

RESOLUTIONS
adopted by
the Extraordinary General Meeting of Shareholders
of Banca Comercială Română SA
in the meeting on April 22nd, 2010, 10.00

The Extraordinary General Meeting of Shareholders of Banca Comercială Română SA, convened on April 22nd, 2010, at 10.00, under the provisions of Law no. 31/1990, republished, amended and supplemented, art. 113 and 119 and of BCR SA Charter, art. 13 and 17, on the premises located in Bucharest, No. 15 Calea Victoriei, Sector 3,

being legally established in the presence of the shareholders representing 99,4344 % of BCR SA share capital, which secures the validity of the debates, according to art. 115 of Law no. 31/1990, republished, amended and supplemented and art. 16 letter f) of BCR SA Charter,

adopts the following resolution:

RESOLUTION No. 1/22.IV.2010

It decides, with the vote "in favour" expressed by the shareholders representing 87,4344 % of the share capital and with the vote „against”, expressed by the shareholders representing 12,0000 % of share capital („Moldova” Financial Investment Company and „Muntenia” Financial Investment Company), according to the vote counting minutes, to supplement Article 39, 2nd paragraph of BCR Charter by means of adding a new paragraph which shall read as follows:

”By exception to the rule provided above, the entire net profit of the Bank for the 2009 financial year, determined as per NBR Order No. 13/2008, will not be distributed as dividends, but incorporated in the Bank’s share capital, except for a percentage of up to 1% of such net profit that shall be included in the account of retained profit.”

EXECUTIVE PRESIDENT

DOMINIC BRUYNSEELS

Secretaries of
the Extraordinary General Meeting of Shareholders

Marioara Mema

Mirela Dîmbean Creța

Ioana Jerbas