

## Registration Document

### Banca Comercială Română S.A.

*(Incorporated as a joint-stock corporation in Romania under registered number J199100009047 and sole registration code 361757)*

This supplement (the "**Supplement**") dated 10 June 2026 constitutes a supplement pursuant to Article 23 (1) of the Regulation (EU) 2017/1129, as amended (the "**Prospectus Regulation**") and is supplemental to, and should be read in conjunction with, the registration document dated 28 November 2025 (the "**Original Registration Document**" and together with the Registration Document Supplement No. 1 dated 16 March 2026 and the Registration Document Supplement No. 2 dated 22 May 2026, the "**Registration Document**") of Banca Comercială Română S.A. (the "**Issuer**" or "**BCR**"). The Registration Document forms part of the base prospectus of the Issuer consisting of separate documents within the meaning of Article 8(6) of the Prospectus Regulation and as of the date of this Supplement, this Supplement relates to the base prospectus consisting of separate documents in relation to the multi issuer EMTN programme dated 28 November 2025.

The Original Registration Document has been approved on 28 November 2025 by the Austrian Financial Market Authority (*Finanzmarktaufsichtsbehörde*, the "**FMA**").

This Supplement has been filed with and approved by the FMA in its capacity as competent authority, filed with the Vienna Stock Exchange (*Wiener Börse*) and published in electronic form on the Issuer's website under "[www.bcr.ro/en/investors/bcr-bond-issues](http://www.bcr.ro/en/investors/bcr-bond-issues)".

Terms defined in the Registration Document shall have the same meaning when used in this Supplement.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference in the Registration Document by this Supplement and (b) any other statement in or incorporated by reference in the Registration Document, the statements mentioned in (a) above will prevail.

Save as disclosed in this Supplement, no other significant new factor, material mistake or material inaccuracy relating to the information included in the Registration Document has arisen or been noted, as the case may be, since the publication of the Registration Document.

**In accordance with Article 23 (2) of the Prospectus Regulation, investors who have already agreed to purchase or subscribe for securities issued or to be issued by the Issuer before this Supplement was published have the right, exercisable within three working days after the publication of this Supplement, to withdraw their acceptances until, and including 15 June 2026, provided that the significant new factor, material mistake or material inaccuracy arose or was noted before the closing of the offer period and the delivery of the securities issued or to be issued, whichever occurs first. Investors may contact the relevant financial intermediary if they wish to exercise their right of withdrawal.**

The accuracy of the information contained in this Supplement does not fall within the scope of examination by the FMA under the Prospectus Regulation. The FMA only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer that is the subject of this Supplement.



## RESPONSIBILITY STATEMENT

The Issuer, with its registered office at 15D Soseaua Orhideelor, The Bridge 1, 2<sup>nd</sup> Floor, 060071 Bucharest district 6, Romania, is responsible for the information given in this Supplement.

The Issuer hereby declares that, to its best of its knowledge of the Issuer, the information contained in this Supplement is in accordance with the facts and makes no omission likely to affect its import.

### NOTICE

No person has been authorised to give any information or to make any representation other than those contained in this Supplement in connection with the issue or sale of securities issued or to be issued by the Issuer and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer or any arranger or dealer. Neither the delivery of the Registration Document and/or this Supplement nor any sale made in connection herewith shall, under any circumstances, create any implication that there has been no change in the affairs of the Issuer or the Issuer and its subsidiaries and participations taken as a whole (the "**BCR Group**") since the date hereof or the date upon which the Registration Document has been most recently supplemented or that there has been no adverse change in the financial position of the Issuer or BCR Group since the date hereof or the date upon which the Registration Document has been most recently supplemented or that any other information supplied in connection with the Registration Document is correct as of any time subsequent to the date on which it is supplied or, if different, the date indicated in the document containing the same.

The distribution of this Supplement and the offering or sale of securities issued or to be issued by the Issuer in certain jurisdictions may be restricted by law. Persons into whose possession this Supplement comes are required by the Issuer, any arranger and any dealer to inform themselves about and to observe any such restriction.

This Supplement does not constitute an offer of, or an invitation by or on behalf of any of the Issuer, any arranger or any dealer to subscribe for, or purchase, any securities issued or to be issued by the Issuer.

In case of any arranger or dealer none of them has independently verified all the information contained in this Supplement and none of them makes any representation, express or implied, or accepts any responsibility, with respect to the accuracy or completeness of any of the information in this Supplement. Neither this Supplement nor any financial statements supplied in connection with the Registration Document or any securities issued or to be issued by the Issuer are intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation by the Issuer, any arranger or any dealer that any recipient of this Supplement or any financial statements should purchase securities issued or to be issued by the Issuer. Each potential purchaser of securities issued or to be issued by the Issuer should determine for itself the relevance of the information contained in this Supplement or any financial statements and its purchase of securities issued or to be issued by the Issuer should be based upon any such investigation as it deems necessary. None of any arranger or any dealer undertakes to review the financial condition or affairs of the Issuer or BCR Group during the life of the arrangements contemplated by this Supplement nor to advise any investor or potential investor in securities issued or to be issued by the Issuer of any information coming to the attention of any arranger or any dealer.

Significant new factors, material mistakes and/or material inaccuracies (as referred to in Article 23 (1) of the Prospectus Regulation) have arisen which in the Issuer's perception are capable of affecting the assessment of securities issued or to be issued by the Issuer, and are thus herewith included in the Registration Document as follows:

**In the section entitled "4. LEGAL PROCEEDINGS" commencing on page 45 of the Original Registration Document, as amended by Registration Document Supplement No. 2 dated 22 May 2026, the information in the subsection entitled "ROBOR Investigation by the Romanian Competition Council" shall be replaced by the following information:**

"On 7 June 2026, the Romanian Competition Council issued a press release regarding the sanctioning of 10 banks with fines totalling RON 3.73 billion, for the alleged infringement of competition rules, namely the provisions of Competition Law No. 21/1996 and of the Treaty on the Functioning of the European Union, consisting of the alleged coordination of conduct through an exchange of confidential and strategic information, particularly regarding price, with respect to the ROBOR level within the fixing procedure. The fine indicated with respect to BCR is RON 577.36 million.

BCR has taken note of the Romanian Competition Council's public communication, but clarifies that, at this time, it has not received the authority's final reasoned decision. BCR firmly rejects the communicated findings and considers them unfounded, both in fact and in law.

From BCR's perspective, the Romanian Competition Council's position in this case is all the more surprising given that the same authority previously analysed the ROBOR index-setting procedure and found, following the investigation closed in 2013, that there was no infringement of competition rules. This change of approach raises concerns regarding the predictability and consistency of the Romanian Competition Council's own administrative practice.

The ROBOR mechanism has been and remains a well-known, accessible and transparent mechanism, conducted within a specific sectoral framework, supervised by the NBR and governed by rules applicable to the interbank money market issued by the NBR. In this context, any assertion regarding the existence of an alleged exchange of confidential and strategic information must be analysed strictly by reference to the concrete framework of the fixing procedure, to the information effectively available on the market and to the actual obligations applicable to participants.

BCR further considers that general references to practices sanctioned in other jurisdictions cannot substitute a concrete analysis of the normative, factual and institutional framework applicable to the ROBOR procedure in Romania. Any comparison with other international cases must be relevant, rigorous and applicable to the specific circumstances of the local market and of the ROBOR mechanism.

BCR hereby reaffirms the correctness of its position and its market conduct. At the same time, BCR expresses its firm commitment to continue complying with applicable legislation, including competition rules, banking regulations and the principles of transparent and responsible functioning of the financial market. BCR has consistently acted, over the years, to protect the interests of its clients, including by offering fixed-rate lending products in RON and by carrying out some of the most extensive financial education programmes in Romania.

Consequently, BCR will challenge, in accordance with the law, the Romanian Competition Council's decision once it is served, and will use all procedural and legal means available to defend its position and reputation, both domestically and internationally. BCR remains convinced that it holds solid legal and factual arguments for obtaining a favourable outcome in court and for the invalidation of the Romanian Competition Council's findings.

BCR will continue to inform the market of any relevant developments, in accordance with applicable legal and reporting obligations."