

No. DJ/GC - 216/02.09.2019

**RESOLUTION No. 1/02.09.2019**  
**adopted by the Extraordinary General Meeting of Shareholders**  
**of Banca Comerciala Romana SA**  
**during the meeting held on 02.09.2019**

The Extraordinary General Meeting of Shareholders of BCR SA, convened on 02.09.2019, at 13.00, according to the provisions of art. 113 of Law no. 31/1990, republished, amended and completed, and of art. 11.3 letter. m) 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 **99,877%** of BCR SA share capital, which secures the validity of the debates, according to art. 115 of Law no. 31/1990, republished, amended and completed and of art. 15.1 letter c) of BCR SA Charter,

- approves, with the vote "in favour" expressed by the shareholders representing **99,877%** of the share capital, according to the votes counting minutes, the amendment of BCR SA Charter, respectively deletion of article 27.3 and the accordingly re-numbering of the following points. Therefore, the article 27 will have the following content:

**"Article 27 Dividend policy**

- 27.1** The shares issued by the Bank bear the right to dividends from profits established in accordance with the annual financial statements of the Bank approved by the general meeting of shareholders, excepting for the (own) treasury shares held by Bank and for shares that have not been paid up, which do not have attached right to dividends.
- 27.2** The profit remained after the payment of the due taxes shall be distributed, based on the resolution of the general meeting of the shareholders, for setting up funds, dividends' payment and for other purposes.
- 27.3** The dividends are distributed to the shareholders proportionally to their stake held in the paid up share capital.
- 27.4** The dividends are paid within the terms established by the general meeting of shareholders, but not later than 6 months as of the date of approval of the annual financial statements for the ended financial year, under the sanction of penalties' payment."

Supervisory Board Chairman

MANFRED WIMMER



Secretaries of the Extraordinary  
General Meeting of Shareholders

Catalina Voicu

Luminita Tiganas