

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 Instituțiilor de
Credit
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, 3773, 3772 și
3775
Capital Social: 1.625.341.614,50 lei
SWIFT: RNCB RO BU

No. DJ/GC - 557/23.11.2016

RESOLUTION No. 2.1/23.11.2016
adopted by the Extraordinary General Meeting of Shareholders
of Banca Comerciala Romana SA
during the meeting held on 23.11.2016

The Extraordinary General Meeting of Shareholders of Banca Comerciala Romana SA (BCR SA), convened on 23.11.2016, at 13.00, according to the provisions of the companies Law no.31/1990, republished, amended and completed (see the art. 113, 117, 117 index 1 and 119), and the provision of BCR SA Charter (see the art. 11.3 lit. e) and art. 12), at the headquarters located in Bucharest, no. 15, Calea Victoriei, Sector 3, post code 030023

being legally convened in the presence of shareholders representing 93,5796 % of BCR SA share capital, which secures the validity of the debates, according to art. 115 of the companies Law no. 31/1990, republished, amended and completed and of art. 15 of BCR SA Charter,

Taking into account:

- The resolutions no. 1.1, 1.1.1, 1.1.2, 1.1.3, 1.1.4 and respectively 1.1.5 adopted on 30.09.2016 by the Extraordinary General Meeting of Shareholders in relation to the *principle* approval of the merger by absorption of subsidiaries BCR Real Estate Management SRL (hereinafter "REM") and Bucharest Financial Piazza SRL (hereinafter "BFP") as absorbed companies, with Banca Comercială Română SA, as absorbing company;

- The merger project, signed by the representatives of the aforementioned participating companies, authenticated under no. 1137, dated 30.09.2016, by the Notary Public Bianca Alina Oprea from BIN Authentica, headquartered in Bucharest, 3rd District and published in the Official Gazette no. 3758 Part 4, from October 19th, 2016 (hereinafter the **"Merger Project"**)

- The fact that REM and BFP are companies which provide auxiliary services, according to notification no. VI/1/10283 from August 8th, 2013, issued by the Supervision Division of NBR and as such, articles 92 through 95 of the Emergency Ordinance No. 99/2006 on credit institutions and capital adequacy will apply, and the documents to be submitted to NBR in order to obtain a pre-approval of the merger process are those mentioned under article 3 paragraph 2 of the NBR Norm no. 5/2000 on banks' merger and division.

decides, with the vote "in favour" expressed by the shareholders representing 93,57866 % of the share capital and the vote "against" expressed by shareholders representing 0,000959 % of the share capital, according to the votes counting minutes, the final approval, subject to the NBR approval, according to provisions of art. 246 of Companies Law no. 31/1990, republished, regarding the merger through absorption of BCR SA, in its capacity as absorbing company, with:

- ✓ BCR Real Estate Management S.R.L., limited liability company, Romanian legal entity headquartered in Bucharest Municipality, 15th Calea Victoriei Avenue, ground floor, rooms 57, 58, 59, District 3, Romania, registered with the Trade Register attached to the Bucharest Court under no. J40/9949/2009, SRN 24355272; and
- ✓ Bucharest Financial Piazza S.R.L., Limited Liability Company, Romanian legal entity headquartered in Bucharest Municipality, 15th Calea Victoriei Avenue, District 3,

România, registered with the Trade Register attached to the Bucharest Court under no. J40/14965/1994, SRN 6090983

in their capacities as absorbed companies, in compliance with the provisions of the Merger Project and under the conditions mentioned below ("the Merger"):

2.1.1 Approval of the effects generated by the merger operation, starting with the effective date of the Merger (as it is defined below), including, but not limited to:

a) transfer, in compliance with provisions of art. 250 paragraph 1 a) of Companies Law no. 31/1990, republished, of all assets and liabilities of absorbed companies, REM and BFP, to BCR SA according to the Merger Project, and especially of:

- assets included in Appendix 1 of the current decision (hereinafter "Real Estate Properties") – Real estate assets of absorbed companies, as the case may be, of such real estate assets of absorbed companies not alienated at the date of the adoption of the current decision. A description of these assets is included in Appendix 1 of the Merger Project;
- all branches (or participations in the share capital of other companies held by any of the absorbed companies), units and/or representative office (or any other secondary office) that the absorbed companies, REM si BFP, will hold/use at the actual date of the merger, which will be taken over by BCR SA as result of the merger and which will become branches, units and/or representative office of BCR SA, while complying with the applicable force legislation;
- to all customers, employees and contracts belonging to the absorbed companies, REM and BFP, to be taken over by BCR SA as result of the merger. The on-going litigations at the actual date of the merger in which the absorbed companies, REM and BFP, will be part, will continue through the subrogation by BCR SA in what concerns all rights and obligations of the absorbed companies, REM and BFP, in what such litigations are concerned;

b) the increase of BCR SA's share capital with the amount of 10,9 RON, by issuing a total of 109 new shares, with a nominal value of 0,1 RON each, in compliance with the Report related to the exchange rate of shares mentioned in the Merger Project, an increase which will be effective as of the actual date of the merger, namely the date of 31.12.2016 (hereinafter "Actual Date of Merger"); as such, as of 31.12.2016, BCR SA's share capital will be increased from 1.625.341.614,5 RON to the amount of 1.625.341.625,4 RON representing a number of 16.253.416.254 shares, with a nominal value of 0,1 RON each;

c) Attainment by the minority shareholder of REM, **BCR Leasing IFN S.A.** (hereinafter "**BCR Leasing**"), share company managed in dual system, Romanian legal entity headquartered in Bucharest, 8th Alba Iulia Square, building 17, District 3, Romania, registered at the Trade Register attached to the Bucharest Tribunal under no. J40/3213/2001, SRN 13795308, of the status of BCR SA shareholder and its registration in the Shareholder Registry of BCR SA, as of the actual date of the merger, in compliance with the rules mentioned in the Merger Project; the number of shares to be issued by BCR SA in favour of BCR Leasing will amount to 109 shares; and

d) Winding up the absorbed companies, REM and BFP, and their deregistration from the Trade Registry attached to the Bucharest Court.

2.1.2 The approval of the actual date of the merger, namely of the fact that the merger will become effective as of December 31st, 2016.

2.1.3 Approval of the updated BCR SA Charter, which will enter into force at the actual date of the merger and which will incorporate the amendments indicated under item 2.1.1 b) above, as follows:

Article 4.1 of BCR S.A. Charter will be amended as follows:

"The Bank's share capital completely subscribed and paid up in cash by the shareholders amounts to 1.625.341.625,4 RON, divided in 16.253.416.254 nominal ordinary shares, with a nominal value of 0,1 RON/share."

2.1.4. Empowering the members of the Management Board of BCR SA to:

- Sign the delivery – receipt protocol for the real estate properties of REM and BFP, as well as any other minutes and/or other documents or records related to the transfer of assets or liabilities from the REM and BFP patrimony to the BCR S.A. patrimony, as a result of the merger, namely the transfer of rights and obligations related to the entire REM and BFP patrimony, including, but not limited to, the transfer of all real estate properties from REM to BCR, in compliance with the provisions of the Merger Project;
- Sign of the updated BCR SA Charter;
- Undertake any actions and formalities, as well as drafting and signing any required documents, including, but not limited to, any delivery - receipt protocols to be concluded between BCR SA and the absorbed companies, as well as representing BCR SA in relation with any third parties with respect to any aspect related to the implementation of the envisaged merger to be executed;
- The possibility to assign their mandate, as described above, to any other person they will choose.

2.1.5. Appointing Reff & Asociatii S.C.A., 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 Bucharest Bar Decision no 1110/ March 13th 2006, through any of its lawyers, to represent BCR S.A. in all proceedings regarding the valid registration with the Trade Register and with any other authorities, if necessary, of the resolution of BCR S.A.'s General Extraordinary Meeting of Shareholders regarding the execution of merger 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 S.A.;
- filing, on behalf of BCR SA, the necessary documents with and paying any due fees to the Trade Register;
- representing BCR SA in all procedures before the Trade Registry, the designated person, the director of the Trade Registry, as well as any other authority, in all legal, administrative or any other proceedings.
- representing BCR SA against any court in Romania, in any procedural stage, in legal proceedings related to the registration, debate, solutioning and exercising any mean of attack (if it is the case) against any resolution (conclusion, sentence, ruling, etc.) regarding the request to register the merger between BCR SA and REM and BFP;
- Reff & Asociatii SCA shall be entitled to assign its mandate, as per the aforementioned, if necessary for the implementation of the envisaged merger.

CEO

SERGIU CRISTIAN MANEA



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

Catalina Voicu

Luminita Tiganas