

No. DJ – GS - 431/26.08.2022

**RESOLUTION No. 1/26.08.2022  
adopted by the Extraordinary General Shareholders Meeting  
of Banca Comerciala Romana SA  
during the meeting held on 26.08.2022**

The Extraordinary General Shareholders Meeting of **Banca Comerciala Romana SA** (BCR SA), convened on 26.08.2022, at 16.00, according to the provisions of art. 113 letter l) and art. 117 of Law no. 31/1990, republished, amended and completed, and of art. 11.3 letter. g), art. 12 and art. 14.1 letter c) of BCR SA Charter, exclusively through correspondence,

being legally constituted with the exercise of the vote through the correspondence of shareholders representing 99,8872% 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 99,8872% of the share capital, by expressing the voting options through correspondence, according to the votes counting minutes, the proposal of AT1 issuance by BCR, according to the forwarded documentation, namely:

- Additional Tier 1 (AT1) issuance(s) up to RON 742mn (EUR 150mn), having the main features described in section III of the forwarded note, in compliance with the legal provisions and capital requirements set out in accordance with the Romanian legal framework in force, implementing the CRD V and CRR II provisions;
- Empowerment of the Management Board to decide with regard to the implementation of the EGSM decision, including without limitation, the timing, the AT1 issued amount, the issuing price, other terms and conditions of the issue, depending on market conditions and regulatory requirements, based on BCR SA Charter and internal regulations. The implementation should be performed with the observance of the main features of the AT1 described under Section III of the forwarded note.

CEO

SERGIU CRISTIAN MANEA



Secretaries of the Extraordinary  
General Shareholders Meeting

Luminita Tiganas

Catalina Voicu

