

No. DJ – GS – 167/01.07.2020

RESOLUTION No. 2/26.06.2020
adopted by the Ordinary General Meeting of Shareholders
of Banca Comerciala Romana SA

The Ordinary General Meeting of Shareholders of Banca Comerciala Romana SA (BCR SA), convened on June 26, 2020, exclusively by correspondence, according to the provisions of art. 111 and art. 117 of Law no. 31/1990 of the companies, republished, with the subsequent modifications and completed, and of art. 11.2 letter a), letter. b), letter. c), letter d) and art. 12 of BCR SA Charter, as well as the provisions of art. 3 and art. 4 of GEO 62/2020 for the regulation of some measures in the field of companies, in order to carry out the statutory bodies,

being legally constituted with the exercise of the vote through the correspondence of shareholders representing **99.8813%** of the share capital of BCR SA, which secures the validity of the deliberations, according to art. 112 of Law no. 31/1990, republished, amended and completed, and art. 15.1 letter a) of BCR SA Charter,

Decides, according to the votes' counting minutes, the manner of using the net profit related to the financial year 2019, in the amount of RON 651,909,666 as follows:

- approves, with the vote "in favour" expressed by the shareholders representing 100% of the present and represented share capital, the distribution of the amount of RON 66,795,846 for other reserves;
- with the vote "abstention" expressed by the shareholders representing 100% of the present and represented share capital, the distribution of the dividend in the amount of RON 325,954,833 is not approved, with the intention of having the dividend distribution final decision postponed to Q4 2020
- given the current constraints imposed by the COVID-19 pandemic spread, the impossibility to foresee its overall impact at the moment, as well as the ECB recommendation to postpone any decision on dividend payouts for Q42020, a recommendation also formulated by the NBR and submitted to the BCR;
- approves, with the vote "in favour" expressed by the shareholders representing 100% of the present and represented share capital, the distribution of the amount of RON 259,158,987 with the destination reported result, which will be used in accordance with the Bank's business strategy;
- with the vote "abstention" expressed by the shareholders representing 100% of the present and represented share capital, the payment deadline of dividends for 2019 is not approved, with the intention of having the dividend distribution final decision postponed to Q4 2020.
- approves, with the vote "in favour" expressed by the shareholders representing 100% of the present and represented share capital, the maintaining the inclusion in the Basic Tier 1 Own Funds of the retained earnings, other accumulated earnings, other reserves and funds for general banking risks in compliance with the provisions of Regulation 575/2013 up to any other decisions of the GMS;

- approves, with the vote "in favour" expressed by the shareholders representing 100% of the present and represented share capital, the continuing in 2020 to apply for the fiscal facility related to the reinvested profit with the consequence that the net profit will have to be mandatorily allocated to "Other reserves" category within total Bank's equity.

CEO

SERGIU CRISTIAN MANEA



Secretaries of the Ordinary
General Meeting of Shareholders

Luminita Tiganas

Catalina Voicu