

CABINET PREȘEDINTE EXECUTIV NR. 54/20.03.2023

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

Based on the provisions of art. 111 letter a), letter b), letter c), letter d), art. 113 letter l) and 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), letter c), letter d), art. 11.3 letter g), art.12 and art. 14.1 letter c) of Banca Comerciala Romana SA ("**BCR**") Charter, the Management Board convenes the Extraordinary General Meeting of Shareholders of BCR on April 24th, 2023, at hour 14.00 and the Ordinary General Meeting of Shareholders of BCR at the same date, at hour 16.00, exclusively through correspondence on, with the following agendas:

AGENDA OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

- 1. AT1 issuance by BCR.**

AGENDA OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

- 1. Approval of the annual financial statements for the year 2022, 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 2022, 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 2022, 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 2022 profit distribution.**
- 3. Approval of the discharging of liability for the Supervisory Board members and the Management Board members for 2022 financial year.**

4. Re-election of some members of BCR Supervisory Board for a new 4 year mandate, starting with 24.04.2023.

5. Approval of the remuneration structure of BCR Supervisory Board members for 2023.

The reference date for the shareholders entitled to attend and vote at the Extraordinary and respectively at the Ordinary General Shareholders Meetings is April 2nd, 2023.

In case as of April 24th, 2023 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 April 25th, 2023, at hour 14:00 and respectively 16.00, exclusively through correspondence, with the same agendas.

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

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 the 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 at the date of publication the call notice.

The rest of 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 April 10th, 2023 and until April 19th, 2023 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



