

RESOLUTIONS
adopted by the
Ordinary General Meeting of the Shareholders of
Banca Comercială Română SA
in the meeting of May 14th, 2009

The Ordinary General Meeting of the Shareholders of Banca Comercială Română SA, convened on May 14th, 2009, at 12:00, based on the provisions of the Law no. 31/1990, republished, changed and supplemented, art. 111, and of the Charter of BCR SA, art. 12 and 17, at Bucharest premises, 15 Calea Victoriei, Sector 3,

being legally established by the presence of the shareholders representing 99,42 % of BCR SA share capital, which secures the proceedings validity, according to art. 112 of the Law no. 31/1990, republished, changed and supplemented, and art. 15, letter a) of BCR SA Charter,

adopts the following resolutions:

RESOLUTION No. 1/14.V.2009

Approves with the vote "in favour" expressed by the shareholders representing 100 % of the present and represented share capital, according to the votes counting minutes, BCR Financial Statements on December 31st, 2008(elaborated according to OMF no. 5/2005), Consolidated financial statements on December 31st, 2008 (elaborated according to the International Financial Reporting Standards), based on the Report of the directors regarding 2008 financial year, on the Consolidated report of the directors regarding 2008 financial year, on the Report for the shareholders of the Management Board, on the financial auditor Reports, on the Report of the Audit and Compliance Committee, on the Report of the Compensation Committee and on the Report of the Risk Committee

RESOLUTION No. 2/14.V.2009

Approves with the vote "in favour" expressed by the shareholders representing 100 % of the present and represented share capital, according to the votes counting minutes, the distribution of the net profit worth 1.117.639.046 lei, made by BCR SA in 2008, according to the legal provisions, thus:

- own sources of development - 304.566.334 lei;
 - dividends due to the shareholders - 813.072.712 lei,
- and the dividends payment by 30.VI.2009.

RESOLUTION No. 3/14.V.2009

Approves with the vote "in favour" expressed by the shareholders representing 100 % of the present and represented share capital, according to the votes counting minutes, the discharge of responsibility for the financial year 2008, of the Supervisory Board members and Management Board members, namely: Mr. Andreas Treichl, Mr. Peter Kisbenedek, Mr. Manfred Wimmer, Mr. Herbert Juranek, Mr. Bernhard Spalt, Mr. Florin Pogonaru, Mr. Dominic Bruynseels, Mr. Jean Andronie, Mr. Martin Skopek, Mr. Helmuth Hintringer and Mrs. Oana Petrescu.

RESOLUTION No. 4/14.V.2009

Approves with the vote “in favour” expressed by the shareholders representing 100 % of the present and represented share capital, according to the votes counting minutes, the following:

- appointing the company Ernst & Young as BCR’s financial auditor for the financial years completed on December 31st 2009 and 2010 with the recommendation to appoint this company as auditor also for the other entities of BCR Group;

- mandating the Management Board to establish the list of necessary services, to negotiate the price and the contractual terms;

- mandating the Supervisory Board to approve the audit contract, as well as two bank directors to sign it.

EXECUTIVE PRESIDENT,

DOMINIC BRUYNSEELS

**Secretaries of the
Ordinary General Meeting of Shareholders,**

Marioara Mema

Mirela Dîmbean Creța

Ioana Jerbas