

**Special power of attorney
for legal person shareholders
for the Ordinary General Shareholders Meeting (OGSM) of
Banca Comerciala CARPATICA S.A
Of 27.04.2017/28.04.2017**

I, the undersigned registered at the Trade Registry under no. legally represented by owner of the identity card/passport series.....no., domiciled in holding a number of shares, representing % from the total number of voting rights in the OGSM, I hereby **delegate**¹..... domiciled in, identified with identity card/passport series.....no., as my representative in the OGSM of Banca Comerciala CARPATICA S.A., convened for the date of **27.04.2017**, 10.00 hours at the Bank premises in Bucharest, district 1, 31 Ion Brezoianu Actor, floors 1, 2 and attic, room E, or on the date of the second OGSM convened on **28.04.2017**, 10.00 hours, 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 **18.04.2017**, as follows:

OGMS Agenda

1. Presentation and approval of the individual and consolidated annual financial statements as at 31.12.2016, prepared in accordance with the International Financial Reporting Standards, based on the report presented by the Management Board and of the auditor's financial report regarding the financial statements of the Bank as well as the annual financial result for 2016 – accounting loss in amount of RON 44,927,695.68, that shall be registered in the reported result.

For

Against

Abstain.....

2. Approval of the discharge for the Bank's administrators for the financial year 2016.

For

Against

Abstain.....

3. The election of two members in the Bank's Board Management, with a mandate of 4 years, respectively until 27.04.2021, the exercising of the management responsibilities by them to be performed starting with date of their approval by the National Bank of Romania.

Name of the proposed member	For	Against	Abstain
SURDU NICOLAE			
IUGA VASILE			

4. Approval of the individual remuneration due to the members of the Board Management for the financial year 2017, as follows:

- ✓ 2,500 EUR/month, net amount, for the President of the Bank's Board Management;
- ✓ 2,000 EUR/month, net amount, for each member of the Bank's Board Management;
- ✓ 3,000 EUR / month, net amount, for each independent member of the Bank's Board Management.

For

Against

Abstain.....

¹ According to Art. 125 (5) of Law 31/1990 on companies, as republished: "The members of the board of directors, the managers, respectively the members of the executive board and of the supervisory board, or the officials of the company may not represent the shareholders, under the nullity sanction, if without their vote would not have obtained the required majority."

5. Empower the persons who will undertake all the legal formalities necessary for fulfilling all the publication requirements for the resolutions approved by the OGSM on 27.04.2017 and/or 28.04.2017, as well as approval of the power to appoint other person in order to fulfil the formalities mentioned above.

For

Against

Abstain.....

6. Approval of 16.05.2017 as ex-date, according to the art. 2 and 5 point 11 of the Regulation no. 6/2009 regarding the exercising of certain rights of shareholders during the general meetings of the companies.

For

Against

Abstain.....

7. Approval of 17.05.2017 as record date for identifying the shareholders upon whom the resolutions of the Ordinary General Shareholders Meeting have effect, in accordance with the provisions of article 238 of Capital Market Law no. 297/2004, as subsequently amended and supplemented.

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 OGSM, 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 OGSM was published;

The special power of attorney date

LAST AND FIRST NAME OF THE LEGAL REPRESENTATIVE

Signature

Legal person's stamp