

CABINET PREȘEDINTE EXECUTIV NR. 69 /19.03.2021

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. 8, art. 11.2 letter a), letter b), letter c), letter d) and letter e) and art. 11.3 letter g) and letter m) and art. 12 of Banca Comerciala Romana SA (BCR) Charter, the Management Board convenes on April 23rd, 2021 the Extraordinary General Meeting of Shareholders of BCR at the headquarters located in Bucharest, Business Garden Bucharest Building, 159 Calea Plevnei, Sector 6, at 13:00 and the Ordinary General Meeting of Shareholders of BCR in the same place, at hour 13.30, with the following agendas:

AGENDA FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

1. Approval of the amendment/completion of BCR Charter as follows:

A) Article 14 - point 14.1 from BCR Charter will be completed with paragraph 2 and will have the following content:

"14.1 Only shareholders registered with the Bank's shareholders' registry on the reference date established by the Management Board are entitled to attend to and vote in the convened shareholders meeting.

At the general shareholders meetings (both ordinary and extraordinary), shareholders are entitled to participate and express their vote, in compliance with the quorum conditions provided by law, as follows:

- a) Directly - with physical participation in the meeting;*
- b) By representation, by other shareholders or by third parties, based on a power of attorney;*
- c) By correspondence or other electronic means of distance communication that meet the technical requirements necessary to ensure the identification of participants, their effective participation in the meeting and the retransmission of deliberations continuously. The procedure for holding the meeting, including the manner of exercising the vote, will be approved by the Supervisory Board of the Bank and is subsequently brought to the notice of the shareholders by posting on the BCR website and with inclusion in the convening notice for the meeting."*

B) Article 18 - point 18.2 from BCR Charter will be amended and will have the following content:

"18.2. The Management Board will submit and presents to the Supervisory Board written quarterly reports on the operations carried out during the reporting period."

C) Article 23 - point 23.2 from BCR Charter will be completed with letter (j) and will have the following content:

“(j) in case of documents signed with the clients for buying/ selling financial instruments, including addendums thereto (Master Agreement for Financial Investment Services, investment funds orders, bonds and shares and orders executed on stock exchange).”

- 2. Approval of 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 April 23rd, 2021, in order to submit it and register with the Trade Registry and to publish it in the Romanian Official Gazette, Part IV.**
- 3. Approval of Additional Tier 1 instruments issuance by BCR in compliance with the legal provisions and capital requirements set out in accordance with the Romanian legal framework in force, implementing the CRD V and CRR II provisions**

AGENDA FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

- 1. Approval of the annual financial statements for the year 2020, individual for BCR 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 2020, 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 and on the consolidated financial statements of BCR Group for the year 2020, 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 2020 profit distribution.**
- 3. Approval of the discharging of liability for the Supervisory Board members and the Management Board members for 2020 financial year and information regarding the vacancy position within Supervisory Board.**
- 4. Approval of the BCR and BCR Group Budget 2021.**
- 5. Approval of the nomination of the external financial auditor of BCR for the year 2021 and the minimum duration of the contract**
- 6. Approval of the election one member of the Supervisory Board for a mandate valid starting with the date of the National Bank of Romania approval until 24.04.2022.**
- 7. Approval of the remuneration structure for the members of BCR Supervisory Board for the year 2021.**

The reference date for the shareholders entitled to attend and vote at the General Shareholders Meetings is April 06, 2021.

In case on April 23rd, 2021 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 26th, 2021 at 13.00 a.m and respectively at 13.30 a.m. at the headquarters located in Bucharest, 159, Calea Plevnei, Sector 6, 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 provisions of art. 117² alin. (2) of the companies Law no. 31/1990 republished, with further amendments and completions and the art. 13.2 of BCR Charter the related documents for the items 1 and 2 submitted on the agenda of Ordinary General Meeting of Shareholders are available for the shareholders at the company's headquarters and published on the website of BCR SA on www.bcr.ro at the date of publication the call notice.

The rest of documents related to the agenda of the General Meetings of Shareholders may be consulted by the shareholders at the bank's headquarters (Legal Division) located in Business Garden Bucharest Building – Bucharest, 159, Calea Plevnei, Sector 6, starting with April 16th, 2021 and until April 21st, 2021 between 9.00 – 15.00.

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 April 16th, 2021, according to the art. 13.4 of BCR SA 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 Head Office.

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, Sector 6 starting with April 19th, 2021 and until April 21st, 2021 between 9.00 – 15.00.

According to the provisions of art. 14.2 of BCR Charter, the shareholders (individuals and legal entities) may be represented in the General Meetings of Shareholders based on original special proxy which will be submitted at the bank's headquarters (Legal Division, 159 Calea Plevnei, Sector 6, postal code 060013, Bucharest) until April 21st, 2021 (included). The special proxies registered after April 21st, 2019 are not acknowledged.

The special proxy forms for individual shareholders are available for the shareholders and published on BCR web-site www.bcr.ro of April 16, 2021.

In order to attend the General Meetings of Shareholders the shareholders or the shareholders' representatives will be present at the meeting venue – Business Garden Bucharest Building, 159, Calea Plevnei, 6 floor, Sector 6, 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.

The General Shareholders meetings that are the object of the present Call notice will be held only provided that and if the applicable legal provisions for preventing and combating the effects of the COVID-19 pandemic will allow it. We also mention the following:

- BCR has the obligation to apply the measures and restrictions in force at the date of the meetings, regarding the limitation of the number of participants in events held indoors, depending on the express decisions adopted by the authorities, in force at the date of the meeting;

- BCR has a thermoscanner at the entrance and all the people present will go through this scanner. The bank will also provide masks and disinfectant at the entrance to the meeting room.

- BCR draws attention to the fact that participation in public events / meetings held indoors, under conditions imposed by the authorities at that time, exposes participants to possible contamination with COVID-19, and the Bank, the Bank's management and / or administrators cannot be held liable for such a risk.

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 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 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
Executive President of BCR

