

BANCA COMERCIALĂ ROMÂNĂ S.A. SOCIETATE ADMINISTRATĂ ÎN SISTEM DUALIST

Bd. Regina Elisabeta nr. 5, Sector 3, Bucureşti, cod 030016 Înmatriculată la Registrul Comerțului: J40/90/1991 Înmatriculată la Registrul Bancar Nr. RB-PJR-40-008/18.02.1999 Cod Unic de Înregistrare: RO 361757 Înregistrată la Registrul de evidență a prelucrărilor de date cu caracter personal sub nr. 3776 şi 3772 Capital Social: 1.625.341.614,50 lei

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RESOLUTION no. 1/28.04.2014

Adopted by the Extraordinary General Meeting of Shareholders of the Romanian Commercial Bank SA on 28.04.2014

The BCR SA Extraordinary General Meeting of Shareholders, convened on 28.04.2014, 14.30h, based on the provisions of art. 113 and 119 of Law 31/1990, republished, amended and completed, and of art. 13 and 17 of BCR SA Charter, at the head office located in Bucharest, no. 15, Calea Victoriei, 3rd district,

Being legally convened in the presence of shareholders representing 99,87 % of the BCR SA share capital, thus ensuring the validity of the debates, according to 115 of Law 31/1990, republished, amended and completed and art. 15, letter d) and art. 17 of BCR SA Charter,

Approves with the vote "in favour" expressed by the shareholders representing 93,57 % of the share capital and the vote "against" expressed by the shareholders representing 6,30 % of the share capital, according to the votes counting minutes, to amend the BCR sa Charter in its integrality as it was published in Official Gazette, part IV, no. 2210/15.04.2014.

CEO

TOMAS SPURNY

Secretaries of the Extraordinary General Meeting of Shareholders

Dan Voiculescu

Catalina Voicu