

CABINET PREȘEDINTE EXECUTIV NR. 204/11.10.2021

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

Based on the provisions of art. 111, 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 a), letter b), art. 11.3 letter m), art. 12 and art. 14.1 letter c) of Banca Comerciala Romana SA ("BCR") Charter, the Management Board convenes on November 15th, 2021 the Extraordinary General Meeting of Shareholders of BCR, at hour 16.00 and the Ordinary General Meeting of Shareholders of BCR at the same date, at hour 17.00, exclusively through correspondence on, with the following agendas:

AGENDA OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

1. Approval of the amendment of BCR Charter for increasing the duration of the Supervisory Board members mandate from 3 to 4 years, as follows:

- Amendment of the Article 17 point 17.2 of the 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. "

2. Approval for appointment of a Management Board member to sign the updated version of BCR Charter, as amended and supplemented by the decision of BCR Extraordinary General Meeting of Shareholders held on November 15th, 2021, in order to submit it and register with the Trade Registry and to publish it in the Romanian Official Gazette, Part IV.

AGENDA OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

- 1. Approval for extending the term of mandate of the Supervisory Board members, from 3 to 4 years in line with the BCR Charter amended.**
- 2. Approval for election of one member within the Supervisory Board for a mandate valid starting with the date of the National Bank of Romania approval until April 24th, 2023.**
- 3. Approval for the payment of dividends.**

The reference date for the shareholders entitled to attend and vote at the Extraordinary and the Ordinary General Shareholders Meetings is October 25th, 2021.

In case as of November 15th, 2021 the necessary quorum for validating the debates is not met, a second Extraordinary General Shareholders Meeting, respectively a second Ordinary General Shareholders Meeting are convened for November 16th, 2021, at hour 16.00, respectively 17.00, exclusively through correspondence, with the same agendas.

The call notice of the General Meetings of Shareholders is published in a national newspaper and on BCR website - www.bcr.ro.

According to the provisions of art. 117² alin. (2) of the companies Law no. 31/1990 republished, with further amendments and completions and the art. 14.1 letter c) of BCR Charter the information and documentation related to the items comprised on the agenda of Extraordinary and Ordinary General Meeting of Shareholders are available for the shareholders at the company's headquarters and published on the website of BCR on www.bcr.ro as of the date of publication the call notice.

According to the applicable legal provisions and the BCR 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 November 11th, 2021, according to the art. 13.4 of BCR Charter) together with the proposal, the *Fit and proper affidavit* (including a detailed curriculum vitae), filled in and signed by the proposed candidate, according to the forms provided for the shareholders at the BCR headquarters.

The final 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 may be consulted by shareholders on the bank's headquarters (Legal Division) located in Bucharest, Business Garden Bucharest Building, 159, Calea Plevnei, 6th district, starting with November 12th, 2021 and until November 14th, 2021 between 9.00 – 15.00 or on the BCR website at www.bcr.ro/ro/investitori/aga/convocatoare-aga.

According to the provisions of art. 14.1 letter c) of BCR Charter, the BCR General Meetings of Shareholders will be held exclusively through correspondence.

In order to participate at the Extraordinary and the Ordinary General Shareholders Meetings, the vote will be exercised by correspondence, by using ballot forms (ballot by correspondence and secret ballot by correspondence) published on BCR website at 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 address, Legal Division, EGSM and OGSM Technical Secretariat (Mrs. Catalina Voicu, Mrs. Luminita Tiganas), 159, Calea Plevnei, 6th district, postal code 060013, Bucharest, or via a letter sent electronically, bearing an extended electronic signature which shall be embedded, attached or logically associated, at the following e-mail addresses: Catalina.Voicu@bcr.ro and 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 website at 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 Extraordinary and the Ordinary General Shareholders Meetings.

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 General Shareholders Meetings of BCR shall be made only for the purpose for which they are requested, BCR shall not use the personal data for other purposes that are not related to the proper organization of the meetings. The personal data shall not be disclosed to third parties, these being used only by the BCR personnel involved, in the organization and execution of these meetings in good order.

CHAIRMAN OF THE MANAGEMENT BOARD OF BCR S.A.

SERGIU CRISTIAN MANEA

BCR Executive President



