i>
Reference date	<i>October 15th 2011</i>
Preference right holder	<i>Any private individual or legal entity shareholder registered in the Shareholder Register of S.C. BCR S.A. on the reference date</i>
Beneficiaries of the subscription offer	<i>Only the preference right holders</i>
Maximum number of new shares	<i>The maximum number of new shares which can be issued according to the EGMS resolution.: 6.185.497.870 shares</i>
Maximum number of new shares each shareholder is entitled to subscribe	<i>For each preference right holder, the maximum number of new shares he is entitled to subscribe is calculated based on the percentage of shares held by each shareholder and on the maximum number of new shares which can be issued according to the EGMS resolution</i>
Subscription price	<i>LEI 0,1 / share</i>
Subscription and payment period	<i>14.11.2011 – until the date when the one month term since the date the EGMS resolution is published in the Official Gazette expires.</i>
The share capital increase account	<i>The account where the amount representing the value of subscribed shares is transferred. The account is the following: RO49RNCB0002B00107723609 opened at SC BCR SA – Centrala, Back Office and has as account holder the Issuer.</i>
Subscription office	<i>S.C. BCR S.A. branches, according to Appendix 2</i>

II. GENERAL CONSIDERATIONS

According to the resolution of the Extraordinary General Meeting of Shareholders held on 14.11.2011 ("the Resolution"), the Issuer will increase its share capital by the maximum amount of LEI 618.549.787, based on the valid subscriptions of the shareholders, by issuing a maximum number of 6.185.497.870 shares with a nominal value of LEI 0,1 each.

The newly issued shares are offered for subscription only to the preference right holders. Each preference right holder will be entitled to subscribe no more than the maximum number of new shares he is entitled to, at the subscription price.

The shares which, by the time the subscription period expires, remain unsubscribed are cancelled based on the Extraordinary General Meeting of Shareholders resolution.

A. Calculation method for the “number of new shares every shareholder is entitled to subscribe”

The “number of new shares every shareholder is entitled to subscribe” is calculated as follows:

1) The (algebraic) number of newly issued shares the shareholder is entitled to is calculated as follows:

(the individual percentage stake of the share capital on the reference date) \times (maximum number of new shares) / 100

- The individual percentage stake is calculated by dividing the number of shares held on the reference date by the total number of existent shares on the reference date (namely, 10.856.364.880);
- The maximum number of newly issued shares is 6.185.497.870.

2) If the number obtained according to the point 1 above is not a whole number, the maximum number of new shares a shareholder is entitled to subscribe is calculated by rounding the decimals, as follows:

- for decimals higher than 0,5 including 0,5, the maximum number of new shares the shareholder is entitled to is the immediately following whole number;
- for decimals smaller than 0,5 the maximum number of new shares the shareholder is entitled to is the immediately preceding whole number;

Example: for a 1.000 shares stake, the new shares number is calculated as follows:

a) calculating the individual percentage quota:

1.000 (shares held) / **10.856.364.880** (total shares number) $\times 100 = 0,00000921118635\%$

b) calculating the algebraic number of new shares the shareholders is entitled to:

0,00000921118635% (percentage quota) \times **6.185.497.870** (maximum number of new shares) / 100 = **569,7** shares

c) by decimal rounding => **570 new shares the shareholder is entitled to**

Information regarding the current number of shares and the number of new shares a shareholder is entitled to can be obtained at:

- S.C. BCR S.A. headquarters (Legal Division) - no. 15 Calea Victoriei, Sector 3;
- E-mail address: BCR.InformatiiAGA@bcr.ro;
- BCR branches listed in Appendix 2 of this Mechanism.

B. Rules for subscription process

1. The subscription period starts on the EGMS date and ends when the one month term since publishing the EGMS resolution is published in the Official Gazette expires.

2. The new shares are offered for subscription at the nominal value - 0,1 lei / share, respectively.

3. Subscription is implying the performance of all the following operations:

- Filling in the subscription form (at any BCR Branch listed in Appendix 2 to this Mechanism);
- Paying the whole amount according to the share price of the number of shares mentioned in the subscription form.

4. The payment of the price for the subscribed shares can be performed as follows:

- in cash, at any BCR branch listed in Appendix 2 to this mechanism
- by bank transfer. The date of initiating the bank transfer must be within the subscription period.



5. One cannot subscribe a higher number of shares than the maximum number the shareholder is entitled to subscribe.

III. SUBSCRIPTION MANNER:

1. The subscription form

The subscribing of the new shares is performed based on the subscription form which will be offered upon request by the Company and which is a part of this Mechanism – Appendix no.1.

The subscription mechanism, including the subscription form and the list of BCR branches where the subscription can be performed are available at the S.C. BCR S.A. headquarters in Bucharest no.15, Calea Victoriei, sector 3 (Legal Division), at BCR branches listed in Appendix 2 to the current Mechanism, as well as on the Company's website - <https://www.bcr.ro/en/investors/gms/resolutions-gms>

The subscription form is valid only in the version provided by the Company.

2. Conditions for subscription validity

In order for the subscription to be valid, **all** of the following conditions must be met:

- The documents necessary for the subscription are sent to the Company during the Subscription period, by submitting them at one of the BCR branches listed in Appendix 2 to this Mechanism; the respective documents are described in this mechanism under chapter IV.
- The number of new shares subscribed is smaller or equal to the maximum number of new shares the shareholders is entitled to subscribe.
- The price paid for the subscribed shares is equal to the number of subscribed shares multiplied by LEI 0,1 / share.
- The amount is paid / transferred in S.C. BCR S.A. account no later than the day when the subscription period ends.

The subscription will be valid after filling in, signing and stamping (in case of the legal entities) two copies of the Subscription form both by the subscriber as well as by S.C. BCR S.A., on condition of validating the documents listed under Chapter IV below and also on condition that the amount is paid / transferred no later than the day when the subscription period ends.

The valid subscription is irrevocable.

3. Subscribed shares cancellation cases:

- Subscribing shares with failing to abide by any of the conditions stated in the current Mechanism;
- In any other case when the law imposes it.

4. Information regarding the bank account where the payment for the subscribed shares must be made

The payment for the subscribed shares can be made in cash or by bank transfer from any bank, in the following bank account RO49RNCB0002B00107723609, opened at SC BCR SA – Centrala, Back Office.

In case of a transfer initiated from another bank, the fees of the respective bank shall be fully incurred by the shareholder.

NOTE 1:

The amounts paid for the subscriptions which, according to the above conditions, are not considered valid, will be refunded to the subscribers, as follows:

- by bank transfer, in case the Company has been provided with necessary details for performing this operation;
- in the current account opened with BCR, if the shareholder has such an account;
- in cash, at any of the BCR branches mentioned in Appendix 2 to the current mechanism.

If the details supplied for the refund are incomplete and the shareholder does not have an account with BCR, the Company will keep the amount available to be taken in cash or to be refunded according to the instructions of the person entitled to this refund, for a period of 3 years. After this period expires, the Company will take ownership of this amount.

The refund is performed within 30 days after the end of the subscription period.

The bank fees are payable by the shareholder.

NOTE 2:

ATTENTION! *The subscriber has the obligation to check the correctness of the subscription form content. If the form contains no errors, two copies of it will be signed and stamped by the shareholder (only the legal entities will stamp it) and by the authorized persons from S.C. BCR S.A.*



NOTE 3:

The shareholders' rights provided by the new shares come into force on the date of their registration in the Shareholders register of S.C. BCR S.A., after fulfilling all the legal conditions.





IV. DOCUMENTS NECESSARY FOR THE SUBSCRIPTION

In order to perform the subscription, the interested persons will come to BCR branches listed in Appendix 2 to this Mechanism, submitting the documents below, as the case may be:



a) Subscription in case of resident private individuals/ legal entities**1. Resident private individuals subscribing on their own behalf:**

-  Identity card (copy). Subscription is not accepted if the subscriber does not have his personal identification number written on his identity card- for Romanian citizens.
-  The proof of payment into the subscription account – copy.

2. Resident private individuals subscribing on behalf of another private individual:

-  Identity card of the representative - copy
-  Identity card or another type of valid identification document of the preference right holder - copy. Subscription is not accepted if the subscriber does not have his personal identification number written on his identity card - for Romanian citizens.
-  The proof of payment into the subscription account – copy.
-  Original special proxy.

3. Resident private individuals who subscribe on behalf of minor children:

-  Identity card of the person who subscribes on behalf of the minor, as the funds provider - copy. Subscription is not accepted if the subscriber does not have his personal identification number written on his identity card - for Romanian citizens.
-  The proof of payment into the subscription account – copy.

- ✚ The minor's birth certificate and, as the case may be, his/ her identity card (for a minor aged between 14 – 18) – copy.
- ✚ The ward-ship deed – copy.

4. Incapable resident private individuals (lack of judgement):

- ✚ Identity card of the person who subscribes on behalf of the incapable - copy. Subscription is not accepted if the subscriber does not have his personal identification number written on his identity card- for Romanian citizens.
- ✚ The proof of payment into the subscription account – copy.
- ✚ The identity card of the incapable person – copy.
- ✚ The guardianship deed – copy.

5. The private individual subscribing on behalf of a deceased person (legal heir / legal heirs)

- ✚ A copy of the identity card of the private individual who signs the subscription form (the heir/ heirs). The subscription is not accepted if the subscriber does not have his personal identification number written on his identity card - for Romanian citizens.
- ✚ Inheritance documents for the respective shares – copy (death certificate, heir certificate, inheritance division document, as the case may be and any other property document).
- ✚ Proof of payment into the subscription account – copy.

6. Resident legal entities subscribing on their behalf:

- ✚ A copy of the Trade Register Registration Certificate.
- ✚ Proving document (Trade Register Certificate of Good Standing, Board of Directors Resolution, Charter, Statutory declaration) of the quality of legal representative of the legal entity and an identity card of the legal representative – copy.
- ✚ The proof of payment into the subscription account – copy.
- ✚ Identity card of the person who subscribes on behalf of the resident legal entity - copy. Subscription is not accepted if the subscriber does not have his personal identification number written on his identity card- for Romanian citizens.
- ✚ The original special proxy.

b) The subscription in case of non-resident private individuals/ legal entities

7. Non-resident private individuals:

- ✚ Passport, residence permit, any other valid identity paper - copy
- ✚ The proof of payment into the subscription account – copy.

8. The private individual who subscribes on behalf of the non-resident private individual:

- ✚ Passport (in case the representative is non-resident), identity card (in case the representative is resident) - copy.
- ✚ The original special proxy.
- ✚ The proof of payment into the subscription account – copy.

9. Non-resident corporate bodies:

- ✚ The Trade Register Registration Certificate or an equivalent, depending of the country of origin of the non-resident company – a copy and a certified translation
- ✚ The proof of payment into the subscription account – a copy.
- ✚ Proof of the legal representative quality for the respective legal entity – a copy and a certified translation or original special proxy
- ✚ A copy of the valid identity card of the legal representative or a copy of the identity card of the person mandated to subscribe on behalf of the non-resident legal entity



Appendix 1

Subscription form:

Undersigned

1. PRIVATE INDIVIDUAL:

- a) Surname, name _____
- b) ID series _____, No _____
- c) Personal identification number _____, Phone no. _____
- d) Full address
- Locality _____, County/ sector _____ Street _____
- no. _____, Bl. _____, Ap. _____

2. COMPANY:

- a) Name _____
- b) Reade register reg. no _____, tax code (sole registration code) _____
- c) Full address
- Locality _____, County/ sector _____
- Street _____, no. _____, Bl. _____, Ap. _____

REPRESENTED BY:

- a) Surname, name _____
- b) ID _____, Series _____, No _____ Passport _____
- c) Personal identification number _____, Phone no. _____
- d) Authentic mandate/ special proxy no. _____ of _____

Shareholder of SC Banca Comerciala Romana SA, owning on 15.10.2011 (the reference date) a number of _____¹ shares, I hereby subscribe a number of _____² newly issued shares from the total of _____³ newly issued shares I am entitled to subscribe in exercising the preference right, at a price of LEI 0,1 /share.

The value of the subscribed shares representing a number of _____⁴ new shares, namely the amount of _____⁵ LEI related to the subscription was transferred / submitted to account no RO49RNCB0002B00107723609 opened with SC Banca Comerciala Romana SA – Centrala, Back Office on the date of submitting the subscription form and of the requested documents according to the Mechanism approved by the Resolution of the Extraordinary General Meeting of Shareholders of SC Banca Comerciala Romana SA on 14.11.2011 according to attached Payment Order/transfer document.

3. I attach a copy of the documents mentioned under Chapter.IV of the Subscription mechanism, function of the situation ..., namely⁶:

I hereby state that I am aware, I understood and accepted the terms of the subscription Mechanism and I agree to the fact that the subscription will be valid if the cumulative conditions stated in the Mechanism approved by the resolution of the General Meeting of Shareholders of SC Banca Comerciala Romana SA on 14.11.2011 are met. I understood and accepted the fact that I cannot subscribe a number of shares exceeding the number of shares I am entitled to according to the percentage quota of shares held on 15.10.2011. The undersigned, I hereby state that I have the legal and statutory capacity, as well as the necessary resources in order to buy the shares subscribed by means of the hereof. I am not aware of any fact or act of a third party which might affect or limit this capacity.

I also state and declare the fact that this subscription form acts as a buying offer and that I accept all conditions regarding the share capital increase as they were approved by the Resolution of the Extraordinary Meeting of Shareholders of SC Banca Comerciala Romana SA dated 14.11.2011.

Date	Shareholder signature	Signature and SC BCR SA stamp
_____	_____	1. _____
		2. _____

¹ Automatically filled by the application at BCR

² Manually filled in by BCR clerk, according to shareholder's instructions

³ Automatically filled by the application at BCR

⁴ Automatically filled, by taking over the number of shares manually filled (field2)

⁵ Automatically filled by the application, by multiplying the manually filled shares number (field 2) by 0,1

⁶ The documents list is automatically generated by the application function of being in one of the cases described under Ch.IV.

Appendix 2 –BCR branches where subscription can be performed

Denumire unitate teritoriala	Adresa unitate teritoriala	Cod postal	Program de lucru Luni - Vineri	Program de lucru Sambata
Alba	Alba Iulia, Str. Tudor Vladimirescu nr.35	510167	9:00-17:00	inchis
Arges	Pitesti, Str.Republicii nr.83	110014	9:00-17:00	9:00-13:00
Arad	Arad, Str.Nelu Aristide Dragomir nr.14-16	310145	9:00-17:00	9:00-13:00
Bacau	Bacau, Str.9 Mai nr.11	600019	9:00-17:00	9:00-13:00
Bihor	Oradea, Str.D.Cantemir nr.2/c	410519	9:00-17:00	inchis
Bistrita Nasaud	Bistrita, Piata Petru Rares nr.1A	420080	9:00-17:00	9:00-13:00
Braila	Braila, Calea Calarasilor nr. 17	810017	9:00-17:00	9:00-13:00
Botosani	Botosani, Piata Revolutiei nr.9	710236	9:00-17:00	9:00-13:00
Brasov	Brasov, Str.15 Noiembrie nr.90A	500102	9:00-17:00	9:00-13:00
Buzau	Buzau, Str.Unirii nr.207	120191	9:00-17:00	9:00-13:00
Cluj	Cluj Napoca, Str.George Baritiu nr.10-12	400027	9:00-17:00	inchis
Calarasi	Calarasi, Str.Sloboziei nr.4	910022	9:00-17:00	9:00-13:00
Caras Severin	Resita, Str.I.L.Caragiale nr.10	320068	9:00-17:00	9:00-13:00
Constanta	Constanta, Str.Traian nr.68	900716	9:00-17:00	9:00-13:00
Covasna	Sf. Gheorghe, Str.Jozef Bem nr. 7	520023	9:00-17:00	9:00-13:00
Dambovita	Targoviste, B-dul Mircea cel Batran nr.1	130023	9:00-17:00	9:00-13:00
Dolj	Craiova, Str.Olteţ nr.4	200565	9:00-17:00	9:00-13:00
Gorj	Tg. Jiu, Str.Geneva nr.2	210136	9:00-17:00	9:00-13:00
Galati	Galati, Str.Brailei nr.35	800048	9:00-17:00	9:00-13:00
Giurgiu	Giurgiu, Str.Vlad Ţepeş nr.14 Bl. MUV 3	80094	9:00-17:00	9:00-13:00
Hunedoara	Deva, Piata I.C.Bratianu nr.3	330152	9:00-17:00	9:00-13:00
Harghita	Miercurea Ciuc, Str.Kossuth Lajos nr.2	530221	9:00-17:00	9:00-13:00

Ialomita	Slobozia, B-dul Chimiei nr. 21	920014	9:00-17:00	9:00-13:00
Iasi	Iasi, Str. Palat nr. 11	700019	9:00-17:00	9:00-13:00
Mehedinti	Drobeta Turnu Severin, Str. Aurelian nr. 44	220103	9:00-17:00	9:00-13:00
Maramures	Baia Mare, B-dul Unirii nr.15	430232	9:00-17:00	9:00-13:00
Mures	Tg. Mures, Str. Gh.Doja nr. 1-3	540015	9:00-17:00	9:00-13:00
Neamt	Piatra Neamt, B-dul Traian nr. 19	610137	9:00-17:00	9:00-13:00
Olt	Slatina, Str. Basarabilor nr. 1	230113	9:00-17:00	9:00-13:00
Prahova	Ploiesti, Str. Valeni nr. 42	100125	9:00-17:00	9:00-13:00
Sibiu	Sibiu, Str. Emil Cioran nr. 1	550025	9:00-17:00	inchis
Dorobanti	Bucuresti, Calea Dorobanti nr.111-117, sector 1	10562	9:00-17:00	inchis
Grivita	Bucuresti, Calea Grivitei nr.160 bl.42 sector 1	10746	9:00-17:00	inchis
Sector 1	Bucuresti, Calea Victoriei nr.155 bl.D1, sector 1	10073	9:00-17:00	inchis
Stefan cel Mare	Bucuresti, Sos.St.cel Mare nr.60 bl.41 parter sector 2	20152	9:00-17:00	9:00-13:00
Pipera	Bucuresti, Str.Dimitrie Pompei nr.6 C, sector 2	20337	9:00-17:00	inchis
Sector 2	Bucuresti, Str.Popa Lazar nr.8 sector 2	21586	9:00-17:00	inchis
Titan	Bucuresti, B-dul Basarabiei nr.256, sector 3	30352	9:00-17:00	inchis
Mihai Bravu	Bucuresti, Sos.Mihai Bravu nr.172 bl.230 sector 2	21341	9:00-17:00	9:00-13:00
Sector 3	Bucuresti, B-dul Decebal nr.11 bl.S14 sector 3	30967	9:00-17:00	inchis
Lipscani	Bucuresti, Str.Lipscani nr.18-20, sector 3	30036	9:00-17:00	inchis
Dr. Obregia	Bucuresti, Str.Dr.Al.Obregia nr.2B, bl.2B, parter, sector 4	41733	9:00-17:00	9:00-13:00
Dimitrie Cantemir	Bucuresti, b-dul Dimitrie Cantemir nr.2B, bl.P1, sector 4	40231	9:00-17:00	inchis
Sector 4	Bucuresti, B-dul Unirii nr.63 bl.F4 sector 3	30828	9:00-17:00	inchis
Unirea	Bucuresti, B-dul Unirii nr.43-45 bl.E2-E3 sector 3	30824	9:00-17:00	inchis
Libertatii	Bucuresti, B-dul Libertatii nr.1, bl.A1-A2 sector 4	40127	9:00-17:00	inchis
Universitate	Bucuresti, B-dul Regina Elisabeta nr.5 sector 3	30018	9:00-17:00	inchis

Sector 5	Bucuresti, B-dul Tudor Vladimirescu nr.57, bl. T4, sector 5	50882	9:00-17:00	inchis
Izvor	Bucuresti, B-dul Libertatii nr.22, bl.102, sector 5	050707	9:00-17:00	inchis
Ghencea	Bucuresti, B-dul Ghencea nr.158 sector 6	61699	9:00-17:00	9:00-13:00
Lujerului	Bucuresti, B-dul Iuliu Maniu nr.18-20, bl.15 A+B, sector 6	61106	9:00-17:00	9:00-13:00
Drumul Taberei	Bucuresti, Str. Drumul Taberei nr. 82, sector 6	61403	9:00-17:00	9:00-13:00
Sector 6	Bucuresti, B-dul Timisoara nr.6C sector 6	61328	9:00-17:00	inchis
Salaj	Zalau, Piata Iuliu Maniu nr. 2	450016	9:00-17:00	9:00-13:00
Satu Mare	Satu Mare, Piata 25 Octombrie, Bl.T4-T6	440006	9:00-17:00	9:00-13:00
Suceava	Suceava, Str. Stefan cel Mare nr. 31	720003	9:00-17:00	9:00-13:00
Tulcea	Tulcea, Str. Toamnei nr. 2	820127	9:00-17:00	9:00-13:00
Timis	Timisoara, Calea Aradului nr. 11	300088	9:00-17:00	inchis
Teleorman	Alexandria, Str. Dunarii nr. 137	140038	9:00-17:00	9:00-13:00
Valcea	Rm.Valcea, Str. Gen. Magheru nr. 20	240300	9:00-17:00	9:00-13:00
Vrancea	Focsani, Str. Fundatura Cuza Voda nr. 1	620035	9:00-17:00	9:00-13:00
Vaslui	Vaslui, Str. Stefan cel Mare nr. 53	730171	9:00-17:00	9:00-13:00