Banca Comercială Română S.A. Societate administrată în sistem dualist

Calea Victoriei nr. 15, Sector 3, Bucuresti, cod 030023 contact.center@bcr.ro www.bcr.ro InfoBCR: 0800.801.227, apelabil gratuit din orice reţea naţionată; +4021.407.42.00, apelabil la tarif normal din străinătate 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. 3772 - 3776 Capital Social: 1.625.341.625,40 lei SWIFT: RNCB RO BU

No. DJ/GC - 97/24.04.2019

RESOLUTION No. 3b/24.04.2019 adopted by the Extraordinary General Meeting of Shareholders of Banca Comerciala Romana SA during the meeting held on 24.04.2019

The Extraordinary General Meeting of Shareholders of BCR SA, convened on 24.04.2019, 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 **99,8784%** 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 99,8784% of the share capital, according to the votes counting minutes, to appoint Mr. Sergiu Manea, CEO of Management Board of BCR SA, to sign the updated version of BCR SA Charter (attached), as amended by the decision no. 2b of BCR SA Extraordinary General Meetings of Shareholders held on April 24, 2019.

SEC LA

SERGIU CRISTIAN MANE

Secretaries of the Extraordinary General Meeting of Shareholders

Catalina Voicu

Luminita Tiganas