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 orlce reţea naţlonală; +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 - 199/22.04.2016

RESOLUTION No. 2/22.04.2016 adopted by the Ordinary General Meeting of Shareholders of Banca Comerciala Romana SA during the meeting held on 22.04.2016

The Ordinary General Meeting of Shareholders of BCR SA (BCR SA), convened on 22.04.2016, at 13.30, according to the provisions of art. 111 and 117 of Law no. 31/1990, republished, amended and completed, and of art. 11.2 lit. a), lit.b), lit. c) and lit.d) and art. 12.1 of BCR SA Charter, at the Bucharest headquarters, no. 15, Calea Victoriei, Sector 3,

being legally convened in the presence of shareholders representing **99,87** % of BCR SA share capital, which secures the validity of the debates, according to art. 112 of Law no. 31/1990, republished, amended and completed and of art. 15.1, letter. a) of BCR SA Charter,

Approves, with the vote "in favour", expressed by the shareholders representing **99.9993**% of the present and represented share capital, according and with the vote "against" expressed by the shareholders representing **0.0007** % of the present and represented share capital to the votes' counting minutes, using the 2015 accounting profit in amount of RON 963.426.958 to cover the accounting loss of the year 2014, carried forward to the year 2015. The part remained uncovered of the accounting loss of the year 2014 in amount of RON 1.007.238.304 to be covered out future year's profits.

SERGIU CRISTIAN MA

Secretaries of the Ordinary General Meeting of Shareholders

Dan Voiculescu

Catalina Voicu

