

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

contact.center@bcr.ro
InfoBCR: *2227 apelabil din
rețelele Vodafone, Orange, RCS
RDS, Telekom;

Calea Plevnei nr. 159, Business Garden
Bucharest, Clădirea A, Etaj 6, sector 6,
București, cod poștal 060013 www.bcr.ro

+ 4021.407.42.00, apelabil din orice rețea
din România sau 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
Capital Social: 1.625.341.625,40 lei
SWIFT: RNCB RO BU

No. DJ – GS – 170/23.04.2021

RESOLUTION No. 2/23.04.2021
adopted by the Ordinary General Shareholders Meeting
of Banca Comercială Română SA

The Ordinary General Shareholders Meeting of BCR SA, convened on 23.04.2021, at 13.30 according to the provisions of art. 111 and 117 of Law no. 31/1990, republished, amended and completed, and of art. 11.2 letter a) and art. 12 of BCR SA Charter, at the Bucharest headquarters, no. 159, Calea Plevnei, Sector 6,

being legally convened in the presence of shareholders representing 99,883078% of BCR SA share capital, which secures the 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, according to the votes counting minutes, the manner of using the net profit related to the financial year 2020, in the amount of RON 779,958,198, 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 24,910,608 for other reserves;
- approves, with the vote "in favour" expressed by the shareholders representing 100% of the present and represented share capital, the distribution of the dividends in amount of RON 71,778,644;
- 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 683,268,946 as reported result, which will be used in accordance with the Bank's business strategy;
- approves, with the vote "in favour" expressed by the shareholders representing 100% of the present and represented share capital, the payment of dividends in compliance with the provisions of the Fiscal Code regarding withholding tax until 30.06.2021, at the latest;
- approves, with the vote "in favour" expressed by the shareholders representing 100% of the present and represented share capital, to maintain the intention for dividends' distribution in amount of RON 325,954,833, out of retained earnings (equivalent payout ratio 50% from 2019 registered profit) and RON 474,192,095, out of 2020 profit, when the restrictions expire and subject to a separate GSM's approval;
- approves, with the vote "in favour" expressed by the shareholders representing 100% of the present and represented share capital, to maintain the inclusion of the retained earnings in the Basic Tier 1 Own Funds, the other accumulated earnings, the other reserves and funds for general banking risks in compliance with the provisions of Regulation 575/2013 up to any other decisions of the GSM;

- approves, with the vote "in favour" expressed by the shareholders representing 100% of the present and represented share capital, to further apply in 2021 the fiscal facility related to the reinvested profit, with the consequence that the amount representing the net profit to be mandatory allocated to "Other reserves" category from the Bank's total equity.

CEO

SERGIU CRISTIAN MANEA



**Secretaries of the Ordinary
General Meeting of Shareholders**

Luminita Tiganas

Catalina Volcu