

**Special power of attorney**  
**for legal person shareholders**  
**for the Extraordinary General Shareholders Meeting (EGSM) of**  
**Banca Comerciala CARPATICA S.A**  
**of 09.10.2015/10.10.2015**

I, the undersigned ..... registered at the Trade Registry under no. ....  
legally represented by ..... with identity card/passport series.....no. ....  
domiciled in ..... holding a number of ..... shares,  
representing ... % from the total number of shares issued by Banca Comerciala CARPATICA S.A., which  
entitles me to a number of ..... shares, representing ... % from the total number of voting rights  
in the EGSM, **I hereby appoint**<sup>1</sup>..... domiciled  
in ....., with identity card/passport series.....no. ...., as my  
representative in the EGSM of Banca Comerciala CARPATICA S.A., which will take place on **09.10.2015**,  
hours 10.00 at "Sala Hera" within Ramada Hotel, Emil Cioran Street No. 2, Sibiu, Sibiu county, or on the  
date of the second EGSM convened on **10.10.2015**, hours 10:00, if the first meeting wouldn't be held, to  
exercise the voting rights pertaining to my holdings registered in the shareholders registry as at the  
reference date **30.09.2015**, as follows:

**EGSM AGENDA**

1. Approval of 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.

**For .....**

**Against .....**

**Abstain.....**

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1 According to art. 16.11 from the Articles of Association of Banca Comerciala Carpatica S.A.: The shareholders can be represented in the shareholders general meeting by their legal representative, by empowered persons, by power of attorney or by other shareholders. Members of the Management Board or of the Supervisory Board or the Bank's clerks cannot represent the shareholders under the sanction of annulment of the resolution, if without their vote, the majority would not have been met.

2. Approval of 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:
- 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
  - 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.

**For .....**

**Against .....**

**Abstain.....**

3. Approval of 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.

**For .....**

**Against .....**

**Abstain.....**

4. Empowering 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.

**For .....**

**Against .....**

**Abstain.....**

5. Empowering the Management Board, depending on the resolutions adopted by shareholders on items 1-4, 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.

**For .....**

**Against .....**

**Abstain.....**

6. Empowering 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.

**For .....**

**Against .....**

**Abstain.....**

7. Approval of 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.

**For .....**

**Against .....**

**Abstain.....**

I hereby attach:

- the copy of the valid ID of the legal representative;
- in the cases mentioned in the convening notice for the EGSM, an ascertaining certificate issued by the Trade Registry, or any other equivalent document, in original or copy in conformity with the original, issued by a competent authority from the state in which the shareholder is legally registered and which attests the quality of legal representative, shall be sent and must be no older than 3 months before the date when the convening notice for the EGSM was published;
- in the cases mentioned in the convening notice for the EGSM, an affidavit given by the legal representative of the credit institution.

The special power of attorney date .....

LAST AND FIRST NAME OF THE LEGAL REPRESENTATIVE .....

Signature .....

Legal person's stamp .....