

CABINET PREȘEDINTE EXECUTIV NR. 116/23.05.2023

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

Based on the provisions of art. 111 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), art. 12 and art. 14.1 letter c) of Banca Comerciala Romana SA ("**BCR**") Charter,

As well as:

- ✓ Considering BCR's commitment to consistently generate value to both the Romanian economy as well as to our stakeholders;
- ✓ BCR's successful issuance of Senior Non-Preferred green bonds on the eurobond market in the amount of EUR 700 million, 4NC3, yield 7.625 %;
- ✓ BCR's successful strategy that enabled the bank to create value for all our stakeholders (shareholders, clients, employees, communities, regulatory authorities), having at all times in mind our final purpose of contributing to the prosperity of Romania;

the Management Board convenes the Ordinary General Shareholders Meeting of BCR on 26.06.2023 at hour 17.00, exclusively through correspondence, with the following

AGENDA OF THE ORDINARY GENERAL SHAREHOLDERS MEETING

1. Approval for the payment of dividends from retained earnings

The reference date for the shareholders entitled to attend and vote at the Ordinary General Shareholders Meeting is 03.06.2023.

In case as of 26.06.2023 the necessary quorum for validating the debates is not met, a second Ordinary General Shareholders Meeting are convened for 28.06.2023, at hour 17:00, exclusively through correspondence, with the same agenda.

The call notice of the Ordinary General Shareholders Meeting 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. 13.2 of BCR Charter the documentation related to the item 1 from 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 at 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 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 form (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, 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 ballot comprises the item mentioned on the agenda and is valid/the vote is considered exercised by selecting a single option out of the three included for the proposal. The ballot 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 form 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 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 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.

CHAIR OF THE MANAGEMENT BOARD OF BCR S.A.

SERGIU CRISTIAN MANEA

BCR Executive President

