



DJ – GC/465/28.06.2013

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 1.625.341.614,50 lei
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RESOLUTION No. 1/28.06.2013
adopted by the
Extraordinary General Meeting of
Banca Comerciala Romana SA Shareholders
during the meeting of June 28th, 2013

The Extraordinary General Meeting of Banca Comerciala Romana SA Shareholders convened on June 28th, 2013, at 9.00 according to the provisions of Law no. 31/1990, republished, amended and completed, art. 113 and 117 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 **99,8708** % 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 99,8708 % of the share capital, according to the vote counting minutes,

New MTN Programme or Programmes to be launched by Banca Comerciala Romana S.A. ("BCR") and formal closing of the 2009 MTN Programme given it was changed the applicable legal framework, respective the approval of the following items:

- I. With regard to the approval of a new medium term note programme/ programmes:
 1. The issuance of medium term notes in a total maximum amount of EUR 3 billion, under one or two medium term note programme/ programmes, in accordance with the applicable law and/or requirements imposed by the competent authority, having as main terms and conditions those included in Appendix 1 of the memo presented (Memo 52000116 - BSM 35_22 04 2013 / 22/04/2013) (the "NEW MTN Programme/Programmes");
 2. Empower the Executive Committee to:
 - (i) depending on the requirements imposed by the applicable law or by the Competent Authority, decide to implement one of the following structures: (i) one New MTN Programme – one Base Prospectus; (ii) one New MTN Programme – two Base Prospectuses; (iii) two MTN Programmes with a Base Prospectus for each programme, provided that the total maximum amount and the main terms and conditions referred to at 1 above are observed;
 - (ii) approve all the necessary documents for the establishment of the NEW MTN Programme/Programmes, including the base prospectus(es) and related documents for the NEW MTN Programme/Programmes in accordance with the applicable laws and international best practices;
 - (iii) where applicable, select the home member state for the approval of the base prospectus/prospectuses;
 - (iv) procure that the prospectus/prospectuses and all related documents are submitted to the approval of the home member state authority;
 - (v) procure the approval by the relevant authority of the supplements to the base prospectus(es)/final terms, if applicable;
 - (vi) undertake any marketing activities necessary or recommendable for the purpose of implementing the NEW MTN Programme/Programmes;

- (vii) undertake all necessary formalities for the purpose of procuring that the base prospectus(es) is (are) passported, where necessary, for the purpose of placement of any notes under the NEW MTN Programme/Programmes in the EU member states where the NEW MTN Programme/Programmes is (are) intended to be carried out (each, a "Relevant State");
- (viii) establish the terms and conditions of the each individual issue (including but not limited to: type of notes, nominal value, interest rate, maturity, early reimbursement) under the NEW MTN Programme/Programmes, in accordance with BCR's articles of association and internal by-laws and, to this purpose, to undertake all the formalities necessary for the placement of any notes under the NEW MTN Programme/Programmes in a Relevant State;
- (ix) approve all contracts necessary or recommendable for the implementation of the NEW MTN Programme/Programmes (including, without limiting, agency agreements, deeds of covenant, etc.);
- (x) as deemed suitable or recommendable, decide upon applying for admission of any offered notes under the NEW MTN Programme/ Programmes to a regulated market/multilateral trading facility organised and operating in a EU Member State and, to this purpose, to approve all documents and perform all formalities necessary for the admission of such notes to trading on the respective market;
- (xi) decide upon any other matters related to the implementation of the NEW MTN Programme/Programmes, including performing any necessary filings, statements;
- (xii) delegate the power of representation in accordance with the applicable law, BCR's articles of association and internal bylaws.

II. With regard to the existing medium term notes programme in a maximum amount of EUR 3 billion established in 2009 (the "2009 MTN Programme") to formally stop and close the 2009 MTN Programme given it was changed the applicable legal framework, hence becoming obsolete.

The EGSM of BCR will also be informed about the funding activity through the 2009 MTN Programme during the life time of the 2009 MTN Programme (year 2009-2012), as provided in Appendix 3 of the memo.

EXECUTIVE PRESIDENT

TOMAS SPURNY



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

Dan Voiculescu

Nicolas Cizek