Banca Comercială Română S.A. Societate administrată în sistem dualist

Bd. Regina Elisabeta nr. 5, Sector 3, București, cod 030016 contact.center@bcr.ro www.bcr.ro InfoBCR: 0800.801.227, apelabil gratuit din orice reţea naţională; +4021.407.42.00 apelabil din străinătate la tarif normal 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 și 3772 Capital Social: 1.625.341.614,50 lei SWIFT: RNCB RO BU

No. DJ/GC - 444/26.08.2016

RESOLUTION No. 3.3/26.08.2016 adopted by the Extraordinary General Meeting of Shareholders of Banca Comerciala Romana SA during the meeting held on 26.08.2016

The Extraordinary General Meeting of Shareholders of BCR SA, convened on 26.08.2016, at 13.30, according to the provisions of art. 113, 117 and 119 of Companies Law no. 31/1990, republished, amended and completed and of art. 11.3 and art. 12 of BCR SA Charter, at the Bucharest headquarters, no. 15, Calea Victoriei, Sector 3,

being legally convened in the presence of shareholders representing **99,8756** % of BCR SA share capital, which secures the validity of the debates, according to art. 115 of Companies Law no. 31/1990, republished, amended and completed and of art. 15 of BCR SA Charter,

decides, with the vote "against" expressed by shareholders expressed by shareholders representing 6,2973 % of the share capital and "abstention" expressed by shareholders representing 93,5783 % of the share capital, according to the votes counting minutes, not to approve the proposal to publish the merger project in the Official Gazette of Romania, part IV.

SERGIU CRISTIAN MAN

Secretaries of the Extraordinary General Meeting of Shareholders

Luminita Tiganas

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