

**RESOLUTIONS**  
**adopted by**  
**the Extraordinary General Meeting of Shareholders**  
**of Banca Comercială Română SA**  
**in the meeting on April 22<sup>nd</sup>, 2010, 13.00**

The Extraordinary General Meeting of Shareholders of Banca Comercială Română SA, convened on April 22<sup>nd</sup>, 2010, at 13.00, 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. 15 letter d) and f) and art. 16, letter f) of BCR SA Charter,

adopts the following resolutions:

**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 increase the share capital of BCR S.A. with the amount of RON 237,740,625, i.e. from the current value of RON 792,468,750 to the value of RON 1,030,209,375, by increase of BCR S.A. share face value from the current face value of RON 1 per share to the new face value of RON 1.3 per share, by including in the share capital of BCR S.A a portion amounting to RON 237,740,625 of BCR net profit for the financial year 2009, while BCR SA shareholding structure is according to the appendix.

**RESOLUTION No. 2/22.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 amend Article 4 of BCR SA Charter, which shall read as follows:

“The subscribed and paid up share capital of the Bank is RON 1,030,209,375.00 divided into 792,468,750 nominative shares with a nominative value of RON 1.3 each.”

**RESOLUTION No. 3/22.IV.2010**

It decides, with the vote "in favour" expressed by the shareholders representing 100 % of the share capital present and represented, according to the vote counting minutes, to supplement article 7, paragraph 7.2, letter p) of BCR SA Charter with a new indent, the 10<sup>th</sup>, which shall read as follows:

"-acting for and on behalf of other entities in order to promote their services to the Bank's clients, ancillary to the Bank's services and products (CAEN code 6419)."

#### **RESOLUTION No. 4/22.IV.2010**

Mandating Mr. Florin Pogonaru, member of BCR SA Supervisory Board, to sign the updated version of BCR SA Charter, as amended and supplemented by the resolutions of BCR SA Extraordinary General Meetings of Shareholders held on April 22<sup>nd</sup>, 2010, with a view to submitting and registering it with the Trade Registry and publishing it in the Romanian Official Gazette, Part IV, with the vote "in favour" expressed by the shareholders representing 99,4344 % of the share capital, according to the vote counting minutes.

#### **RESOLUTION No. 5/22.IV.2010**

Authorizing BCR Management Body to take all the measures and to perform all the necessary steps to implement the resolutions of BCR SA Extraordinary General Meetings of Shareholders dated April 22<sup>nd</sup>, 2010, with the vote "in favour" expressed by the shareholders representing 99,4344 % of the share capital, according to the vote counting minutes.

**EXECUTIVE PRESIDENT**

**DOMINIC BRUYNSEELS**

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

**Marioara Mema**

**Mirela Dîmbean Creța**

**Ioana Jerbas**