



DJ – GS/ 1099/14.11.2011

BANCA COMERCIALA ROMANA S.A.
SOCIETATE ADMINISTRATA IN SISTEM DUALIST
Bd. Regina Elisabeta Nr 5, Sector 3 Bucuresti
Inmatriculata la Registrul Comertului: J40/90/1991
Inmatriculata la Registrul Bancar nr. RB-PJR-40-008/18.02.1999
Cod Unic de Inregistrare: 361757
Capital Social 1.085.636.488 lei
SWIFT: RNCB RO BU
Telex 11994; telefon 021 314 91 90; fax 021 3100103
Site: <http://www.bcr.ro>

RESOLUTION No. 6/14.11.2011
adopted by the
Extraordinary General Meeting of Banca Comerciala Romana SA
Shareholders during the meeting of November 14th, 2011

The Extraordinary General Meeting of Banca Comerciala Romana SA Shareholders convened on November 14th, 2011, at 04.30 p.m according to the provisions of Law no. 31/1990, republished, amended and completed, art. 113 and 119 of the BCR SA Charter art. 13 and 17, on the premises located in Bucharest, no. 15 Calea Victoriei, Sector 3,

Being legally convened with the presence of shareholders representing **99,5347** % of the BCR SA share capital, which secures validity of the proceedings, according to art. 115 of Law no. 31/1990, republished, amended and completed, and of art. 15 (d) of the BCR SA Charter, adopts the following resolution:

with the vote „in favour” expressed by shareholders representing **99,5347** % of the share capital, according to the vote counting minutes, to mandate BCR SA Executive Committee to:

a) find out the number of validly subscribed shares consequent to the phase of preference right exertion and to cancel the unsubscribed shares, as well as those subscribed without the compliance to the conditions, according to the subscription mechanism;

b) adequately determine the exact amount by which BCR SA share capital will be increased;

c) approve the share capital increase by that amount and to make all operations related to the finalization, registration and reporting of this capital increase;

d) approve the adequate change of BCR SA Charter (Art. 4), to register and publish its updated form with the Trade Register and Romania's Official Gazette, as well as to appoint a person to sign the updated form of the Charter.

EXECUTIVE PRESIDENT

DOMINIC BRUYNSEELS

Secretaries of the
Extraordinary General Meeting of Shareholders

Marioara Mema

Mirela Dîmbean Creța

Cătălina Voicu