

RESOLUTIONS
adopted by the
Extraordinary General Meeting of
Banca Comerciala Romana SA
Shareholders during the meeting held on August 27th 2008

The Extraordinary General Meeting of Banca Comerciala Romana SA Shareholders convened on August 27th 2008, 10:00 a.m, according to the provisions of Law no. 31/1990, republished, amended and completed, art. 113 and 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 99,3014 % 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:

RESOLUTION NO. 1/27.VIII.2008

with the vote „in favour” expressed by shareholders representing 99,3014 % of the share capital, according to the vote counting minutes, resolves the following:

a) ceasing the procedures /phases of implementing the MTN program approved by the Extraordinary General Meeting of Shareholders of BCR SA held on February 21st 2007 and the starting of the approaches to implement a more flexible structure of funding for BCR, through a new MTN program;

b) implementing of a new MTN program for BCR, for the issuance of bonds having a total nominal value of maximum EUR 3 billion, under the terms and conditions from the forwarded note including the possibility that SPV, a structure which will be created subsequently, be the issuer within the MTN program ;

c) mandating the Management Board to adopt the decisions necessary for the implementation of the program (approval of the documents, signing the necessary agreements, establishing the yearly cap within the amount of EUR 3 billion, the corresponding terms and conditions for each issue carried out within the program).

RESOLUTION NO. 2/27.VIII.2008

amendment of art. 7.2, letter p, third indent of BCR SA Charter, according to Addendum included in appendix no. 1 to the published call notice, with the vote „in favour” expressed by shareholders representing 100 % from the present and represented shareholders, according to the vote counting minutes.

RESOLUTION NO. 3/27.VIII.2008

completion with a new indent (the 9th) of art. 7.2, letter p of the BCR SA Charter, according to the Addendum included in appendix no. 2. to the published call notice, with the vote „in favour” expressed by shareholders representing 100 % from the present and represented shareholders, according to the vote counting minutes.

RESOLUTION NO. 4/27.VIII.2008

Completion with a new paragraph of art. 32 of BCR SA Charter, according to the Addendum included in appendix no. 3. to the published call notice, with the vote „in favour” expressed by shareholders representing 99,3014 % of the share capital, according to the vote counting minutes.

RESOLUTION NO. 5/27.VIII.2008

Amendment of art. 23.3, letter b of BCR SA Charter, according to the Addendum included in appendix no. 4, to the published call notice, with the vote „in favour” expressed by shareholders representing 99,3014 % of the share capital, according to the vote counting minutes.

RESOLUTION NO. 6/27.VIII.2008

Mandating Mr. Florin Pogonaru member of the Supervisory Board of BCR SA, to sign in authentic form each of the addendums and the according updates of the BCR SA Charter with the vote „in favour” expressed by shareholders representing 100 % from the present and represented shareholders, according to the vote counting minutes.

EXECUTIVE PRESIDENT

DOMINIC BRUYNSEELS

**Secretaries of the
Extraordinary General Meeting of Shareholders**

Petre Pavel Szel

Ioana Jerbas