



DJ – GS/ 535/2.05.2011

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  
SWIFT: RNCB RO BU  
Telex 11994; telefon 021 314 91 90; fax 021 3100103  
Site: <http://www.bcr.ro>

**RESOLUTIONS  
adopted by the  
Ordinary General Meeting of Shareholders  
of Banca Comerciala Romana SA  
in the meeting of April 29th, 2011, 10.00 o'clock**

The Ordinary General Meeting of Shareholders of Banca Comerciala Română SA, convened on April 29th, 2011, at 10.00 o'clock, according to the provisions of the Law no. 31/1990, republished, amended and completed, Art. 111 and the BCR SA Charter, Art. 12 and 17, at the headquarters in Bucharest, 15 Calea Victoriei, Sector 3,

As it is legally constituted in the presence of the shareholders representing 99,5256 % of the BCR SA share capital, it ensures the validity of the debates, as per Art. 112 from Law no. 31/1990, republished, amended and completed and Art. 15, letter a) of the BCR SA Charter,

adopts the following resolutions:

**RESOLUTION No. 1/29.04.2011**

approves with the vote "in favour" expressed by the shareholders representing 93,9699 % of the present and represented share capital, with the vote „against” expressed by the shareholders representing 6,0286 % of the present and represented share capital, and abstentions representing 0,0015 % of the present and represented share capital, according to the votes counting minutes, the BCR financial statements for the financial year ending on December 31st, 2010 (drafted as per the NBR Order no. 13/2008, as further amended and completed) and the consolidated financial statements of BCR Group for the financial year ending on December 31st, 2010 (drafted according to the International Financial Reporting Standards), based on the Supervisory Board report on the 2010 financial year, the Supervisory Board's consolidated report on the 2010 financial year, Management Board's report for the shareholders, the financial auditor's reports, the report of the Audit and Compliance Committee, report of the Compensation Committee and the report of the Risk Committee.

**RESOLUTION No. 2/29.04.2011**

decides with the vote "in favour" expressed by the shareholders representing 93,9709 % of the present and represented share capital, with the vote „against” expressed by the shareholders representing 6,0291 % of the present and represented share capital, according to the votes counting minutes, that the net profit for the financial year 2010 worth 55.427.170 lei will be distributed thus:

- in view of increasing the share capital - 55.427.113 lei,
- retained earnings - 57 lei.

**RESOLUTION No. 3/29.04.2011**

decides with the vote "in favour" expressed by the shareholders representing 99,9985 % of the present and represented share capital and abstention representing 0,0015 % of the present and represented share capital, according to the votes counting minutes, to discharge of liability the Supervisory Board members and the Management Board members for the 2010 financial year, namely : Mr. Andreas Treichl, Mr. Manfred Wimmer, Mr. Herbert Juranek, Mr. Bernhard Spalt, Mr. Florin Ion Pogonaru, Mr. Mihai Fercala, Mr. Tudor Ciurezu, Mr. Dominic Bruynseels, Ms. Oana Mihaela Petrescu, Mr. Martin Škopek, Mr. Helmuth Karl Hintringer, Mr. Wolfgang Schoiswohl, Mr. Frank Michael Beitz.

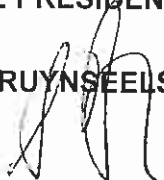
## RESOLUTION No. 4/29.04.2011

decides, by secret vote, with the vote "in favour" expressed by the shareholders representing 100 % of the present and represented share capital, according to the votes counting minutes, the following:

- appointing Ernst&Young Assurance Services SRL as BCR's financial auditor for the financial year ending on 31.12.2011, with the recommendation of appointing this company as auditor for the other entities within the BCR Group;
- empowering the Management Board to establish the list of necessary services, negotiating the price and the contractual terms;
- empowering the Supervisory Board to approve the audit contract and two bank's managers to sign this.

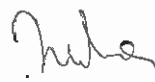
**EXECUTIVE PRESIDENT**

**DOMINIC BRUYNSEELS**



**The Ordinary General Meeting of Shareholders  
secretaries**

**Mema Marioara**



**Mirela Dimbean Creta**



**Catalina Voicu**

