

## DRAFT RESOLUTION OF THE ORDINARY GENERAL SHAREHOLDERS MEETING OF

### BANCA COMERCIALA CARPATICA S.A.

#### No. 2 [27.04.2017]/[28.04.2017]

The ordinary general shareholders meeting of Banca Comerciala Carpatica S.A. (the "**Assembly**"), company managed under unitary system, incorporated and operating under Romanian law, with registered office in Bucharest, District 1, 31 Brezoianu Ion Actor Street, floors 1,2 and attic, registered at the Trade Registry Office before Bucharest Court under no. J40/9252/2016, sole registration number RO 11447021, with a subscribed and paid up share capital of ROL 220,274,282.20, registered with Banking Register under nr. PJR-32-045/15.07.1999 (the "**Bank**"), legally and statutory convened, in accordance with art. 111 and 117 par. 1 from Law no. 31/1990 regarding companies, as republished, and with art 243 from Law no. 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. 8.2 and 9 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 [27]/[28] April 2017, at 10:00 hours, within the [first]/[second] convening at Bucharest, District 1, 31 Brezoianu Ion Actor Street, floors 1,2 and attic, room E, by personal presence or by proxy representation or correspondence voting 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, in accordance with the minutes of the ordinary general shareholders meeting as of [27]/[28] April 2017,

#### DECIDED

1. [With unanimity of validly expressed votes held by the shareholders present, representatives or persons who have voted by correspondence at the Assembly]

[With a total number of shares for which there have been expressed valid votes, respectively voting rights validly expressed, representing [•][•]% of the share capital of the Bank and [•] % of the voting rights attached to the shares representing the share capital of the Bank, [•]of which [•] votes "for" representing [•]% of the total number of votes owned by the shareholders present, representatives or persons who have voted by correspondence in the Assembly, [•] votes "against" representing [•]% of the total number of votes owned by the shareholders present, representatives or persons who have voted by correspondence in the Assembly and [•]"abstentions" representing [•] % of the total number of votes owned by the shareholders present, representatives or persons who have voted by correspondence in the Assembly]

#### APPROVAL OF

##### **The discharge for the Bank's administrators for the financial year 2016.**

2. [With unanimity of validly expressed votes held by the shareholders present, representatives or persons who have voted by correspondence at the Assembly]

[With a total number of shares for which there have been expressed valid votes, respectively voting rights validly expressed, representing [•][•]% of the share capital of the Bank and [•] % of the voting rights attached to the shares representing the share capital of the Bank, [•]of which [•] votes "for" representing [•]% of the total number of votes owned by the shareholders present, representatives or persons who have voted by correspondence in the Assembly, [•] votes "against" representing [•]% of the total number of votes owned by the shareholders present, representatives or persons who have voted by correspondence in the Assembly and

[•]"abstentions" representing[•] % of the total number of votes owned by the shareholders present, representatives or persons who have voted by correspondence in the Assembly]

APPROVAL OF

**[•] in order to perform all the legal formalities necessary for fulfilling all the publication requirements for the resolutions approved by the OGSM on 27.04.2017 or 28.04.2017, as well as approval of the power of these members to appoint other persons in order to fulfil the formalities mentioned above.**

3. [With unanimity of validly expressed votes held by the shareholders present, representatives or persons who have voted by correspondence at the Assembly]

[With a total number of shares for which there have been expressed valid votes, respectively voting rights validly expressed, representing [•][•]% of the share capital of the Bank and [•] % of the voting rights attached to the shares representing the share capital of the Bank, [•]of which [•] votes "for" representing [•]% of the total number of votes owned by the shareholders present, representatives or persons who have voted by correspondence in the Assembly, [•] votes "against" representing [•]% of the total number of votes owned by the shareholders present, representatives or persons who have voted by correspondence in the Assembly and [•]"abstentions" representing[•] % of the total number of votes owned by the shareholders present, representatives or persons who have voted by correspondence in the Assembly]

APPROVAL OF

**The date 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.**

4. [With unanimity of validly expressed votes held by the shareholders present, representatives or persons who have voted by correspondence at the Assembly]

[With a total number of shares for which there have been expressed valid votes, respectively voting rights validly expressed, representing [•][•]% of the share capital of the Bank and [•] % of the voting rights attached to the shares representing the share capital of the Bank, [•]of which [•] votes "for" representing [•]% of the total number of votes owned by the shareholders present, representatives or persons who have voted by correspondence in the Assembly, [•] votes "against" representing [•]% of the total number of votes owned by the shareholders present, representatives or persons who have voted by correspondence in the Assembly and [•]"abstentions" representing[•] % of the total number of votes owned by the shareholders present, representatives or persons who have voted by correspondence in the Assembly]

APPROVAL OF

**The date of 17.05.2017 as record date for identifying the shareholders upon which the resolutions of the Ordinary General Meeting of Shareholders will take effect, in accordance with the provisions of art. 238 of Law 297/2004 on capital markets, as amended and supplemented.**

This Resolution has been drawn up and signed in Bucharest, in [4] original copies, each having a number of [•] pages, today [27]/[28] April 2017.

**Chairman of the Meeting**

[•]

**Secretary of the Meeting**

[•]