



No. DJ-GS 287/23.04.2012

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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RESOLUTIONS
adopted by the
Ordinary General Meeting of Shareholders of
Banca Comercială Română SA
in the meeting of 23rd of April 2012

The Ordinary General Meeting of the Shareholders of Banca Comercială Română SA, convened on 23rd of April 2012, at 11.00, based on the provisions of the Law no. 31/1990, republished, as amended and completed, art. 111, and of the BCR SA Charter, art. 12 and 17, at Bucharest premises, 15 Calea Victoriei, department 3, being legally established by the presence of the shareholders representing 99.8419 % of BCR SA share capital, which secures the proceedings validity, according to art. 112 of the Law no. 31/1990, republished, as amended and completed, and art. 15, letter a) of BCR SA Charter, adopts the following resolutions:

RESOLUTION No. 1/23.04.2012

approves 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 BCR financial statements for the financial year ending on December 31st. 2011 and consolidated financial statements of BCR Group for the financial year ending on December 31st, 2011, based on the directors' reports on the 2011 financial year, the directors' consolidated report on the 2011 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. 2/23.04.2012

approves 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 covering of the 2011 statutory loss from the following sources, according to the following order: 2012 financial year profit, previous years retained earnings, reserves in the account on 31.12.2012 which may be used for this purpose, according to the laws in force.

RESOLUTION No. 3/23.04.2012

decides with the vote "in favour" expressed by the shareholders representing 100 % of the present and represented share capital, according to the votes counting minutes, to discharge of liability for the 2011 financial year the Supervisory Board members, namely: Mr. Andreas Treichl, Mr. Manfred Wimmer, Mr. Herbert Juranek, Mr. Bernhard Spalt, Mr. Florin Ion Pogonaru, Mr. Mihai Fercală și Mr. Tudor Ciurezu and the Management Board members, namely: Mr. Dominic Bruynseels, Mr. Wolfgang Schoiswohl, Ms. Oana Mihaela Petrescu, Mr. Helmuth Karl Hintringer și Mr. Frank - Michael Beitz.

f. EXECUTIVE PRESIDENT,

Helmuth Karl Hintringer



Secretaries of the

Ordinary General Meeting of Shareholders,

Petru Pavel Szel



Cătălina Voicu

