



DJ – GC/782/3.12.2012

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 1.553.435.543,80 lei  
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**RESOLUTION No. 7/3.12.2012**  
**adopted by the**  
**Extraordinary General Meeting of Banca Comerciala Romana SA**  
**Shareholders during the meeting of December 3<sup>rd</sup>, 2012**

The Extraordinary General Meeting of Banca Comerciala Romana SA Shareholders convened on December 3<sup>rd</sup>, 2012, at 11.30 a.m. according to the provisions of Law no. 31/1990, republished, amended and completed, art. 113 and 119 of the BCR SA Charter art. 13 and 17, on the premises located in Bucharest, no. 15 Calea Victoriei, Sector 3,

Being legally convened with the presence of shareholders representing **99,8630** % of the BCR SA share capital, which secures validity of the proceedings, according to art. 115 of Law no. 31/1990, republished, amended and completed, and of art. 15 (d) of the BCR SA Charter, adopts the following resolution:

Approves, with the vote „in favour” expressed by shareholders representing **99,8630** % of the share capital, according to the vote counting minutes, to mandate BCR SA Management Board to:

- a) ascertain the number of validly subscribed and paid shares upon completion of the phase of exercising the preference right and cancelling the shares which have not been validly subscribed and paid ;
- b) adequately determine the exact amount with which the BCR SA share capital is increased;
- c) approve the increase of the share capital with this amount and carry out all operations related to completing, recording and reporting this capital increase
- d) adequately approve the appropriate amending of BCR SA's Charter (art.4 and 14.2), register and republish its updated version with the Trade Register and the Romanian Official Gazette and appoint a person to sign the updated version of the Charter.

**EXECUTIVE PRESIDENT**

**TOMAS SPURNY**

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

**Dan Voiculescu**

**Cătălina Voicu**