

**Special power of attorney
for legal person shareholders
for the Extraordinary General Shareholders Meeting (EGSM) 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 EGSM, I hereby **delegate**¹..... domiciled in, identified with identity card/passport series.....no., as my representative in the EGSM of Banca Comerciala CARPATICA S.A., convened for the date of **27.04.2017**, 12.00 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 EGSM convened on **28.04.2017**, 12.00 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:

EGMS Agenda

1. 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.

¹According 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.

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."

For

Against

Abstain.....

2. Empower the persons who will undertake all the legal formalities necessary for fulfilling all the publication requirements for the resolutions approved by the EGSM 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.....

3. 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.....

4. Approval of 17.05.2017 as record date for identifying the shareholders upon whom the resolutions of the Extraordinary 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 EGSM, 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 EGSM was published;

The special power of attorney date

LAST AND FIRST NAME OF THE LEGAL REPRESENTATIVE

Signature

Legal person's stamp