

Potential Senior Preferred Bond Issue (the “Bonds”) for BCR

Banca Comerciala Romana S.A. (rated BBB+ by Fitch) has mandated BCR and Erste Group as Joint Lead Managers to arrange a series of Fixed Income investor calls commencing on 15 November 2022. A RON denominated Senior Preferred MREL Eligible Notes transaction with an intermediate callable maturity will follow, subject to market conditions. The issue is expected to be rated by Fitch.

The bond offering will be issued under the Erste Group’s Multi Issuer Programme and it will be governed by Romanian law.

The bonds are intended to be:

- offered and sold to investors who are “qualified investors” pursuant to Article 2(e) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC.
- listed on the Regulated Market administered by the Bucharest Stock Exchange.

The securities described herein have not been, and will not be, registered under the United States Securities Act of 1933 (the “Securities Act”). The securities described herein may not be offered or sold in the United States or to U.S. persons (as defined in Regulation S under the Securities Act) absent registration or an applicable exemption from the registration requirements of the Securities Act. There will be no public offering of any securities in the United States.

In accordance with Directive 2014/65/EU (“MIFID II”), the manufacturer target market (MIFID II product governance) of the above-mentioned new primary transaction is eligible counterparties and professional clients only (all distribution channels). No PRIIPS key information document (KID) has been prepared as not available to retail in EEA.

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