

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

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Bd. Regina Elisabeta nr. 5,
Sector 3, București, cod 030016

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: 1.625.341.625,40 RON
SWIFT: RNCB RO BU

CABINET PREȘEDINTE EXECUTIV NR. 90/21.03.2018

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 of art. 117 of company law no. 31/1990, republished, with further amendments and completions and according to provisos of art. 8, art. 11.2 letter a), letter b), letter c) and letter d) and art. 11.3 letter g) and letter m) and art. 12 of BCR SA Charter, the Management Board convenes on April 25th 2018 the Extraordinary General Meeting of Shareholders of BCR SA on the premises in Bucharest, no.15 Calea Victoriei, Sector 3, at 13:00 and Ordinary General Meeting of Shareholders of BCR SA in the same place, at hour 13.30, with the following agendas:

AGENDA FOR EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF BCR SA

I. DOCUMENTS FOR APPROVAL

- 1. Extension of the validity of BCR Debt Issuance Programme and introduction of new bond structures that can be issued out of the Programme.**
- 2. Amendment of BCR SA Charter as follows :**

a) Article 17 point 17.2 from BCR SA Charter will be amended and as follows :

"Supervisory Board is composed of minimum five (5) members and maximum nine (9) members appointed by the ordinary general shareholders meeting for a maximum three-year term, with the possibility of being re-elected for subsequent maximum three-year mandates. "

b) Article 18 point 18.6 from BCR SA Charter will be amended and as follows :

"The Supervisory Board is legally convened if the majority of its members are present, and the decisions are adopted with the affirmative vote of majority of the Supervisory Board's members."

- 3. Appointment of a Supervisory Board/Management Board member to sign the updated version of BCR SA Charter, as amended and supplemented by the decision of BCR SA Extraordinary General Meetings of Shareholders held on April 25th, 2018, with a view to submit and register it with the Trade Registry and to publish it in the Romanian Official Gazette, Part IV.**

II. MISCELLANEOUS

AGENDA FOR ORDINARY GENERAL MEETING OF SHAREHOLDERS OF BCR SA

I. DOCUMENTS FOR APPROVAL

1. Approving the annual financial statements for the year 2017, for BCR standalone and consolidated for BCR Group prepared in accordance with International Financial Reporting Standards, together with and based on the following reports:

- a) Separate and Consolidated Administrators' Report for the year 2017 prepared in accordance with NBR Order 27/2010 with further amendments;
- b) The 2018 impact on net equity coming from transition to IFRS 9 – Financial Instruments, new financial and reporting standard applicable starting with 1st January 2018;
- 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 2017, prepared in accordance with IFRS;
- d) Annual Report in accordance with CNVM Regulation no. 1/2006 - Annex 32 as subsequently amended and supplemented
- e) Report regarding the activity of the Management Board in 2017;
- f) Report on the activity of the Supervisory Board Committee's in 2017;

2. Approving the 2017 profit distribution.

3. Approving the discharging of liability the Supervisory Board members and the Management Board members for 2017 financial year and information regarding the resignation of one Supervisory Board member.

4. Approving the remuneration structure for members of BCR Supervisory Board for the year 2018.

5. Election in the Supervisory Board for a mandate valid starting with the date of the Romanian National Bank's approval until 22.04.2019.

II. MISCELLANEOUS

The reference date for the shareholders entitled to attend and vote at the General Shareholders Meetings is April 08, 2018.

In case on April 25, 2018 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 26, 2018 at 13.00 a.m and respectively at 13.30 a.m. on the premises in Bucharest, no.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 S.A. internal regulations, the Nomination Committee will perform an assessment of suitability process for the candidates proposed for the vacant position within Supervisory Board. In order to support the Nomination Committee, the nominating shareholders are asked to send 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 by the bank at the BCR Head Office.

The documents on the agendas of the General Meetings of Shareholders, including the final list of candidates for the positions of Supervisory Board members, 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 premises (Legal Division) in Bucharest Financial Plaza – Bucharest, No. 15 Calea Victoriei, Sector 3, starting with April 16, 2018 and until April 23, 2018 between 9.00 – 15.00.

According to the provisions of art. 117² alin. (2) of company Law no. 31/1990 republished, with further amendments and completions and to the art. 13.2 of BCR SA Charter the documents submitted on the agenda of Ordinary General Meeting of Shareholders 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 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 General Meetings of Shareholders 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 23, 2018 (included). The special proxies registered after April 22, 2018 are not acknowledged.

The special proxy forms for private individual shareholders can be obtained from the above-mentioned premises, as of April 16, 2018, between 9.00 a.m. – 15.00 p.m.

With a view to attend the General Meetings of Shareholders the shareholders or representatives will be present at the meeting venue – Bucharest Financial Plaza building, no.15 Calea Victoriei, 16th 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

