

CABINET PREȘEDINTE EXECUTIV NR. 254/17.12.2021

**CALL NOTICE**  
**of the**  
**ORDINARY GENERAL SHAREHOLDERS MEETING**  
**of**  
**BANCA COMERCIALĂ ROMÂNĂ S.A.**

Based on the provisions of art. 111, 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 e), letter h), art. 12 and art. 14.1 letter c) of Banca Comerciala Romana SA ("**BCR**") Charter, the Management Board convenes on January 28<sup>th</sup>, 2022 the Ordinary General Shareholders Meeting of BCR, at hour 16.00 exclusively through correspondence on, with the following **agenda**:

1. Approval of BCR and BCR Group Budget for 2022.
2. Nomination of financial external auditor of BCR for the year 2022 and the minimum duration of the contract

The reference date for the shareholders entitled to attend and vote at the Ordinary General Shareholders Meeting is January 1<sup>st</sup>, 2022.

In case as of January 28<sup>th</sup>, 2022 the necessary quorum for validating the debates is not met, a second Ordinary General Shareholders Meeting is called on January 31<sup>st</sup>, hour 16.00, exclusively through correspondence, with the same agenda.

The call notice of the Ordinary General Shareholders Meeting is published in a national newspaper, on BCR website - [www.bcr.ro](http://www.bcr.ro) and on Romanian Official Gazette.

According to the provisions of art. 117<sup>2</sup> 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 the Ordinary General Shareholders Meeting is available for the shareholders at the company's headquarters and published on the website of BCR on [www.bcr.ro](http://www.bcr.ro) as of the date of publication the call notice.

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

In order to participate at the Ordinary General Shareholders Meeting, 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](http://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, 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](mailto:Catalina.Voicu@bcr.ro) and [Luminita.Tiganas@bcr.ro](mailto: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](http://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 Ordinary General Shareholders Meeting.

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 Ordinary General Shareholders Meeting 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 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 this meeting in good order.

**CHAIRMAN OF THE MANAGEMENT BOARD OF BCR S.A.**

**SERGIU CRISTIAN MANEA**

**BCR Executive President**

