

No. 18506 - 09/07/2015

To: **FINANCIAL SUPERVISORY AUTHORITY**  
**BUCHAREST STOCK EXCHANGE**

**Subject:** Current Report on EGMS Convening for October 09<sup>th</sup>, 2015

---

Current report under C.N.V.M. Regulation No. 1/2006

Report date: 09/07/2015

Name of Issuer: **Carpatica Commercial Bank**

Headquarters: Sibiu, No. 1, Autogării St.

Phone / Fax No.: 0269/233985, 0269/233371

Unique Registration Code with the Trade Registry: RO11447021

Order number in the Trade Register: J32/80/1999

Subscribed and paid-up capital: 314,629,049.40 RON

Regulated market on which the issued securities are traded: Bucharest Stock Exchange

1. Important events

e) Other events

Considering the request of a Bank's shareholder who, on September 1<sup>st</sup>, 2015 owned more than 5% of Bank's share capital, to submit several proposals to the approval of the Extraordinary General Meeting of Shareholders, according to art. 119 of Law no. 31/1990, republished, to CNVM Regulation no. 1/2006 on issuers and operations with securities and to Law 297/2004 on the capital market, we notify you that Carpatica's Executive Board convened on its September 07<sup>th</sup>, 2015 meeting the Extraordinary Meeting of Shareholders for **October 09<sup>th</sup>, 2015**.

Points no. 2-6 of the agenda were introduced following the written request of the abovementioned shareholder and point no. 1 of the agenda was introduced by the Directorate.

Please find attached the supplemented convening notice for the **October 09<sup>th</sup>, 2015 EGMS**.

Yours sincerely,

General Manager,

Johan Gabriëls

Financial Markets Department,

Alina Maria Rusu

**BANCA COMERCIALĂ CARPATICA S.A.**  
**CONVENING NOTICE**

The Management Board of Banca Comercială CARPATICA S.A., a company managed under a two tier system, incorporated and operating in accordance with Romanian law, registered with the Trade Registry Office attached to the Sibiu Tribunal under number J32/80/1999, fiscal identification code RO 11447021, having its registered office in Sibiu county, 1 Autogării St., with a subscribed and paid up share capital of 314,629,049.40 lei (the "**Bank**"), in accordance with the provisions of art 117 of Law 31/1990 on companies, as republished, and of art. 15 of the Bank's Articles of Association,

**Convenes:**

**THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING ("EGSM")**

On **09.10.2015, 10:00 AM**, at "Sala Hera" within Ramada Hotel, Emil Cioran Street, No. 2, , Sibiu, Sibiu county, for all the shareholders registered with the Central Depository at the end of **30.09.2015**, set as the **reference date** for the EGSM.

**Agenda of the meeting**

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.
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:

- 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. 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.
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.
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.
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.
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.

Only persons registered as shareholders at the reference date of 30 September 2015 ("**Reference Date**") in the Bank's shareholders' registry kept with Depozitarul Central S.A. are entitled to participate and vote in the EGSM.

*Shareholders' proposals in respect of the general shareholders meeting*

One or more shareholders representing, solely or together with other shareholders, at least 5% of the Bank's share capital (hereinafter referred to as the "**Initiators**") are entitled:

- (a) to add new items on the agenda of the EGSM, provided that each item is accompanied by a justification or by a draft of resolution proposed to be adopted by the EGSM; and
- (b) to present drafts of resolutions for items included or proposed to be included in the agenda of the EGSM.

The Initiators' proposals regarding the including of new items on the agenda, as well as the draft resolutions for the items proposed to be included on the agenda of the EGSM, accompanied by copies of the valid identification documents of the Initiator (in case of natural persons – identity bulletin/card and in case of legal persons - identity bulletin/card of the legal representative registered in the Bank's shareholders' list issued by Depozitarul Central S.A.), should be transmitted as follows:

- (a) submitted at the registered seat of the Bank in Sibiu, 1 Autogării St., postal code 550135, by 24.09.2015, before the Bank's closing hour 17:30, in sealed envelope, having clearly inscribed thereon with upper case letters "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF 09/10 OCTOBER 2015**".
- (b) sent by e-mail having attached an incorporated and extended electronic signature, as provided under Law 455/2001 on electronic signature, by 24.09.2015, before the Bank's closing hour 17:30, at [capital@carpatica.ro](mailto:capital@carpatica.ro), having in the subject line: "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF 09/10 OCTOBER 2015**".

The revised agenda, including the items proposed by the above mentioned shareholders will be published in accordance with the legal requirements and the article of association provisions regarding the convening of the EGSM by the latest on 28.09.2015.

*Questions related to the general shareholders meeting*

The Bank's shareholders, regardless of their participation to the share capital, may address written questions in relation to the items included in the agenda of the EGSM, accompanied by a copy of the valid identification document of the shareholder (in case of natural persons, identity bulletin/card and in case of legal persons, identity bulletin/card of the legal representative registered in the Bank's shareholders' list issued by Depozitarul Central S.A.) to the registered seat of the Bank in Sibiu, 1 Autogării St., by 07.10.2015, 08.00 AM, in sealed envelope, having clearly inscribed and with upper case letters "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF 09/10 OCTOBER 2015**".

The shareholders may also address such questions by e-mail having attached an incorporated and extended electronic signature, as provided under Law 455/2001 on electronic signature, accompanied by a copy of the valid identification document of the shareholder (in case of natural persons, identity bulletin/card and, in case of legal persons, identity bulletin/card of the legal representative registered in the Bank's shareholders' list issued by Depozitarul Central S.A.) by 07.10.2015, 08.00 AM, at

[capital@carpatica.ro](mailto:capital@carpatica.ro), having in the subject line: "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF 09/10 OCTOBER 2015**".

*Attending the general shareholders meeting*

The access of the shareholders registered in the shareholders registry at the Reference Date and entitled to attend the EGSM is permitted by the simple proof of their identity, made, in case of natural persons, with the identity card or, in case of legal persons and of natural persons that attend the meeting by representation (other than legal representation), with the proxy given to the natural person representing such shareholders, in compliance with the relevant applicable legislation.

Shareholders registered at the Reference Date in the Bank's shareholders' registry kept with Depozitarul Central S.A. may attend the EGSM in person or by proxy, each shareholder having the right to appoint another natural or legal person as representative for participating and voting on his behalf within the EGSM, in accordance with the provisions of art. 243 par. (6) – (6<sup>4</sup>) of Law no. 297/2004, as amended.

The members of the Management Board and of the Supervisory Board or the employees of the Bank cannot represent the shareholders by proxy, under the sanction of annulment of the resolution, if without their vote, the requested majority would not have been reached.

If participating by proxy, the shareholder will appoint a representative by a special proxy, prepared in accordance with the form of special proxy provided to the shareholders by the Bank, both in Romanian and in English, or by a general proxy granted under the conditions presented below.

*General proxy and Special proxy*

The general proxy is valid only if: (i) it is granted for a period not exceeding 3 years, (ii) it expressly permits a shareholder's representative who received such a proxy to vote on all issues under debate in the general shareholders meetings of the Bank, including acts of disposal and (iii) it is given by the shareholder, in its quality of customer, to an intermediary, as defined by art. 2 par. (1) point 14 of Law 297/2004, as amended, or to a lawyer. Shareholders of the Bank cannot be represented in the EGSM based on a general proxy given to a person who is in a situation of conflict of interest that may arise in particular in the following cases:

- a) is a majority shareholder of Bank, or is another entity controlled by such shareholder;
- b) is a member of the administrative, management or supervisory body of the Bank, of a majority shareholder or of a controlled entity as provided in a) above;
- c) is an employee or an auditor of the Bank or of a majority shareholder or of a controlled entity as provided in a) above;
- d) is a spouse or relative up to the fourth degree inclusively of one of the natural persons referred to in a)-c) above.

The general proxy must contain the following information: 1. the name of the shareholder; 2. name of the representative (one to whom the proxy is granted); 3. date of proxy and the period of validity, under the law; proxies bearing a later date have the effect of revoking previously dated proxies; 4. indication that the shareholder empowers the representative to attend and vote on his behalf by general proxy in the general shareholders meeting for the entire holding of the shareholder at the reference date, express specifying the company/companies for which the general proxy is used. The general proxy loses legal effect in accordance with par. 2 of art. 15<sup>1</sup> of CNVM Regulation no. 6/2009.

A shareholder may appoint one person to represent him in the EGSM. However, if a shareholder holds shares of the Bank in several securities' accounts, this restriction will not prevent him to appoint a representative separately for shares held in each securities' account with respect to the general meeting. However, the shareholder is forbidden to express different votes in respect of shares held by him in the share capital of the Bank.

The special proxy must contain specific voting instructions for each item on the agenda of the EGSM and the representative is obliged to vote in accordance with the instructions issued by the shareholder who empowered him.

The special proxy is valid only for the meeting that was requested for. The representative has the obligation to vote in accordance with the instructions of the shareholder who appointed him.

Also, a shareholder may appoint by special proxy one or more alternate representatives to ensure its representation in the EGSM if the representative appointed by special proxy to represent is unable to fulfil its mandate. If several alternate representatives are appointed by the proxy, the order in which they shall exercise their mandate will be determined in the proxy.

**In case of the special proxy**, an original copy, filled in English or in Romanian language and signed by the shareholder, together with a copy of the ID of the shareholder (in case of natural persons – bulletin/identity card, and respectively for legal persons – bulletin/identity card of the legal representative, registered in the shareholders' registry of the Bank issued by Depozitarul Central S.A.), will be send to the Bank's head office located in Sibiu, No. 1, Autogării St., by 07.10.2015, 08:00 AM, in sealed envelope, having clearly inscribed and with upper case letters "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF 09/10 OCTOBER 2015**", following that the representative shall carry with him an original copy of his special proxy in the EGSM.

**The special proxy** may be sent via e-mail with embedded extended electronic signature, according to Law. 455/2001 regarding electronic signature, accompanied by valid identification documents, by 07.10.2015, 08:00 AM, to the e-mail address [capital@carpatica.ro](mailto:capital@carpatica.ro), with the following text "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF 09/10 OCTOBER 2015**" mentioned as subject.

**In case of the general proxy**, before its first utilisation, a copy of the general proxy having the mentioning that is in accordance with the original and having the signature of the representative, together with a copy of the ID of the shareholder (in case of natural persons – bulletin/identity card, and respectively for legal persons – bulletin/identity card of the legal representative, registered in the shareholders' registry of the Bank issued by Depozitarul Central S.A.) will be send to the Bank's head office located in Sibiu, No. 1, Autogării St., by 07.10.2015, 08:00 AM, in sealed envelope having clearly inscribed and with upper case letters "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF 09/10 OCTOBER 2015**", following that the representative shall carry with him a copy of his general proxy in the EGSM.

**The general proxy** may be sent via e-mail with embedded extended electronic signature, according to Law. 455/2001 regarding electronic signature, accompanied by valid identification documents, by 07.10.2015, 08:00, to the e-mail address [capital@carpatica.ro](mailto:capital@carpatica.ro), with the following text "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF 09/10 OCTOBER 2015**" mentioned as subject.

Certified copies of the general proxies shall be kept by the Bank, this being mentioned in the minutes of the EGSM.

The person who was given a general proxy cannot be replaced by another person. In case the empowered person is a legal person, the legal person can exercise its mandate given to it through any person who is a member of the management or executive body or through its employees.

The shareholders can appoint and revoke their representative by electronic means of data transmission, the revocation being effective and opposable to the Bank if it was received by the Bank until the deadline for submitting/sending the proxy.

If the person personally representing the shareholder in the EGSM is different from the one who has voted by correspondence, then for his vote to be valid, the representative shall present within the EGSM a written revocation of the vote by correspondence signed by the shareholder or by the representative who expressed the vote by correspondence. This is not necessary if the shareholder or his legal representative is present at the EGSM.

#### Special provisions regarding the general proxy

The Bank shall accept a general proxy to participate and vote in the EGSM given by a shareholder, as a customer, **only to an intermediate** as defined in art. 2 par. (1) pt. 14 of Law no. 297/2004, as amended and supplemented, **or to a lawyer**, without requesting additional documents relating to such shareholder, if the general proxy complies with CNVM Regulation no. 6/2009, is signed by such shareholder and accompanied by an affidavit given by the legal representative of the intermediary or by the lawyer who received a general proxy, affidavit affirming that:

- (i) authorization is granted by such shareholder, as a customer, to his intermediary or, where appropriate, to his lawyer;
- (ii) general proxy is signed by the shareholder, including the attachment of extended electronic signature, if necessary.

The affidavit referred to in paragraph (1) must be submitted to the issuer in original, signed and, where appropriate, stamped without further formalities related to its form. The statement is submitted to the Bank together with the general proxy, in the terms and conditions set out above.

#### Vote by correspondence

The Bank's shareholders registered on the Reference Date in the Bank's shareholders' registry kept with Depozitarul Central S.A. have the opportunity to vote by correspondence using the voting form for the vote by correspondence made available to shareholders by the Bank, both in Romanian and in English language.

The vote by correspondence can be expressed by a representative only if the representative has received form the shareholder whom he represents a special/general proxy which shall be submitted with the Bank in accordance with art 243 par. (6<sup>3</sup>) of Law no. 297/2004, as amended.

In case of voting by correspondence, the voting bulletins, filled in Romanian or English language and signed, together with a copy of the identity card of the shareholder (in case of natural persons – bulletin/identity card, and respectively for legal persons – bulletin/identity card of the legal representative, registered in the shareholders' registry of the Bank issued by Depozitarul Central S.A.), can be delivered as follows:

- (a) submitted at the registered seat of the Bank in Sibiu, 1 Autogării St., postal code 550135, by any form of delivery with conformation of receipt, so that is registered as received at the Bank's registry by 07.10.2015, 08:00 AM, in sealed envelope, having clearly inscribed thereon with upper case letters **"FOR THE GENERAL MEETING OF SHAREHOLDERS OF 09/10 OCTOBER 2015"**.
- (b) sent by e-mail having attached an incorporated and extended electronic signature, as provided under Law 455/2001 on electronic signature, by 07.10.2015, 08:00 AM, at [capital@carpatica.ro](mailto:capital@carpatica.ro), having in the subject line: **"FOR THE GENERAL MEETING OF SHAREHOLDERS OF 09/10 OCTOBER 2015"**.

#### Other provisions regarding the EGSM

In the case of shareholder who are legal persons or entities without legal personality, the legal representative is established based on the list of shareholders on the reference date, received from Depozitarul Central S.A.. Documents attesting the quality of legal representative drafted in a foreign language other than English, will be accompanied by a translation made by an authorized translator in Romanian or English language. The Bank shall not solicit legalisation or apostille of the documents certifying the quality of the shareholder's legal representative.

In all cases described above in which there is a reference to the shareholders' representative who is registered in the shareholders' list issued by Depozitarul Central S.A., if the respective representative is not registered as such in the evidence of Depozitarul Central S.A., for the identification of the representative of the shareholder who is a legal person, an ascertaining certificate issued by the Trade Registry, or any other equivalent document, in original or copy certified for 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,

Failure to send the special proxies/correspondence voting forms until the above mentioned dates is sanctioned with loss of the right to vote by proxy/by correspondence in the EGSM. The special proxies/correspondence voting forms which do not contain at least the information enclosed in the forms made available by the Bank, are not opposable towards the Bank, and the general proxies which do not contain the minimum information required by legal provisions will also not be opposable to the Bank.

If on 09 October 2015 (date of the first EGSM convening) the legal and statutory validity requirements for holding the EGSM are not met, the respective EGSM is convened for 10 October 2015, in the same location, at the same hours, and having the same agenda.

The documents and the informative materials referring to the points included on the agenda of the EGSM, this convening notice, the total number of shares and the voting rights existing at the date of the



convening, as well as the special proxies and the correspondence voting forms for the EGSM shall be made available to the shareholders, in Romanian and in English language, **starting with 08 September 2015**, at the Bank's registered office, and will also be made available on the website of the Bank ([www.carpatica.ro](http://www.carpatica.ro), **About us/Shareholders/General Meeting of Shareholders** section).

At the date of the convening, the registered share capital of the Bank is represented by 3,146,290,494 nominative shares, each share giving the right to one vote, except for a number of 1,794,662,943 shares for which the voting rights are suspended by the National Bank of Romania; thus, the total number of voting rights at the date of the convening is of 1,351,627,551 voting rights.

The draft resolutions proposed by the shareholders shall be added on the website of the Bank as soon as possible, after their receipt by the Bank

Additional information can be obtained from the Financial Markets Department, on the phone number 0372/494.918 and from the website of the Bank, [www.carpatica.ro](http://www.carpatica.ro).

President of the Management Board

Johan Gabriëls

**BANCA COMERCIALĂ CARPATICA S.A.**