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 gratult din orice retea natională; +4021.407.42.00 apelabil din străinătate la tarif normal Înmatriculată la Registrul Comerțului: J40/90/1991 Înmatriculată la Registrul Institutiilor 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, 3775 Capital Social: 1.625.341.614,50 lei

SWIFT: RNCB RO BU

No. DJ/GC - 21/27.01.2017

RESOLUTION No. 2/27.01.2017 adopted by the Ordinary General Meeting of Shareholders of Banca Comerciala Romana SA during the meeting held on 27.01.2017

The Ordinary General Meeting of Shareholders of BCR SA (BCR SA), convened 27.01.2017, at 11.00, according to the provisions of art. 111 and 117 of Law no. 31/1990, republished, amended and completed, and of art. 11.2 lit. h) and art. 12.1 of BCR SA Charter, at the headquarters in Bucharest, no. 15, Calea Victoriei, Sector 3,

being legally convened in the presence of shareholders representing 99,8756 % of BCR SA share capital, which secures 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,

decides, by secret vote, with the vote "in favour" expressed by the shareholders representing 100 % of the present and represented share capital according to the votes counting minutes, the approval of the following:

the nomination of PricewaterhouseCoopers Audit SRL as financial external auditor for the year 2017 for BCR; the duration of the audit contract will be from the date of signing the contract and until BCR GSM that has to approve 2017 financial statements;

the empowerment of the Management Board to decide upon the deliverables, upon the fees and the contractual terms with the audit company:

 the empowerment of the Supervisory Board to approve the audit contract for BCR and empowerment of two managers of BCR to sign the audit contract for BCR.

CEO

SERGIU CRISTIAN MANE

Secretaries of the Ordinary General Meeting of Shareholders

Luminita Tiganas

Catalina Voicu