

Bucharest, 22.01.2020

SUMMONING

The Board of Directors of First Bank S.A., having its headquarters in Romania, Bucharest, 29-31 Nicolae Titulescu Blvd, 1st sector, registered number with the Trade Register under no J40/1441/1995, Unique Registration Code 7025592 ("the Bank") summons the Extraordinary General Meeting of the Shareholders at the date of 24.02.2020, at 11:30 A.M., at the afore mentioned registered office of the Bank.

In case that, on that date, the quorum conditions are not fulfilled, Extraordinary General Meeting of the Shareholders is convoked again at the date of 25.02.2020, at 11:30 A.M., in the same place and having the same agenda.

At the Extraordinary General Meeting of the Shareholders shall participate the registered shareholders in the Shareholders` Registry as of reference date of 20th of February 2020.

Agenda of the Extraordinary General Meeting of Shareholders

1. Approval of the merger project published in the Official Gazette of Romania, part IV, no. 97 / 13.01.2020 ("The Merger Project") and, as a consequence:
 - Approval of the merger by absorption between the Bank, as an **absorbing company**, and Bank Leumi Romania S.A., as an **absorbed company**, having its headquarters Bucharest, 1st District, Aviatorilor Boulevard Nr. 45, registered with the Trade Register under no. J40 / 2496/2002, European Unique Identifier (EUID) ROONRC.J40 / 2496/2002, Unique Registration Code 199915;
 - Confirming that it is not necessary to prepare the report of the Board of Directors and the report of the independent expert, as a result of the applicability of art. 243⁵ of the Companies Law no. 31/1990;
 - Approval of the dissolution without winding-up and the corresponding deletion of Bank Leumi Romania S.A. and the universal transfer of Bank Leumi`s Romania S.A. assets. to the Bank;
 - Approval the date from which the merger will produce legal and accounting effects;
 - Approval the increase of the Bank's share capital as a result of the merger. At the date of this summoning, the proposal is for the increase value to be RON 234,065, to be realized by issuing a number of 2,340,650 new shares, each having a nominal value of RON 0.1/share, which will be allocated to Bank Leumi`s Romania SA shareholders as mentioned in the merger project. According to art. 2.3.2 of the Merger Project, the Board of Directors of the two companies involved in the merger will prepare, on the reference date, in compliance with the requirements of the respective article, the final calculation of the share capital increase and the number of shares to be issued, and the share capital of the Bank will be approved and increased according to this final calculation;
 - If applicable, approval of the list of immovable assets to be acquired by the Bank following the merger;

- If applicable, approval of the list and name of the secondary offices of Bank Leumi Romania S.A. which will continue to exist after the merger.

2. In case of merger approval according to point 1 above, the approval, as the Central Depository S.A, the Romanian legal person, registered at the Trade Register Office next to the Bucharest Court under no. J40 / 5890/1997, having the unique registration code 9638020, fiscal attribute RO, authorized by the National Securities Commission under no.3567 from 14.12.2006, independent private register, which is organized and operates according to the law, to administer the Register Shareholders of the Bank.

3. In case of approval of the merger according to point 1 above, the approval of the modification of the Bank's Articles of Association, as follows:

3.1 Article 8.1 shall be amended and shall have the following content:
8.1. *The subscribed and paid up share capital of the Bank amounts to RON 1.196.090.320, corresponding to a total of 11.960.903.200 nominal shares.* The value of the share capital and the number of shares from article 8.1 will be those approved according to point 1 above.

3.2 Articles 10.3-10.7 shall be amended and shall have the following content:

“10.3. The shares issued by the Bank are registered in the Register of Shareholders of the Bank (the “Register of Shareholders”), according to the applicable legal provisions.

10.4 The Register of Shareholders is kept by an independent private register company, which is organized and operates according to the law.

10.5 The register company that holds the Register of Shareholders is the company DEPOZITARUL CENTRAL S.A, a Romanian legal person, registered at the Trade Register Office near the Bucharest Court under no. J40 / 5890/1997, having the unique registration code 9638020, authorized by the National Securities Commission under no.3567 from 14.12.2006.

10.6 The Register of Shareholders will include, as the case may be, the first and last name, the personal numeric code, the address, the name and the headquarters of the shareholders.

10.7 The independent register company has the obligation to make available to the shareholders and any requesting persons information regarding the structure of the Bank's shareholding and to issue, on their request, certificates regarding these data.”


3.3 Annex 1 to the Articles of Association is removed.

4. Empowerment of the responsible persons to fulfil the legal formalities related to the merger.

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The documents subject to the approval of the Extraordinary General Meeting of Shareholders are available starting with the date of this summoning and they will be obtained from the Bank's headquarters, Sos. Nicolae Titulescu no. 29-31, 1st District, Bucharest, Romania, phone + 4021.303.69.69, e-mail office@firstbank.ro between 9: 00 h -17: 30 h. The final calculation of the share capital increase will be available from the next day after the reference date, and it can be obtained in the same way. Starting with 20.02.2020, the special power of attorneys will be available, which may be obtained in the same ways.

Additional information may be obtained from the First Bank's headquarters, phone + 4021.303.69.69, e-mail office@firstbank.ro or by e-mail office@firstbank.ro between 9: 00 h -17: 30 h.


Nicolae Danila
Chairman of the Board of Directors

