

No. DJ – GS – 231/24.04.2023

RESOLUTION No. 2/24.04.2023
adopted by the Ordinary General Shareholders Meeting
of Banca Comerciala Romana SA

The Ordinary General Shareholders Meeting of Banca Comerciala Romana SA (BCR SA), convened on 24.04.2023, at 16.00 according to the provisions of art. 111 (2) letter a) and art. 117 of Law no. 31/1990, republished, amended and completed, and of art. 11.2, 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. 112 of Law no. 31/1990, republished, amended and completed and of art. 15.1, letter a) of BCR SA Charter,

decides, by expressing the voting options through correspondence, according to the votes counting minutes, the manner of using the net profit related to the financial year 2022, in amount of RON 1,830,015,908 as follows:

- approves, with the vote "in favour" expressed by the shareholders representing 99.99990577% of the present and represented share capital and the vote "against" expressed by the shareholders representing 0.00009423% of the present and represented share capital, the distribution of the amount of RON 73,547,564 for other reserves;
- distribution of the dividends in amount of RON 1.189,510,340 as follows:
 - With the vote "abstention" expressed by the shareholders representing 99.99990577% of the present and represented share capital and the vote "in favour" expressed by the shareholders representing 0.00009423% of the present and represented share capital, the distribution of the ordinary dividends in amount of RON 1,145,561,239 is not approved, considering the recent recommendation of NBR, issued in the context of the MREL requirements, for a prudent approach in respect of dividend distribution, with the amount proposed as ordinary dividends allocated to retained earnings
 - With the vote "in favour" expressed by the shareholders representing 99.99990577% of the present and represented share capital and the vote "against" expressed by the shareholders representing 0.00009423% of the present and represented share capital, is approved the distribution of the AT1 dividends in amount of RON 43,949,102
- 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 566,958,004 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 99.99990577% of the present and represented share capital and the vote "against" expressed by the shareholders representing 0.00009423% of the present and represented share capital, the payment of AT1 dividends in compliance with the provisions of the contract, on 29.05.2023;
- with the vote "abstention" expressed by the shareholders representing 99.99990577% of the present and represented share capital and the vote "in favour" expressed by the shareholders representing 0.00009423% of the present and represented share

capital, the payment of ordinary dividends for the year 2022 until 31st of May 2023 as proposed, is not approved, considering the recent recommendation of NBR, issued in the context of the MREL requirements for a prudent approach in respect of dividend distribution, with the amount proposed as ordinary dividends allocated to retained earnings;

- approves, with the vote "in favour" expressed by the shareholders representing 99.99990577% of the present and represented share capital and the vote "against" expressed by the shareholders representing 0.00009423% of the present and represented share capital, to maintain 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 GSM;

-approves, with the vote "in favour" expressed by the shareholders representing 99.99990577% of the present and represented share capital and the vote "abstention" expressed by the shareholders representing 0.00009423% of the present and represented share capital, to continue in 2023 also to apply for the fiscal facility related to the reinvested profit with the consequence that the investment value from the net profit will have to be mandatorily allocated to "other reserves" category from the total bank's equity.

CEO

SERGIU CRISTIAN MANEA



Secretaries of the Ordinary
General Shareholders Meeting

Catalina Voicu

Luminita Tiganas