

RESOLUTIONS
adopted by the
Ordinary General Meeting of Shareholders of
Banca Comerciala Romana SA
in its meeting of April 22, 2010

The Ordinary General Meeting of Shareholders of Banca Comerciala Romana SA, convened on April 22, 2010, at 11.15, based on the provisions of Law no. 31/1990, republished, amended and updated, art. 111 and of BCR SA Charter, art. 12 and 17, at Bucharest premises, 15 Calea Victoriei, Sector 3,

being legally convened in the presence of the shareholders standing for 99,4344 % of BCR SA share capital, which secures the validity of the debates, according to art. 112 of Law no. 31/1990, republished, amended and updated, and art. 15, letter a) of BCR SA Charter,

adopts the following resolutions:

RESOLUTION No. 1/22.IV.2010

It approves with the vote "in favour" expressed by the shareholders standing for 99,9899 % of the share capital present and represented and abstentions standing for 0,0101 % of the share capital present and represented, according to the votes counting minutes, BCR financial statements for the financial year ending on December 31st, 2009 (drafted according to NBR Order no. 13/2008, subsequently amended and updated) and the consolidated financial statements of BCR Group for the financial year ending on December 31st, 2009 (drafted according to International Financial Reporting Standards), based on the directors' report on the 2009 financial year, the directors' consolidated report on the 2009 financial year, the Management Board's report, the financial auditor's reports, the report of the Audit and Compliance Committee, the report of the Compensation Committee and the report of the Risk Committee

RESOLUTION No. 2/22.IV.2010

It approves with the vote "in favour" expressed by the shareholders standing for 87,9317 % of the share capital present and represented and with the vote „against”, expressed by the shareholders standing for 12,0683 % of the share capital present and represented („Moldova” Financial Investment Company and „Muntenia” Financial Investment Company), according to the votes counting minutes, the distribution of the net profit for the financial year 2009 worth RON 237.972.374 lei, thus:

- for the increase of the share capital – RON 237.740.625,
- retained earnings – RON 231.749.

RESOLUTION No. 3/22.IV.2010

It approves with the vote "in favour" expressed by the shareholders standing for 99,9899 % of the share capital present and represented and abstentions standing for 0,0101 % of the share capital present and represented, according to the votes counting minutes, the discharge of management accountability for the financial year 2009 of the Supervisory Board members and of the Management Board members, namely: Mr. Andreas Treichl, Mr. Manfred Wimmer, Mr. Herbert Juranek, Mr. Bernhard Spalt, Mr. Florin Ion Pogonaru, Mr. Mihai Fercală, Mr. Tudor Ciurezu, Mr. Dominic Bruynseels, Mr. Helmuth Karl Hintringer, Ms. Oana Mihaela Petrescu, Mr. Martin Skopek and Mr. Wolfgang Schoiswohl.

RESOLUTION No. 4/22.IV.2010

It takes note of the termination of the 3 year mandate of BCR SA Supervisory Board members, which started on 23.IV.2007 and

re-elects, by secrete vote, BCR SA Supervisory Board members, proposed by the majority shareholder, according to Article 23 of BCR Charter, for a new 3 year mandate, starting with April 22, 2010, namely:

- Mr. Andreas Treichl, with votes „in favour” expressed by shareholders standing for 100 % of the share capital, present and represented, according to the votes counting minute,
- Mr. Manfred Wimmer, with votes „in favour” expressed by shareholders standing for 100 % of the share capital, present and represented, according to the votes counting minute,
- Mr. Herbert Juranek, with votes „in favour” expressed by shareholders standing for 100 % of the share capital, present and represented, according to the votes counting minute,
- Mr. Bernhard Spalt, with votes „in favour” expressed by shareholders standing for 100 % of the share capital, present and represented, according to the votes counting minute,
- Mr. Pogonaru Florin Ion, with votes „in favour” expressed by shareholders standing for 100 % of the share capital, present and represented, according to the votes counting minute.

RESOLUTION No. 5/22.IV.2010

It takes note of the termination of the 3 year mandate of BCR SA Supervisory Board members, which started on 23.IV.2007 and

re-elects, by secrete vote, BCR SA Supervisory Board members, proposed by the Financial Investment Companies, according to Article 23 of BCR Charter, for a new 3 year mandate, starting with April 22, 2010, namely:

- Mr. Mihai Fercală, with votes „in favour” expressed by shareholders standing for 100 % of the share capital, present and represented, according to the votes counting minute,
- Mr. Tudor Ciurezu, with votes „in favour” expressed by shareholders standing for 100 % of the share capital, present and represented, according to the votes counting minute.

EXECUTIVE PRESIDENT

DOMINIC BRUYNSEELS

Secretaries of the Ordinary General Meeting of Shareholders

Marioara Mema

Mirela Dîmbean Creța

Ioana Jerbas