

CABINET PREȘEDINTE EXECUTIV NR. 35/18.03.2024

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

Pursuant to the provisions of Article 111 letters a), b), c), d), Article 113 letter l) and Article 117 of the Companies Law no. 31/1990, republished, as amended and supplemented, and Article 11.2 letters a), c), d), Article 11.3 letter g), Article 12 and Article 14.1 letter c) of Articles of Incorporation of Banca Comercială Română SA ("BCR"), the Management Board convenes the BCR's Extraordinary General Shareholders' Meeting on 26 of April 2024, at 14:00 and BCR's Ordinary General Shareholders' Meeting on the same date, at 16:00, exclusively by correspondence, with the following agendas:

**AGENDA OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

1. Issuance of additional tier 1 ("AT1") own funds instruments by BCR

**AGENDA OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS**

1. Approval of the annual financial statements for year 2023, 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 2023, prepared in accordance with NBR Order no 27/2010, as further amended and supplemented;
  - b) Independent auditor's report on the individual annual separate and consolidated financial statements of BCR Group for year 2023, 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 2023 profit distribution
3. Approval of the discharge of liability of the members of the Supervisory Board and the members of the Management Board for the 2023 financial year
4. Approval of the remuneration structure of BCR Supervisory Board members for 2024

The reference date for the shareholders entitled to attend and vote at the Extraordinary and respectively the Ordinary General Shareholders' Meetings is March 31<sup>st</sup>, 2024.

If the quorum for valid deliberations is not met on April 26<sup>th</sup>, 2024, a second BCR's Extraordinary General Shareholders' Meeting, respectively an Ordinary General Shareholders' Meeting shall be convened for April 29<sup>th</sup>, 2024, at 14:00 and 16:00 respectively, exclusively by correspondence, with the same agenda.

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

According to Article 117<sup>2</sup> para. (2) of the Companies Law no. 31/1990 republished, as amended and supplemented, and Article 13.2 of BCR's Articles of Incorporation, the documents concerning items 1 and 2 on the agenda of the Ordinary General Meeting of Shareholders are made available to the shareholders at the company's headquarters and published on BCR's website at [www.bcr.ro](http://www.bcr.ro) on the date of publication the call notice.

The rest of documents concerning the agenda of the General Shareholders' Meetings will be made available to the shareholders for consultation both at the bank's headquarters (Legal Division) in The Bridge building - Bucharest, Soseaua Orhideelor no. 15D, Floor 2, District 6, and electronically (secured e-mail) based on the shareholders' request addressed to the following e-mail address: [relatii.actionariBCR@bcr.ro](mailto:relatii.actionariBCR@bcr.ro) from April 12<sup>th</sup>, 2024 until April 22<sup>th</sup>, 2024, between 9:00 and 15:00.

According to the provisions of art. 14.1 letter c) of BCR's Articles of Incorporation, the BCR's General Shareholders' Meetings will be held exclusively by correspondence.

In order to participate at the Extraordinary and Ordinary General Meetings of Shareholders, the vote shall be exercised by correspondence, using the ballot forms (postal ballot) available at the bank's headquarters (at the above mentioned address) and on BCR's website at [www.bcr.ro/ro/investitori/aga/convocatoare-aga](http://www.bcr.ro/ro/investitori/aga/convocatoare-aga), whereby the shareholders will communicate their vote by correspondence using the following means, namely: by registered letter, post or courier services, to BCR, Legal Division, EGSM and OGSM Technical Secretariat (Mrs. Catalina Voicu, Mrs. Luminita Tiganaș), Soseaua Orhideelor no. 15D, Floor 2, District 6, postal code 060017, Bucharest, or by letter sent electronically, with an embedded, attached or logically associated extended electronic signature, to the following e-mail address: [relatii.actionariBCR@bcr.ro](mailto:relatii.actionariBCR@bcr.ro)

The ballot forms contain all the items on the agenda and are valid by selecting only one of the three options 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. Special proxy forms for individual shareholders are available on BCR's website at [www.bcr.ro/ro/investitori/aga/convocatoare-aga](http://www.bcr.ro/ro/investitori/aga/convocatoare-aga).

The ballots that are not submitted as specified above will not be counted for the purposes of establishing the quorum and decision-making at the Extraordinary and the Ordinary General Shareholders Meetings.

The checking, validation and registration of the postal votes shall be carried out by the technical secretariat established within the company, the members of this secretariat being responsible for the safekeeping of the documents and the confidentiality of the votes thus cast.

The use of personal data necessary to perform the activities related to BCR's General Shareholders Meetings 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**

**SERGIU CRISTIAN MANEA**

**BCR Executive President**