

**No. DJ – GS - 229/24.04.2023**

**RESOLUTION No. 1/24.04.2023**  
**adopted by the Extraordinary General Shareholders Meeting**  
**of Banca Comerciala Romana SA**

The Extraordinary General Shareholders Meeting of Banca Comerciala Romana SA (BCR SA), convened on 24.04.2023, at 14.00, 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 99,8891% 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 99.8890891% of the share capital and the vote "against" expressed by the shareholders representing 0.00009413%, by expressing the voting options through correspondence, according to the votes counting minutes, the proposal of AT1 issuance by BCR SA, according to the forwarded documentation, namely:

- Issuance of additional Tier 1 (AT1) up to EUR 350 mn, having the main features described in Section III of the presented note, in compliance with the legal provisions and the capital requirements set out in accordance with the Romanian legal framework in force implementing the CRD V Directive and CRR II Regulation provisions;
- Empowerment of the Management Board to decide with regard to the implementation of the GSM decision, including without limitation, the timing, value of the issued AT1 instruments, the issue price, other terms and conditions of the issue, depending on market conditions and the regulatory requirements, based on BCR SA Charter and the internal regulations. The implementation should be performed with the observance of the main features of the AT1 instruments described under Section III of the presented note.

**CEO****SERGIU CRISTIAN MANEA****Secretaries of the Extraordinary  
General Shareholders Meeting****Catalina Voicu****Luminita Tiganas**

