

**DRAFT RESOLUTION OF THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING OF  
BANCA COMERCIALA CARPATICA S.A.**

**No. 1 [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, having a subscribed and paid up share capital of ROL 220,274,282.20, registered with Banking Register under no. 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 amendment of the Bank's Articles of Association as follows:**

- **Article 17. will be called "The Directors" and will be modified as follows:**

**"17.1. The Management Board delegates the coordination of the Bank to several managers, appointing among them a general manager, the rest being deputy general managers.**

**17.2 The general manager and the deputy general managers act jointly, within the limits of the powers and duties set by the Management Board, in a Committee of Directors, having the following main powers and duties:**

**(a) taking all necessary actions regarding the operative management of Bank's operations, observing the limitations set by the business object of the Bank and the exclusive powers of the Management Board and General Meeting of Shareholders;**

- (b) approving the internal regulatory documents of the Bank and any amendments thereto, except for those for which the statutory and regulatory framework require exclusive competence of the Management Board;**
- (c) approving the interests applied to Bank's resources and investments;**
- (d) approving the fees and commissions in Lei and foreign currency;**
- (e) appointing the leaders of organizational structures in the Bank's Central Office, and also the leaders of units in the territorial network.**

**17.3 The general manager and the deputy general managers shall regularly and duly inform the Management Board on the actions taken.**

**17.4 The Bank is represented and bound by the general manager together with any of the deputy general managers. In the absence of the general manager, the Management Board shall appoint the deputy general manager which will represent and bound the Bank instead of the general manager, together with any other deputy general manager. The Bank may be represented and bound also through signature by other(s) authorized person(s) appointed for this purpose by the general manager (or by the manager appointed by the Management Board, in the absence of the general director), together with any other deputy general manager.**

**17.5. The meetings of the Committee of Directors shall take place on weekly basis or whenever it may be necessary. The resolutions of the Committee of Directors are adopted by absolute majority of the members' votes, respectively 50% + 1 of the total number of the managers, members in the Committee of Directors. The vote cannot be cast by proxy. Details regarding the decision-making process and other organizational details are established in accordance with the Committee of Directors' Charter, adopted by resolution of the Management Board."**

- 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 EGSM 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 Extraordinary 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**

[•]