

CEO Office No. 144 /14.07.2022

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

Based on the provisions of art. 111 letter b), art. 113 letter l) 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 b), art. 11.3 letter g), art. 12 and art. 14.1 letter c) of Banca Comerciala Romana SA ("BCR") Charter, the Management Board convenes on August 26th, 2022 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 regarding additional Tier 1 instruments issuance by BCR in compliance with the legal provisions and capital requirements set out in accordance with NBR Regulation no. 5/2013 on prudential requirements for credit institutions, as further amended, implementing the CRD V and CRR II provisions. Approval of the empowerment of the Management Board to decide with regard the implementation of the EGSM decision, including without limitation, the terms and conditions of the issue, based on BCR's Charter and internal regulations.**

AGENDA OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

- 1. Election of a member within the BCR Supervisory Board for a mandate valid starting with the date of the National Bank of Romania approval.**

The reference date for the shareholders entitled to attend and vote at the Extraordinary and the Ordinary General Shareholders Meetings is July 30th, 2022.

In case as of August 26th, 2022 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 August 29th, 2022, at hour 16.00, respectively 17.00, exclusively through correspondence, with the same agendas.

The call notice of the Extraordinary General Shareholders Meeting and the Ordinary General Shareholders Meeting is published in a national newspaper, on BCR website - www.bcr.ro and on Romanian Official Gazette.

The documents related to the agendas of the General Shareholders Meetings will be available to the shareholders for consultation both at the bank's Headquarters (Legal Division) located in Business Garden Bucharest Building – Bucharest, 159, Calea Plevnei, Sector 6 and electronically (secured e-mail) based on the shareholders' request addressed at the following e-mail addresses: Catalina.Voicu@bcr.ro and Luminita.Tiganas@bcr.ro, starting with August 12th, 2022 and until August 23th, 2022 between 9.00 – 15.00.

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) available at the bank's Headquarters (at the above mentioned address) and 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 agendas 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 meetings 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

