



DJ – GS/ 534/2.05.2011

BANCA COMERCIALA ROMANA S.A.
SOCIETATE ADMINISTRATA IN SISTEM DUALIST
Bd. Regina Elisabeta Nr 5, Sector 3 Bucuresti
Inmatriculata la Registrul Comertului: J40/90/1991
Inmatriculata la Registrul Bancar nr. RB-PJR-40-008/18.02.1999
Cod Unic de Inregistrare: 361757
Capital Social 1.085.636.488 lei
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Site: <http://www.bcr.ro>

RESOLUTIONS
Adopted by the
Extraordinary General Meeting of Shareholders of
Banca Comerciala Romana SA
in the meeting held on April 29th 2011, at 9.00 a.m

Extraordinary General Meeting of Shareholders of Banca Comerciala Romana SA, convened on April 29th 2011, at 9.00 a.m, based on the provisions of Law no. 31/1990, republished, amended and completed, art. 113 and 119 of BCR SA Charter, art. 13 and 17, on the premises in Bucharest, no. 15 Calea Victoriei nr. 15, Sector 3,

Being legally convened through the presence of shareholders 99,5256 % of BCR SA share capital, which secures validity of the debates according to art. 115 of Law no. 31/1990, republished, amended and completed and art. 15, letter d) and art. 16, letter f) of BCR SA Charter

Adopts the following resolutions :

RESOLUTION NO Nr. 1/29.04.2011

decides with the vote "in favour" expressed by shareholders representing 99,5239 % of the share capital and the vote " against" expressed by shareholders representing 0,0017 % of the share capital, according to the votes counting minutes, the changing of the face value of BCR share from the value of lei 1,3/share to the value of lei 0,1/share and the increasing of the number of shares from 792.468.750 to 10.302.093.750; BCR shareholders' structure is presented in the appendix.

RESOLUTION No. 2/29.04.2011

decides with the vote in favour" expressed by shareholders representing 99,5239% of the share capital and the vote " against" expressed by shareholders representing 0,0017% of the share capital, according to the votes counting minutes, to amend article 4 of BCR Charter, which shall read as follows: "Subscribed and paid up capital of the Bank is of lei 1.030.209.375 split into 10.302.093.750 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 shareholders representing 93,5235 % of the share capital and the vote " against" expressed by shareholders representing 6,0021% of the share capital, according to the votes counting minutes, to amend article 39 paragraph 39.2 of BCR Charter, which shall read as follows: "By exception to the rule provided above, the entire net profit of 2010, determined in accordance with NBR Order No. 13/2008, will not be distributed as dividends, but incorporated in the BCR share capital, except for a percentage of up to 15% of such net profit that should be included into retained profit."

EXECUTIVE PRESIDENT

DOMINIC BRUYNSEELS



Secretaries of the
Extraordinary General Meeting of Shareholders

Mema Marioara

Mirela Dîmbean Creta

Catalina Voicu

Annex - split

The subscribed and paid up share capital of the Bank is 1.030.209.375 lei, divided into 10.302.093.750 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 7150263016 nominative share value of 0,1 lei each, representing 69.405921 of total share capital, respectively 715026301,6 lei;
- Societatea de Investitii Financiare "Oltenia", headquartered in Craiova, Tufanele Street, no. 1, Dolj county owns 630232577 nominative shares value of 0,1 lei each, representing 6.117519% of total share capital, respectively 63023257,7 lei;
- Societatea de Investitii Financiare "Banat – Crisana" headquartered in Arad, Calea Victoriei, nr.33-35, Arad county owns 618125625 nominative shares value of 0,1 lei each, representing 6.000000% of total share capital, respectively 61812562,5 lei;
- Societatea de Investitii Financiare "Moldova" headquartered in Bacau, Pictor Aman Street, no.94-96, Bacau County owns 618125625 nominative shares value of 0,1 lei each, representing 6.000000% of total share capital, respectively 61812562,5 lei;
- Societatea de Investitii Financiare "Transilvania", headquartered in Brasov, Nicolae Iorga Street, No. 2, Brasov County holds 618125625 nominative shares value of 0,1 lei each, representing 6.000000% of total share capital, respectively 61.812.562,5 lei ;
- Societatea de Investitii Financiare "Muntenia", headquartered in Bucharest, Splaiul Unirii, no.16, District 4 owns 618125625 nominative shares value of 0,1 lei each, representing 6.000000% of total share capital, respectively 61812562,5 lei;
- SC Actinvest SA headquartered in Brasov, Nicolae Iorga Street, no. 2, Brasov owns 205049 nominative shares value of 0,1 lei each, representing 0.001990% of total share capital, respectively 20504,9 lei;
- FDI Certinvest Dinamic administrator SAI Certinvest SA headquartered in Bucharest, Buzesti No.76-80, et.4, District 1, owns 13000 nominative shares value of 0,1 lei each, representing 0.000126% of total share capital, respectively lei 1300 lei;
- SC Milord Impex Ltd. headquartered in Galati, Liesti owns 25363 nominative shares value of 0,1 lei each, representing 0.000246% of total share capital, respectively 2536,3 lei;
- SC Carina Import Export Ltd. headquartered in Vrancea, City Focsani, Tanasescu Street, no.6 A, owns 56888 nominative shares value of 0,1 lei each, representing 0.000552% of total share capital, respectively 5688,8 lei ;
- Individual shareholders own 48795357 nominative shares value of 0,1 lei each, representing 0.473645% of total share capital, respectively 4879535,7 lei.