

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

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

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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 - 447/26.08.2016

RESOLUTION No. 3.6/26.08.2016
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 representing **6,2973 %** of the share capital and "abstention" expressed by the shareholders representing **93,5783 %** of the share capital, according to the votes counting minutes, not to approve the appointment of Reff & Asociatii SCA, a Romanian law firm, headquartered at No. 4-8 Nicolae Titulescu Blvd., „America House” Building, East Wing, 3rd floor, District 1, Bucharest, Romania, incorporated as per the Bucharest Bar Decision no. 1110/13 March 2006, through any of its lawyers, to represent BCR SA in all proceedings regarding the valid registration with the Trade Registry and with any other authorities, if necessary, of the resolution of BCR SA's Extraordinary General Meeting of Shareholders approving, in principle, the merger as well as the merger project, including, but not limited, to:

- signing, on behalf of BCR SA, all documents necessary for the execution of this mandate, including any decision/resolution of BCR SA;
- filing, on behalf of BCR SA, the necessary documents with and paying any due taxes to the Trade Registry;
- representing BCR SA in all procedures before the Trade Register, the designated person, the director of the Trade Register, as well as any other authority, in all legal, administrative or any other proceedings;
- Reff & Asociatii SCA shall be entitled to assign its mandate, if necessary for the implementation of the envisaged merger.

CEO

SERGIU CRISTIAN MANEA



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

Luminita Tiganas