



**No.:** 20869 -10/12/2015

**To:** FINANCIAL SUPERVISORY AUTHORITY- Financial instruments and investments sector  
BUCHAREST STOCK EXCHANGE

**Ref:** Current report under Law No. 297/2004 and CNVM Regulation No. 1/2006

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**Report date:** 10/12/2015

**Name of Issuer:** Carpatica Commercial Bank

**Headquarters:** Sibiu, No. 1, Autogării St.

**Phone / Fax No:** 0269/233.985; 0269/233.371

**Unique Registration Code with the Trade Register:** RO 11447021

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

**Subscribed and paid-in share capital:** RON 110,137,141.10

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

Important events:

**Resolutions of the Extraordinary General Meeting of Carpatica Commercial Bank's Shareholders held on October 09<sup>th</sup>, 2015.**

Yours sincerely,

**Chairman of the Directorate**  
Johan Gabriëls

**Financial Markets Dept,**  
Alina Maria Rusu

## **Resolutions of the Extraordinary General Meeting of Carpatica Commercial Bank's Shareholders held on October 09<sup>h</sup>, 2015**

The Extraordinary General Shareholders' Meeting of Banca Comerciala Carpatica S.A. (the "Meeting") a company managed under a 2 tier system, incorporated and operating in accordance with Romanian law, having its registered seat in Sibiu county, Sibiu, 1 Autogării St., registered with the Trade Registry Office attached to the Sibiu Tribunal under number J32/80/1999, fiscal identification code 11447021 (the "Bank"), legally and statutorily convened, in accordance with the provisions of art. 113 and art. 117 par. (1) of Law 31/1990 on companies republished, art. 243 of Law 297/2004 on capital markets, art. 5 of Romanian National Securities Commission Regulation 6/2009 on exercising certain shareholders' rights in the general meetings of companies and art. 14 and art. 15 of the Bank's articles of association, by publishing the convening notice in the Official Gazette of Romania, part IV, no. 4867 of September 08<sup>th</sup>, 2015 and in the "Bursa" newspaper of September 08<sup>th</sup>, 2015; also, the convening notice was sent to the Bucharest Stock Exchange and to the Financial Supervisory Authority through the current report no. 18506 dated September 08<sup>th</sup>, 2015,

Legally and statutory assembled on October 09<sup>th</sup>, 2015 at 10.00 hours, within the first convening, at "Sala Hera" within Ramada Hotel, no. 2 Emil Cioran Street, Sibiu, Sibiu county, attended by a number of **32** shareholders in person, represented by proxy or who voted by correspondence, holding **770,259,613** shares with voting rights, representing **56.9876%** of the total voting rights, respectively **24.4815%** of Bank's share capital,

### **DECIDES**

#### **Resolution no. 1**

With a total number of **770,259,613** shares for which there have been expressed valid votes, respectively **770,259,613** validly expressed voting rights, representing **24.4815%** of Bank's capital and **56.9876%** of the total voting rights related to the shares representing Bank's capital, of which 768,490,981 votes "**for**" representing **99.7704%** from the total number of votes held by present or represented shareholders in the Assembly, 0 votes "**against**" representing **0%** from the total number of votes held by present or represented shareholders in the Assembly and 1,768,632 "**abstention**" votes representing **0.2296%** from the total number of votes held by present or represented shareholders in the Assembly,

approves

**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.**

### **Resolution no. 2**

With a total number of **770,259,613** shares for which there have been expressed valid votes, respectively **770,259,613** validly expressed voting rights, representing **24.4815%** of Bank's capital and **56.9876%** of the total voting rights related to the shares representing Bank's capital, of which 768,490,981 votes "**for**" representing **99.7704%** from the total number of votes held by present or represented shareholders in the Assembly, 0 votes "**against**" representing **0%** from the total number of votes held by present or represented shareholders in the Assembly and 1,768,632 "**abstention**" votes representing **0.2296%** from the total number of votes held by present or represented shareholders in the Assembly,

approves

**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.**

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### **Resolution no. 3**

With a total number of **770,259,613** shares for which there have been expressed valid votes, respectively **770,259,613** validly expressed voting rights, representing **24.4815%** of Bank's capital and **56.9876%** of the total voting rights related to the shares representing Bank's capital, of which 753,399,978 votes "**for**" representing **97.8112%** from the total number of votes held by present or represented shareholders in the Assembly, 0 votes "**against**" representing **0%** from the total number of votes held by present or represented shareholders in the Assembly and 16,859,635 "**abstention**" votes representing **2.1888%** from the total number of votes held by present or represented shareholders in the Assembly,

approves

**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.**

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#### **Resolution no. 4**

With a total number of **770,259,613** shares for which there have been expressed valid votes, respectively **770,259,613** validly expressed voting rights, representing **24.4815%** of Bank's capital and **56.9876%** of the total voting rights related to the shares representing Bank's capital, of which 768,490,981 votes "**for**" representing **99.7704%** from the total number of votes held by present or represented shareholders in the Assembly, 0 votes "**against**" representing **0%** from the total number of votes held by present or represented shareholders in the Assembly and 1,768,632 "**abstention**" votes representing **0.2296%** from the total number of votes held by present or represented shareholders in the Assembly,

approves

**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.**

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#### **Resolution no. 5**

With a total number of **770,259,613** shares for which there have been expressed valid votes, respectively **770,259,613** validly expressed voting rights, representing **24.4815%** of Bank's capital and **56.9876%** of the total voting rights related to the shares representing Bank's capital, of which 768,490,981 votes "**for**" representing **99.7704%** from the total number of votes held by present or represented shareholders in the Assembly, 0 votes "**against**" representing **0%** from the total number of votes held by present or represented shareholders in the Assembly and 1,768,632 "**abstention**" votes representing **0.2296%** from the total number of votes held by present or represented shareholders in the Assembly,

approves

**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.**

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#### **Resolution no. 6**

With a total number of **770,259,613** shares for which there have been expressed valid votes, respectively **770,259,613** validly expressed voting rights, representing **24.4815%** of Bank's capital and **56.9876%** of the total voting rights related to the shares representing Bank's capital, of which 768,490,981 votes "**for**" representing **99.7704%** from the total number of votes held by present or represented shareholders in the Assembly, 0 votes "**against**" representing **0%** from the total number of votes held by present or represented shareholders in the Assembly and 1,768,632 "**abstention**" votes

representing **0.2296%** from the total number of votes held by present or represented shareholders in the Assembly,

approves

**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.**

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### **Resolution no. 7**

With a total number of **770,259,613** shares for which there have been expressed valid votes, respectively **770,259,613** validly expressed voting rights, representing **24.4815%** of Bank's capital and **56.9876%** of the total voting rights related to the shares representing Bank's capital, of which 768,490,981 votes "**for**" representing **99.7704%** from the total number of votes held by present or represented shareholders in the Assembly, 0 votes "**against**" representing **0%** from the total number of votes held by present or represented shareholders in the Assembly and 1,768,632 "**abstention**" votes representing **0.2296%** from the total number of votes held by present or represented shareholders in the Assembly,

approves

**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.**

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**Chairman of the Directorate,  
Johan Gabriëls**