



DJ – GS/ 536/2.05.2011

BANCA COMERCIALA ROMANA S.A.
SOCIETATE ADMINISTRATA IN SISTEM DUALIST
Bd. Regina Elisabeta Nr 5, Sector 3 Bucuresti
Inmatriculata la Reglstrul Comertului: J40/90/1991
Inmatric ulata la Registrul Bancar nr. RB-PJR-40-008/18.02.1999
Cod Unic de Inregistrare: 361757
Capital Social 1.085.636.488 lei
SWIFT: RNCB RO BU
Telex 11994; telefon 021 314 91 90; fax 021 3100103
Site: <http://www.bcr.ro>

**THE RESOLUTIONS
adopted by the
BCR SA EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
April 29th 2011, 11.30**

The BCR SA Extraordinary General Meeting of Shareholders, convened on Aprilie 29th 2011, 11.30h, based on the provisions of law 31/1990, republished, amended and completed and of art. 113 și 119 and of BCR SA Charter, art. 13 și 17, at the head office located in Bucharest, no. 15, Calea Victoriei, 3rd district,

Being legally constituted in the presence of shareholders representing 99,5256 % of the BCR SA share capital, thus ensuring the validity of the debates, according to 115 of Law 31/1990, republished, amended and completed and art. 15, letter d) and art. 16, letter f) of the BCR SA Charter,

has adopted the following resolutions:

RESOLUTION No. 1/29.04.2011

decides with the vote "in favour" expressed by the shareholders representing 93,5239 % of the share capital and the vote „against" expressed by the shareholders representing 6,0017 % of the share capital, according to the votes counting minutes, to increase the share capital of BCR S.A. with the amount of lei 55.427.113, from the current value of lei 1.030.209.375 to the value of lei 1.085.636.488, by issuing a number of 554.271.130 new shares, with a face value of lei 0,1 each, by including in the share capital of BCR SA a portion amounting to lei 55.427.113 of BCR net profit for the financial year 2010 ; the BCR shareholders structure is presented in the appendix.

RESOLUTION No. 2/29.04.2011

decides with the vote "in favour" expressed by the shareholders representing 93,5239 % of the share capital and the vote „against" expressed by the shareholders representing 6,0017 % of the share capital, according to the votes counting minutes, to amend article 4 of BCR Charter, which shall read as follows: "The subscribed and paid up share capital of the Bank is lei 1.085.636.488 divided into 10.856.364.880 nominative shares, with a face value of lei 0,1 each".

RESOLUTION No. 3/29.04.2011

decides with the vote "in favour" expressed by the shareholders representing 93,5239 % of the share capital and the vote „against" expressed by the shareholders representing 6,0017 % of the share capital, according to the votes counting minutes, the following:

- to amend Article 14.2. of BCR S.A Charter, which shall read as follows:
"Implementation of the Management Board decisions as regards issues stipulated under article 14.1, with the exception of the approval of opening or closing BCR's agencies and branches, requires the Supervisory Board approval "

- to amend Article 25.1 letter d) of BCR S.A Charter, which shall read as follows:
"approving the organizational structure, up to level of independent entity as well as any other changes related to this"

RESOLUTION No. 4/29.04.2011

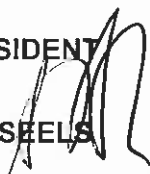
decides with the votes "in favour" expressed by the shareholders representing 93,5239 % of the share capital and the vote „against" expressed by the shareholders representing 6,0017 % of the share capital, according to the votes counting minutes, to appoint Mr Florin Ion Pogonaru, member of BCR SA Supervisory Board, to sign the updated version of BCR Charter, as amended and supplemented by the decisions of BCR SA Extraordinary General Meetings of Shareholders held on April 29th, 2011, with a view to submitting and registering it with the Trade Registry and publishing it in the Romanian Official Gazette, Part IV.

RESOLUTION No. 5/29.04.2011

decides with the vote "in favour" expressed by the shareholders representing 93,5256 % of the share capital and the vote „against" expressed by the shareholders representing 6 % of the share capital, according to the votes counting minutes, to authorize BCR SA Management Board to take all the measures and to perform all the necessary steps to implement the decisions of BCR SA Extraordinary General Meetings of Shareholders dated April 29th, 2011.

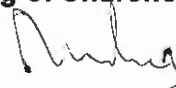
EXECUTIVE PRESIDENT

DOMINIC BRUYNSEELS

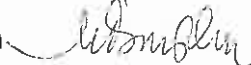


Secretaries of the Extraordinary General Meeting of Shareholders

Mema Marioara



Mirela Dimbean Creta



Catalina Voicu



Annex 2-capitalization

The subscribed and paid up share capital of the Bank is 1.085.636.488 lei, divided into 10.856.364.880 nominative shares with nominative value of 0,1 lei each;

Romanian Commercial Bank SA's shareholding structure, is as follows:

- EGB CEPS Holding GmbH (a company owned 100% by Erste Group Bank AG by EGB CEPS Beteiligungen GmbH), 21.1010 Graben Wien, owns 7534960392 nominative share value of 0,1 lei each, representing 69.4060% of total share capital, respectively 753496039,2 lei;
- Societatea de Investitii Financiare "Oltenia", headquartered in Craiova, Tufanele Street, no. 1, Dolj county owns 664140255 nominative shares value of 0,1 lei each, representing 6.1175% of total share capital, respectively 66414025,5 lei;
- Societatea de Investitii Financiare "Banat – Crisana" headquartered in Arad, Calea Victoriei, nr.33-35, Arad county owns 651381927 nominative shares value of 0,1 lei each, representing 6.0000% of total share capital, respectively 65138192,7 lei;
- Societatea de Investitii Financiare "Moldova" headquartered in Bacau, Pictor Aman Street, no.94C, Bacau County owns 651381927 nominative shares value of 0,1 lei each, representing 6.0000% of total share capital, respectively 65138192,7 lei;
- Societatea de Investitii Financiare "Transilvania", headquartered in Brasov, Nicolae Iorga Street, No. 2, Brasov County holds 651381927 nominative shares value of 0,1 lei each, representing 6.0000% of total share capital, respectively 65138192,7 lei ;
- Societatea de Investitii Financiare "Muntenia", headquartered in Bucharest, Splaiul Unirii, no.16, District 4 owns 651381927 nominative shares value of 0,1 lei each, representing 6.0000% of total share capital, respectively 65138192,7 lei;
- SC Actinvest SA headquartered in Brasov, Nicolae Iorga Street, no. 2, Brasov owns 216081 nominative shares value of 0,1 lei each, representing 0.0019% of total share capital, respectively 21608,1 lei;
- FDI Certinvest Dinamica administrator SAI Certinvest SA headquartered in Bucharest, Buzesti No.76-80, Floor 4, District 1, owns 13699 nominative shares value of 0,1 lei each, representing 0.0001% of total share capital, respectively lei 1369,9 lei;
- SC Milord Impex Ltd. headquartered in Galati, Liesti owns 26727 nominative shares value of 0,1 lei each, representing 0.0002% of total share capital, respectively 2672,7 lei;
- SC Carina Import Export Ltd. headquartered in Vrancea, City Focsani, Tanasescu Street, no.6 A, owns 59948 nominative shares value of 0,1 lei each, representing 0.0006% of total share capital, respectively 5994,8 lei ;
- Individual shareholders owns 51420070 nominative shares value of 0,1 lei each, representing 0.4737% of total share capital, respectively 5142007 lei.