

**DRAFT RESOLUTION OF THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING OF
BANCA COMERCIALA CARPATICA S.A.**

NO...../[09.10.2015]/[10.10.2015]

The extraordinary general shareholders meeting of Banca Comerciala Carpatica S.A. (the "**Meeting**"), company administered in a two tier system, set up and operating under Romanian law, with registered seat in Sibiu, no. 1 Autogarii Street, Sibiu county, registered at the Trade Registry Office of Sibiu Tribunal under no. J32/80/1999, fiscal code RO 11447021, having a subscribed and paid up share capital of 314,629,049.40 lei (the "**Bank**"), legally and statutory convened, in accordance with art 113 and 117 par. 1 from Law 31/1990 regarding companies, as republished, and with art 243 from Law 297/2004 on capital markets, and with art. 5 from the National Securities Commission Regulation no. 6/2009 regarding the exercise of certain rights by shareholders in general meetings of companies, and with art. 14 and 15 from the Bank's articles of association, by publishing the convening notice in the Official Gazette of Romania, Part IV no. [•]/[•] and in the newspaper "[•]" from [•], as well as by submitting the convening notice to the Bucharest Stock Exchange and to the Financial Supervisory Authority through the current report dated [•],

Legally and statutory met on [09.10.2015]/[10.10.2015], at 10:00 AM, within the [first]/[second] convening at "Sala Hera" within Ramada Hotel, Emil Cioran Street No. 2, Sibiu, Sibiu county, by personal presence or by representation of a number of [•] who own a number of [•] shares having voting rights attached, representing [•]% of the total voting rights, respectively [•]% from the Bank's share capital,

DECIDES

1. [With unanimity of votes validly expressed by present or represented shareholders at the Meeting]
[With a total number of [•] shares for which valid votes were expressed, respectively [•] validly expressed voting rights, representing [•]% of the Bank's share capital and [•]% from the voting rights attached to the shares representing the share capital of the Bank, from which [•] votes "for" representing [•]% from the total number of votes held by present or represented shareholders in the Meeting, [•] votes "against" representing [•]% from the total number of votes held by present or represented shareholders in the Meeting and [•] "abstentions" representing [•]% from the total number of votes held by present or represented shareholders in the Meeting]

it is approved

The change of the record date and the ex-date related to the share capital increase operation approved by the extraordinary general shareholders meeting of the Bank by resolution no. 2 of 18 June 2015 as follows:

- (i) **27 October 2015 as the new Record Date in connection to the share capital increase approved by the extraordinary general shareholders meeting of the Bank, by resolution**

no. 2 of 18 June 2015, for identifying the shareholders upon which the resolution regarding the share capital increase will have effect, respectively of the shareholders who are entitled to receive preference rights;

(ii) 26 October 2015 as new Ex date related to the share capital increase approved by the extraordinary general shareholders meeting of the Bank by resolution no. 2 of 18 June 2015.

2. [With unanimity of votes validly expressed by present or represented shareholders at the Meeting] [With a total number of [] shares for which valid votes were expressed, respectively [] validly expressed voting rights, representing []% of the Bank's share capital and []% from the voting rights attached to the shares representing the share capital of the Bank, from which [] votes "for" representing []% from the total number of votes held by present or represented shareholders in the Meeting, [] votes "against" representing []% from the total number of votes held by present or represented shareholders in the Meeting and [] "abstentions" representing []% from the total number of votes held by present or represented shareholders in the Meeting]

it is approved

The amendment of the terms and conditions of the Bank's share capital increase approved by the extraordinary general shareholders meeting of the Bank by resolution no. 2 of 18 June 2015 so that the newly issued shares remained unsubscribed within the period for exercising the preference rights to be offered for subscription by the Management Board of the Bank within a private placement ("Private Placement") as follows:

- a. to J.C. Flowers & Co., a global private equity firm and/or to the investment funds advised by J.C. Flowers & Co. or to any other entities controlled, directly or indirectly, by the respective entities ("JC Flowers") within a time period as determined by the Management Board; or
- b. to one or more other investors in case JC Flowers does not express its written intention to subscribe within a 20-business day period as of the time limit indicated by the Management Board (such time limit cannot be set earlier than the end of the period for exercising the preference rights).

The Private Placement shall be carried out in accordance with art. 183 par. 3 letter a) of Law no. 297/2004 on capital markets, as amended. The newly issued shares that remained unsubscribed at the end of the period for exercising the preference right will be offered within the Private Placement at a price of RON 0.1001 per share.

3. [With unanimity of votes validly expressed by present or represented shareholders at the Meeting] [With a total number of [] shares for which valid votes were expressed, respectively [] validly expressed voting rights, representing []% of the Bank's share capital and []% from the voting rights

attached to the shares representing the share capital of the Bank, from which [•] votes "for" representing [•]% from the total number of votes held by present or represented shareholders in the Meeting, [•] votes "against" representing [•]% from the total number of votes held by present or represented shareholders in the Meeting and [•] "abstentions" representing [•]% from the total number of votes held by present or represented shareholders in the Meeting]

it is approved

The amendment of resolution no. 2 of 18 June 2015 adopted by the extraordinary general shareholders meeting of the Bank by (i) revocation of item 2.5 of this resolution, regarding the trading of the preference rights on the spot regulated market operated by the Bucharest Stock Exchange, such preference rights being allocated to the shareholders registered in the shareholders register of the Bank on the record date related to the share capital increase, and (ii) revocation of any other provisions of the above resolution referring to the trading of the preference rights, without replacing them with other provisions.

4. [With unanimity of votes validly expressed by present or represented shareholders at the Meeting] [With a total number of [•] shares for which valid votes were expressed, respectively [•] validly expressed voting rights, representing [•]% of the Bank's share capital and [•]% from the voting rights attached to the shares representing the share capital of the Bank, from which [•] votes "for" representing [•]% from the total number of votes held by present or represented shareholders in the Meeting, [•] votes "against" representing [•]% from the total number of votes held by present or represented shareholders in the Meeting and [•] "abstentions" representing [•]% from the total number of votes held by present or represented shareholders in the Meeting]

it is approved

The empowerment of the Management Board to acknowledge, by decision, the actual results of the share capital increase considering the shares subscribed within the period for exercising the preference right and on shares sold within the Private Placement, after the closing of the Private Placement, and approval of the amendment of the Articles of Association of the Bank as such.

5. [With unanimity of votes validly expressed by present or represented shareholders at the Meeting] [With a total number of [•] shares for which valid votes were expressed, respectively [•] validly expressed voting rights, representing [•]% of the Bank's share capital and [•]% from the voting rights attached to the shares representing the share capital of the Bank, from which [•] votes "for" representing [•]% from the total number of votes held by present or represented shareholders in the Meeting, [•] votes "against" representing [•]% from the total number of votes held by present or represented shareholders in the Meeting and [•] "abstentions" representing [•]% from the total number of votes held by present or represented shareholders in the Meeting]

it is approved

The empowerment of the Management Board, following the votes of the shareholders on items 1-4 above from the agenda, to update accordingly the resolution no. 2 of 18 June 2015 adopted by the extraordinary general shareholders meeting of the Bank and to publish it on the website of the Bank and to submit a current report as required by law.

6. [With unanimity of votes validly expressed by present or represented shareholders at the Meeting]
[With a total number of [•] shares for which valid votes were expressed, respectively [•] validly expressed voting rights, representing [•]% of the Bank's share capital and [•]% from the voting rights attached to the shares representing the share capital of the Bank, from which [•] votes "for" representing [•]% from the total number of votes held by present or represented shareholders in the Meeting, [•] votes "against" representing [•]% from the total number of votes held by present or represented shareholders in the Meeting and [•] "abstentions" representing [•]% from the total number of votes held by present or represented shareholders in the Meeting]

it is approved

The empowerment of the Management Board, acting through any of its members, to undertake all the legal formalities necessary for fulfilling all the publication requirements for the resolutions approved by the EGSM on 09.10.2015 or 10.10.2015, as well as approval of the power of these members to appoint other persons in order to fulfil the formalities mentioned above.

7. [With unanimity of votes validly expressed by present or represented shareholders at the Meeting]
[With a total number of [•] shares for which valid votes were expressed, respectively [•] validly expressed voting rights, representing [•]% of the Bank's share capital and [•]% from the voting rights attached to the shares representing the share capital of the Bank, from which [•] votes "for" representing [•]% from the total number of votes held by present or represented shareholders in the Meeting, [•] votes "against" representing [•]% from the total number of votes held by present or represented shareholders in the Meeting and [•] "abstentions" representing [•]% from the total number of votes held by present or represented shareholders in the Meeting]

it is approved

27 October 2015 as Record Date for identifying the shareholders upon which the resolutions of the EGSM will take effect in accordance with art. 238 of Law no. 297/2004 on capital markets.

This Resolution has been drawn up and signed in Sibiu, in [4] original copies, each having a number of 5 pages, today [09.10.2015]/[10.10.2015].

Chairman of the Meeting

[.]

Secretary of the Meeting

[.]