

**CONTRACT
OF SHARES ASSIGNMENT**

The undersigned:

Mr./Ms., Romanian citizen,
domiciled in....., PIN,
marital status: unmarried/married with.....Romanian citizen,
domiciles in.....PIN..... **as
assignor/seller,**
and

Mr./Ms., Romanian citizen,
domiciled in,
CNP....., **as assignee**, we decided to sign the present contract of
assignment in the form and under the following conditions:

Article 1. Assignment of shares

*Mr./Ms., as assignor/seller,

*Mr./Ms....., as assignor/seller, having the
specific consent of my husband/wife according to the provisions of the new Civil Code, as the
shares I own are joint estate, that is are part of the spouses goods community regime,

Mr./Ms., as assignor/seller, whereas
according to the provisions of the new Civil Code, the shares I own represent a personal good
according to matrimonial covenant registered with the National Notary Register of Matrimonial
Regimes, as resulting from the excerpt enclosed to the present contract,

I assign/sell shares, with the serial numbers from
inclusive, according to the shareholder Certificate No., which I own from the
share capital of the Banca Comercială Română S.A. to the assignee.....

Mr./Ms., as assignor, I have the
status of a BCR SA shareholder, registered in the Shareholders Registry on the position
..... and I paid the price of RON.....per share for acquiring a number of.....
Shares and the price of RON.....per share to acquire a number
of.....shares.

Article 2. Acquisition of shares

Consequent to this assignment, the assignee
receives shares at a price of per share.

The assignee accepts the assignment of the number
and value of the above shares.

Article 3. Price payment

The assignment price is RON....., respectively RON / share
and paid in cash by the assignee on the date of.....

Article 4. Taxes

The tax at the rate of% was paid by the assignor on the date of amounting to RON with the receipt number

Article 5. Transitional and Final Provisions

The present contract is updated according to the applicable Romanian legislation.
Drafted and signed by the parties, in triplicate, today

Assignor:

Assignee: