

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 - 501/30.09.2016

RESOLUTION No. 1.1.5/30.09.2016
adopted by the Extraordinary General Meeting of Shareholders
of Banca Comerciala Romana SA
during the meeting held on 30.09.2016

The Extraordinary General Meeting of Shareholders of Banca Comerciala Romana SA (BCR SA), convened on 30.09.2016, at 09.00, according to the provisions of art. 113, 117 and 119 of the companies Law no. 31/1990, republished, amended and completed, and of art. 11.3 lit e) and art. 12 of BCR SA Charter, at the headquarters located in Bucharest, no. 15, Calea Victoriei, Sector 3,

being legally convened in the presence of shareholders representing 93,5783 % 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,

decides, with the vote "in favour" expressed by the shareholders representing 93,5783 % of the share capital, according to the votes counting minutes, 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 S.A. in all proceedings regarding the valid registration with the Trade Registry and with any other authorities, if necessary, of the resolution of BCR S.A.'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 S.A., all documents necessary for the execution of this mandate, including any decision/resolution of BCR S.A.;
- filing, on behalf of BCR S.A., the necessary documents with and paying any due taxes to the Trade Registry;
- representing BCR S.A. 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**

Catalina Voicu

Luminita Tiganas