No. DJ/GC - 99/24.04.2019

RESOLUTION No. 2b/24.04.2019
adopted by the Extraordinary General Meeting of Shareholders
of Banca Comerciala Romana SA
during the meeting held on 24.04.2019

The Extraordinary General Meeting of Shareholders of BCR SA, convened on 24.04.2019, at 13.00, according to the provisions of art. 113 of Law no. 31/1990, republished, amended and completed, and of art. 11.3 letter. m) and art. 12 of BCR SA Charter, at the Bucharest headquarters, no. 15, Calea Victoriei, Sector 3,
being legally convened in the presence of shareholders representing **99,8784%** of BCR SA share capital, which secures the validity of the debates, according to art. 115 of Law no. 31/1990, republished, amended and completed and of art. 15.1 letter c) of BCR SA Charter,

approves, with the vote "in favour" expressed by the shareholders representing **99,8784%** of the share capital, according to the votes counting minutes, to amending the Article 11 point 11.2 letter a) from BCR SA Charter, which will have the following content:

a) "discussion, approval of or changes to the annual financial statements, based on the reports presented by the Supervisory Board, the Management Board and by the financial auditor, and deciding upon distribution of profits as dividends, reserves or other distribution "

CEO

SERGIU CRISTIAN MANEA

Secretaries of the Extraordinary
General Meeting of Shareholders

Catalina Voicu

Luminita Tiganas