

RESOLUTION no. 1/19.04.2013

**Adopted by the
Ordinary General Meeting of Shareholders
of the Romanian Commercial Bank SA
on 19.04.2013**

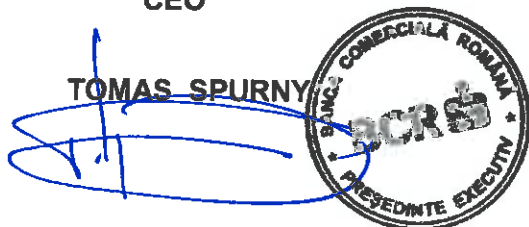
The Ordinary General Meeting of Shareholders of the Romanian Commercial Bank SA (BCR SA), convened on 19.04.2013, at 09.00h, based on the provisions of Law no. 31/1990, republished, amended and completed, art. 111 and of the BCR SA Charter, art. 12 and 17, at the headquarters located in Bucharest, no. 5, Victoriei Street, 3rd district,

Being legally convened, in the presence of the shareholders representing 99,8708 % of the BCR SA share capital, which ensures the validity of the deliberations, according to art. 112 of Law 31/1990, republished, amended and completed, and art. 15, letter a) of the BCR SA Charter,

Approves, with the vote "in favour", expressed by the shareholders representing 99,99953% of the present and represented share capital and againsts representing 0,00047 % of the present and represented share capital, according to the votes' counting minutes : (i) the Annual Financial Statements for 2012, the separate Financial Statements of BCR SA, drafted in compliance with IFRS and (ii) the annual financial statements for 2012, of BCR Group consolidated, drafted in compliance with IFRS; based on the administrators' report concerning the 2012 financial year, the Management Board report, the financial auditor's report, the Audit and Compliance Committee report, the Compensation Committee report and the Risk Committee report.

CEO

TOMAS SPURNY



**Secretaries of the
Ordinary General Meeting of Shareholders**

Dan Voiculescu

Catalina Voicu



Nr. DJ-GC 317/19.04.2013

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
SWIFT: RNCB RO BU
Telex 11994; telefon 021 314 91 90; fax 021 3025934
Site: <http://www.bcr.ro>

RESOLUTION no. 2/19.04.2013

**Adopted by the
Ordinary General Meeting of Shareholders
of the Romanian Commercial Bank SA
on 19.04.2013**

The Ordinary General Meeting of Shareholders of the Romanian Commercial Bank SA (BCR SA), convened on 19.04.2013, at 09.00h, based on the provisions of Law no. 31/1990, republished, amended and completed, art. 111 and of the BCR SA Charter, art. 12 and 17, at the headquarters located in Bucharest, no. 5, Victoriei Street, 3rd district,

Being legally convened, in the presence of the shareholders representing 99,8708 % of the BCR SA share capital, which ensures the validity of the deliberations, according to art. 112 of Law 31/1990, republished, amended and completed, and art. 15, letter a) of the BCR SA Charter,

Approves with the vote "**in favour**", expressed by the shareholders representing 99,99953% of the present and represented share capital and "**against**" representing 0,00047 % of the present and represented share capital, according to the votes' counting minutes, the coverage of the 2012 accounting loss, carried forward in 2013, to be made from the 2012 profit; in case the coverage cannot fully be done from the 2013 profit, the difference will be covered from the profit carried forward from the previous years and the profit distributed as reserves in the previous years, in balance on 31.12.2013, amounts which can be used to that effect, according to the law.

CEO

TOMAS SPUR



**Secretaries of the
Ordinary General Meeting of Shareholders**

Dan Voiculescu

Catalina Voicu

BANCA COMERCIALA ROMANA S.A.
SOCIETATE ADMINISTRATA IN SISTEM DUALIST
Bd. Regina Elisabeta Nr 5, Sector 3 Bucuresti
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RESOLUTION no. 3/19.04.2013

**Adopted by the
Ordinary General Meeting of Shareholders
of the Romanian Commercial Bank SA
on 19.04.2013**

The Ordinary General Meeting of Shareholders of the Romanian Commercial Bank SA (BCR SA), convened on 19.04.2013, at 09.00h, based on the provisions of Law no. 31/1990, republished, amended and completed, art. 111 and of the BCR SA Charter, art. 12 and 17, at the headquarters located in Bucharest, no. 5, Victoriei Street, 3rd district,

Being legally convened, in the presence of the shareholders representing 99,8708 % of the BCR SA share capital, which ensures the validity of the deliberations, according to art. 112 of Law 31/1990, republished, amended and completed, and art. 15, letter a) of the BCR SA Charter,

Approves, with the vote "in favour", expressed by the shareholders representing 99,99953% of the present and represented share capital and and "against" representing 0,00047 % of the present and represented share capital I, according to the votes' counting minutes, the discharge of liability, for the financial year 2012, of the Supervisory Board and the Management Board members, namely: Mr. Andreas Treichl, Mr. Manfred Wimmer, Mr. Herbert Juranek, Mr. Bernhard Spalt, Mr. Florin Ion Pogonaru, Mr. Mihai Fercală, Mr. Tudor Ciurezu, Mr. Dominic Bruynseels, Mrs. Oana Mihaela Petrescu, Mr. Helmuth Karl Hintringer, Mr. Christian Bruckner, Mr. Tomas Spurny, Mr. Wolfgang Schoiswohl, Mr. Frank - Michael Beitz, Mr. Bernd Mittermair, Mr. Martin Skopek, Mr. Sergiu Manea, Mr. Paul Ursaciuc.

CEO

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**Secretaries of the
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Dan Voiculescu 

Catalina Voicu


RESOLUTION No. 4/19.04.2013
adopted by the Ordinary General Meeting of Shareholders
of Banca Comerciala Romana SA
during the meeting held on April 19th 2013

The Ordinary General Meeting of Shareholders of BCR SA (BCR SA), convened on April 19th 2013, at 9.00, according to the provisions of Law no. 31/1990, republished, amended and completed, art. 111 and of BCR SA Charter, art. 12 and 17, at the headquarters in Bucharest, no. 15, Calea Victoriei, Sector 3,

being legally convened in the presence of shareholders representing **99,8708 %** of BCR SA share capital, which secures validity of the debates, according to art. 112 of Law no. 31/1990, republished, amended and completed and of art. 15, letter. a) of BCR SA Charter,

acknowledges the termination as of 22.04.2013 of the 3 year mandate of BCR SA Supervisory Board members, which started on 22.IV.2010 and

decides the re-election, by secret vote, of the BCR SA Supervisory Board members proposed by the majority shareholder, for a new 3 year mandate, as of April 23rd 2013, namely:

- Mr. Andreas Treichl, born on 16.VI.1952, in Vienna, Austria, an Austrian citizen, domiciled in Austria, 1030 Vienna, Metternichgasse 10/8, holder of passport type PS no. S 1103045/28.02.2012, issued by the Internal Affairs Federal Ministry, Austria, with the vote "in favour" expressed by shareholders representing **99,99943%** of the present and represented share capital and "against" representing **0,00057%** of the present and represented share capital, according to the vote-counting minutes,

- Mr. Manfred Wimmer, born on 31.I.1956, in Solbad Hall in Tirol, Austria, and Austrian citizen, domiciled in Austria, A-1170 Vienna, Heuberggasse 21, Top 3, holder of passport type P no. P 1705701/21.III.2007, issued by Magistrat Wien MBA 1/8, Austria, with the vote "in favour" expressed by shareholders representing **99,99953%** of the present and represented share capital and "against" representing **0,00047%** of the present and represented share capital, according to the vote-counting minutes,

- Mr. Herbert Juranek, born on 13.XI.1966, in Hainburg, Donau, Austria, an Austrian citizen, domiciled in Austria, A-2460 Bruck/Leitha, Leithagurtel 17, holder of passport type PS no. S 1103626/16.04.2012, issued by the Internal Affairs Federal Ministry, Austria, with the vote "in favour" expressed by shareholders representing **99,99953%** of the present and represented share capital and "against" representing **0,00047%** of the present and represented share capital, according to the vote-counting minutes,

- Mr. Pogonaru Florin Ion, born on 27.II.1953, in Slatina, Ilt county, Romania, a Romanian citizen, domiciled in no. 16 Schitul Darvari street, Sector 2, Bucharest, Romania, holder of ID series RD no. 822977/11.IX.2012, issued by SPCEP S2 office no. 1, with the vote "in favour" expressed by shareholders representing **99,99953%** of the present and represented share capital and "against" representing **0,00047%** of the present and represented share capital, according to the vote-counting minutes,

- Mr. Tudor Ciurezu, born on 24.XI.1954, in Bucovat, Sarbatoarea village, Dolj county, Romania, an Romanian citizen, domiciled in Romania, Eremia Grigorescu Str. no. 14, Craiova City, Dolj county, holder of ID series DX no. 495557/12.02.2007, issued by SPCELP Craiova, with the vote "in favour" expressed by the shareholders representing **99,99953%** of the present and represented share capital and "against" representing **0,00047%** of the present and represented share capital, according to the vote-counting minutes,

CEO

TOMAS SPURNY



**Secretaries of the Ordinary
General Meeting of Shareholders**

Dan Voiculescu

Catalina Voicu



Nr. DJ-GC 320/19.04.2013

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
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Cod Unic de Inregistrare: 361757
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RESOLUTION No. 5a/19.04.2013
adopted by the Ordinary General Meeting of Shareholders
of Banca Comerciala Romana SA
during the meeting held on April 19th 2013


The Ordinary General Meeting of Shareholders of BCR SA (BCR SA), convened on April 19th 2013, at 9.00, according to the provisions of Law no. 31/1990, republished, amended and completed, art. 111 and of BCR SA Charter, art. 12 and 17, at the headquarters in Bucharest, no. 15, Calea Victoriei, Sector 3,

being legally convened in the presence of shareholders representing 99,8708 % of BCR SA share capital, which secures validity of the debates, according to art. 112 of Law no. 31/1990, republished, amended and completed and of art. 15, letter. a) of BCR SA Charter,

approved, with the vote "in favour" expressed by shareholders representing 99,99953% of the present and represented share capital and "against" representing 0,00047 % of the present and represented share capital, according to the vote-counting minutes, the following :

a) release from the position of Supervisory Board members following the termination of their mandate on 22.04.2013 of Mr. Bernhard Spalt and of Mr. Mihai Fercala:

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Nr. DJ-GC 321/19.04.2013

RESOLUTION No. 5b₁/19.04.2013
adopted by the Ordinary General Meeting of Shareholders
of Banca Comerciala Romana SA
during the meeting held on April 19th 2013

The Ordinary General Meeting of Shareholders of BCR SA (BCR SA), convened on April 19th 2013, at 9.00, according to the provisions of Law no. 31/1990, republished, amended and completed, art. 111 and of BCR SA Charter, art. 12 and 17, at the headquarters in Bucharest, no. 15, Calea Victoriei, Sector 3,

being legally convened in the presence of shareholders representing 99,8708 % of BCR SA share capital, which secures validity of the debates, according to art. 112 of Law no. 31/1990, republished, amended and completed and of art. 15, letter. a) of BCR SA Charter,

approved the following :

➤ electing by secret vote as member of BCR SA Supervisory Board, proposed by the majority shareholder, for a 3 year mandate, as of April 23rd 2013, namely:

- Mr. Gernot Mittendorfer, born on 2.07.1964, in Linz, Austria, Austrian citizen, domiciled in Austria, Str. Herbert v. Karajan nr. 10, A – 5081 ANIF, having the passport PS nr. S 1813603/20.04.2007, issued by the BH Salzburg - UMGEBUNG, with the vote "in favour" expressed by shareholders representing 99,99953 % of the present and represented share capital and "against" representing 0,00047 % of the present and represented share capital, according to the vote-counting minutes; Takeover of the position of SB member will take place at the time of the fulfilment of all the conditions stipulated by the Romanian legislation and on the date of approval by the National Bank of Romania.

CEO


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RESOLUTION No. 5b₂/19.04.2013
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of Banca Comerciala Romana SA
during the meeting held on April 19th 2013

The Ordinary General Meeting of Shareholders of BCR SA (BCR SA), convened on April 19th 2013, at 9.00, according to the provisions of Law no. 31/1990, republished, amended and completed, art. 111 and of BCR SA Charter, art. 12 and 17, at the headquarters in Bucharest, no. 15, Calea Victoriei, Sector 3,

being legally convened in the presence of shareholders representing 99,8708 % of BCR SA share capital, which secures validity of the debates, according to art. 112 of Law no. 31/1990, republished, amended and completed and of art. 15, letter. a) of BCR SA Charter,

approved the following :

➤ electing by secret vote as member of BCR SA Supervisory Board, proposed by the majority shareholder, for a 3 year mandate, as of April 23rd 2013, namely:

- Mr. Brian O'Neill, born on 28.02.1953, in California, USA, American citizen, domiciled in USA, 435 East 52nd Street New York, NY 10022, having the passport P nr. 11301707, issued by the New York Passport Agency, USA, with the vote "in favour" expressed by shareholders representing 99,99953 % of the present and represented share capital and "against" representing 0,00047 % of the present and represented share capital, according to the vote-counting minutes; Takeover of the position of SB member will take place at the time of the fulfilment of all the conditions stipulated by the Romanian legislation and on the date of approval by the National Bank of Romania.

CEO

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**Secretaries of the Ordinary
General Meeting of Shareholders**

Dan Voiculescu

Catalina Voicu



No. DJ-GC 323/19.04.2013



BANCA COMERCIALA ROMANA S.A.
SOCIETATE ADMINISTRATA IN SISTEM DUALIST
Bd. Regina Elisabeta Nr 5, Sector 3 Bucuresti
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RESOLUTION No. 6/19.04.2013
adopted by the Ordinary General Meeting of Shareholders
of Banca Comerciala Romana SA
during the meeting held on April 19th 2013

The Ordinary General Meeting of Shareholders of BCR SA (BCR SA), convened on April 19th 2013, at 9.00, according to the provisions of Law no. 31/1990, republished, amended and completed, art. 111 and of BCR SA Charter, art. 12 and 17, at the headquarters in Bucharest, no. 15, Calea Victoriei, Sector 3,

being legally convened in the presence of shareholders representing 99,8708 % of BCR SA share capital, which secures validity of the debates, according to art. 112 of Law no. 31/1990, republished, amended and completed and of art. 15, letter. a) of BCR SA Charter,

approves, with the vote "in favour" expressed by shareholders representing 100% of the present and represented share capital, according to the vote counting minutes, the compensation policy of the Supervisory Board members for 2013, namely the level of the emoluments and the payment means.

CEO

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**Secretaries of the Ordinary
General Meeting of Shareholders**

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