

NOTE

AUTHOR	Note number	52003005 - 450 / 27/09/2021		
	Functional entity	Directia Juridica		
	Confidentiality level	Confidential		
	Name, first name	Catalina Voicu BCR		
1. Referring to	Amendment of the BCR Charter			
2. For		Information	Pre-approval	Approval
	DE	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	VPC	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
	ALCO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	MB	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
	Risk Committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	SB	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
	GMS	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
	Other level	<input type="checkbox"/>	N/A	<input type="checkbox"/>
	N/A			
	N/A			
3. Call notice chapter	Topics for pre-approved			
4. Proposed resolution draft ²	<p>We submit the following proposals to the pre-approval of the Management Board and the Supervisory Board of BCR in order to be approved by the:</p> <p>A. Extraordinary General Shareholders Meetings (EGSM)</p> <ul style="list-style-type: none"> • Amendment of the Article 17 point 17.2 of the Charter of BCR, which will have the following content: <p>“17.2 The Supervisory Board is composed of minimum five (5) members and maximum nine (9) members appointed by the ordinary general shareholders meeting for a maximum four year term, with the possibility of being re-elected for subsequent maximum four -year mandates.”</p> <ul style="list-style-type: none"> • Appointing of a Management Board member to sign the updated version of BCR Charter, as amended by the decision of BCR Extraordinary General Shareholders Meeting in order to submit it and register with the Trade Register and to publish it in the Romanian Official Gazette, Part IV. <p>B. Ordinary General Shareholders Meeting (OGSM) – extension of the duration of the current mandate of the Supervisory Board members, by another year, respectively from 3 to 4 years, according to the approved proposal from point A.</p>			
5. Content:				

² To be filled in case of documents submitted for pre-approval/ approval to several committees

➤ **Motivation for approving the amendment of the BCR SA Charter**

- Currently, the BCR Charter provides with the art. 17.2 „The 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.**”

- According to the provisions of the Romanian legislation, respectively the Company Law no. 31/1991 with its subsequent amendments and completions, art. 153¹²: „The duration of the mandate of the administrators, respectively the members of the Management Board/Directorate and the members of the Supervisory Board, is established by the Charter, and shall not exceed 4 years. They are re-eligible, unless the Charter provided otherwise”.

- Thus, by extending the term of mandate of the Supervisory Board members, from 3 to 4 years, there is also an alignment of the maximum period of a mandate (4 years) with the maximum number of mandates that can be held (3 mandates, as per the Company Law). These provisions are also aligned with the one stipulated by the Joint ESMA and EBA Guidelines on the assessment of the suitability of members of the management body and key function holders in compliance with 2013/36/UE and Directive 2014/65/UE regarding the independence assessment stipulating that, if a member holds mandates for 12 years or more in the management body of a company, this could be assessed as non fulfillment of the independence criterion.

➤ **Extension of the term of mandate of the Supervisory Board members**

Considering the modification of the provisions of BCR Charter mentioned above, it is necessary to extend by one year, respectively from 24.04.2022 to 24.04.2023, the current mandate of the Supervisory Board members, respectively for: Mr Manfred Wimmer, Mr Bernhard Spalt, Mrs Daniela Camelia Nemoianu, Mrs Hildegard Gacek, Mrs Elisabeth Krainer Senger and Mr Stefan Rudolf Dörfler.

Proposals:

For the Extraordinary General Shareholders Meeting (EGSM)

a) Amendment of the Article 17 point 17.2 of BCR Charter which will have the following content:

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

b) Appointing of a Management Board member to sign the updated version of BCR Charter, as amended by the decision of BCR Extraordinary General Shareholders Meeting in order to submit it and register with the Trade Register and to publish it in the Romanian Official Gazette, Part IV.

For the Ordinary General Meeting of Shareholders (OGSM)

c) extend by one year, respectively from 24.04.2022 to 24.04.2023, the current mandate of the Supervisory Board members, respectively for: Mr Manfred Wimmer, Mr Bernhard Spalt, Mrs Daniela Camelia Nemoianu, Mrs Hildegard Gacek, Mrs Elisabeth Krainer Senger and Mr. Stefan Rudolf Dörfler.

In this respect, will convene the BCR Extraordinary General Shareholders Meeting for proposals a) and b) and the BCR Ordinary General Shareholders Meeting for proposal c).

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