

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

Bd. Regina Elisabeta nr. 5,  
Sector 3, București, cod 030016

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InfoBCR: 0800.801.227, apelabil  
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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 - 446/26.08.2016**

**RESOLUTION No. 3.5/26.08.2016**  
**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 the shareholders expressed by the shareholders representing **6,2973 %** of the share capital and "abstention" expressed by the shareholders expressed by the shareholders representing **93,5783 %** of the share capital, according to the votes counting minutes, not to approve the proposal to empower the members of the Management Board of BCR SA, with the possibility to transmit the empowerment, by delegation, to any other person they would designate, in view of:

- selecting the independent expert mentioned under the EGSM resolution no. 3.4 ;
- drafting and signing the merger project as per the applicable legal provisions;
- undertaking any actions and formalities, as well as drafting and signing any required documents, including, but not limited to statements regarding the publication of the merger project, and representing BCR SA in relation with any third parties in respect of any aspect related to the implementation of the envisaged merger.

CEO

**SERGIU CRISTIAN MANEA**



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

**Luminita Tiganas**