

BANCA COMERCIALĂ CARPATICA S.A.

CONVENING NOTICE

The Management Board of Banca Comercială CARPATICA S.A., a company managed under a unitary system, incorporated and operating in accordance with Romanian law, registered with the Trade Registry Office attached to the Bucuresti Tribunal under number J40/9252/2016, fiscal identification code RO 11447021, having its registered office in Bucharest, district 1, 31 Ion Brezoianu Actor, floors 1, 2 and attic, with a subscribed and paid up share capital of 220,274,282.20 lei and the registered number in the Banking Register PJR-32-045/15.07.1999 (the "**Bank**"), in accordance with the provisions of article 117 of Companies Law 31/1990, as republished, and of article 9 of the Bank's Articles of Association,

Convenes:

THE ORDINARY GENERAL SHAREHOLDERS MEETING ("OGSM")

on **27.04.2017, 10:00 hours**, at the Bank registered office in Bucharest, district 1, 31 Ion Brezoianu Actor, floors 1, 2 and attic, room E, for all the shareholders registered with the Central Depository at the end of **18.04.2017**, set as the **reference date** for the OGSM, having the following 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 financial auditor's report regarding the financial statements of the Bank.
2. Approval of the discharge for the Bank's administrators for the financial year 2016.
3. Election of two members in the Bank's Board Management.
4. Approval of the individual remuneration due to the members of the Board Management for the financial year 2017.
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.
6. Approval of 16.05.2017 a 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.
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.

THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING ("EGSM")

on **27.04.2017, 12:00 hours**, at the Bank registered office in Bucharest, district 1, 31 Ion Brezoianu Actor, floors 1, 2 and attic, room E, for all the shareholders registered with the Central Depository at the end of **18.04.2017**, set as the **reference date** for the EGSM, having the following agenda:

1. Approval the following Bank's Articles of Association amendments:
 - 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. 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.
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.
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.

Only persons who, as at the Reference Date of **18.04.2017**, are registered as shareholders in the Bank’s shareholders' registry kept with Depozitarul Central S.A. are entitled to participate and vote in the EGSM/OGSM.

Shareholders’ proposals in respect to the general shareholders meeting

One or several shareholders, individually or jointly representing at least 5% of the Bank’s share capital (hereinafter referred to as the "**Initiators**") are entitled:

- (a) to add new items on the agenda of the EGSM/OGSM, provided that each item is accompanied by a justification or by a draft of resolution proposed to be adopted by the EGSM/OGSM; and
- (b) to present drafts of resolutions for items included or proposed to be included in the agenda of the EGSM/OGSM.

Initiators' proposals regarding the inclusion of new items on the agenda, as well as the draft resolutions for the items proposed to be included on the agenda of the EGSM/OGSM, accompanied by copy of the valid identification documents of the Initiator (in case of natural persons – identity bulletin/card and in case of legal persons - identity bulletin/card of the legal representative registered in the Bank's shareholders' list issued by Depozitarul Central S.A.), may be transmitted as follows:

- a) submitted at the registered seat of the Bank in Bucharest, district 1, 31 Ion Brezoianu Actor, floors 1, 2 and attic, by **12.04.2017**, until the Bank's closing hour **17:30**, in sealed envelope, being clearly inscribed with upper case letters "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF 27/28 APRIL 2017**".
- b) sent by e-mail having attached an embedded and extended electronic signature, as provided under Law no. 455/2001 on electronic signature, by **12.04.2017**, until the Bank's closing hour **17:30**, at capital@carpatica.ro, having "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF 27/28 APRIL 2017**" in the subject line.

The agenda supplemented with the items proposed by the above mentioned shareholders shall be published in accordance with the requirements of the law and the provisions of the articles of association regarding the convening of the OGSM/EGSM, by **14.04.2017** at the latest.

The Bank' shareholders, regardless of their participation in the share capital, as well as present members of the Management Board, may submit **candidate proposals for the appointment as member of the Management Board** including information (in Romanian language or legalized translation) regarding the name, domicile and professional qualification of the proposed persons, accompanied by (i) copies of the valid identification documents of the shareholder which make the proposal (in case of natural persons – identity bulletin/card/passport and in case of legal persons - identity bulletin/card/passport of the legal representative registered in the list of Bank's shareholders issued by Depozitarul Central S.A.), (ii) copies of the valid identification documents of the proposed candidate, (iii) curriculum vitae and (iv) affidavits from the candidate (affidavits templates shall be made available on www.carpatica.ro, in the section Investors/General Meeting of Shareholders). The candidates for membership in the Management Board must meet the conditions required by the legislation and by the regulations of the National Bank of Romania. The candidate proposals together with the above mentioned documents can be transmitted as follows:

- a) submitted at the registered seat of the Bank in Bucharest, district 1, 31 Ion Brezoianu Actor, floors 1, 2 and attic, until the 11th calendar day preceding the date set for the first meeting of the Assembly, but not later than 17.04.2017, until the Bank's closing hour 17:30, in sealed envelope, being clearly inscribed with upper case letters "FOR THE GENERAL MEETING OF SHAREHOLDERS OF 27/28 APRIL 2017".
- b) sent by e-mail having attached an embedded and extended electronic signature, as provided under Law no. 455/2001 on electronic signature, until the 11th calendar day preceding the date set for the first meeting of the Assembly, but not later than 17.04.2017, until the Bank's closing hour **17:30**, at capital@carpatica.ro, having "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF 27/28 APRIL 2017**" in the subject line.

The Bank shall make available to the shareholders information about the name, the domicile and the professional qualification of the candidates for the appointment as member of the Management Board, starting with 19.04.2017, at the address www.carpatica.ro, in the section Investors/General Meeting of Shareholders.

Questions related to the general shareholders meeting

The Bank's shareholders, regardless of their participation to the share capital, may address questions in writing in relation to the items included in the agenda of the OGSM/EGSM, accompanied by a copy of the valid identification

document of the shareholder (in case of natural persons, identity bulletin/card and in case of legal persons, identity bulletin/card of the legal representative registered in the list of Bank's shareholders issued by Depozitarul Central S.A.) to the registered seat of the Bank in Bucharest, district 1, 31 Ion Brezoianu Actor, floors 1, 2 and attic, by **24.04.2017**, until the Bank's closing **hour 17:30**, in sealed envelope, being clearly inscribed with upper case letters "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF 27/28 APRIL 2017**".

The shareholders may address such questions also by e-mail having attached an embedded and extended electronic signature, as provided under Law no. 455/2001 on electronic signature, accompanied by a copy of the valid identification document of the shareholder (in case of natural persons, identity bulletin/card and, in case of legal persons, identity bulletin/card of the legal representative registered in the list of Bank's shareholders issued by Depozitarul Central S.A.) by **24.04.2017**, until the Bank's closing **hour 17:30**, at capital@carpatica.ro, having "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF 27/28 APRIL 2017**" in the subject line.

Attending the general shareholders meeting

The access of the shareholders registered in the shareholders registry as at the Reference Date and entitled to attend the OGSM/EGSM is permitted based on simple proof of their identity, made, in case of natural persons, with the identity document or, in case of legal persons and natural persons attending the meeting by means of a representative (other than legal representatives), with the proxy given to the natural person representing such shareholders, in compliance with the relevant applicable legislation.

Shareholders who, as at the Reference Date, are registered in the shareholders registry of the Bank, kept by Depozitarul Central S.A. may attend the OGSM/EGSM in person or by proxy, each shareholder having the right to appoint another natural or legal person as representative for participating and voting on his behalf in the OGSM/EGSM, in accordance with the provisions of art. 243 par. (6) – (6⁴) of Law no. 297/2004, as amended and supplemented.

The Management Board members or the employees of the Bank may not represent shareholders, under the sanction of annulment of the resolution, if without their votes, the required majority would not have been reached.

When participating by proxy, shareholders shall appoint representatives by special proxies, prepared in accordance with the sample of special proxy provided to the shareholders by the Bank, both in Romanian and in English, or by a general proxy granted under the conditions presented below.

General and special proxy

The general proxy is valid only if: (i) it is granted for a period not exceeding 3 years, (ii) it expressly enables the representative of the shareholder who granted such proxy to vote on all issues under debate in the general meetings of Bank's shareholders, including acts of disposal and (iii) it is given by the shareholder, acting in capacity of customer, to an intermediary, as defined by art. 2 par. (1) point 14 of Law 297/2004, as amended and supplemented, or to a lawyer. Shareholders of the Bank shall not be represented in the OGSM/EGSM based on a general proxy given to a person who is subject to a conflict of interest that may arise in particular in the following cases:

- a) is a majority shareholder of Bank, or other entity controlled by such shareholder;
- b) is a member of an administrative, management or supervisory body of the Bank, of a majority shareholder or of a controlled entity as provided in section a) above;
- c) is an employee or an auditor of the Bank or of a majority shareholder or of a controlled entity as provided in section a) above;
- d) is a spouse or relative up to the fourth degree inclusively of one of the natural persons referred to in sections a) to c) above.

The general proxy shall contain at least the following information: **1.** the name of the shareholder; **2.** name of the representative (to whom the proxy is granted); **3.** date of proxy and its period of validity, in compliance with the law; proxies bearing a later date have the effect of revoking previously dated proxies; **4.** indication that the shareholder empowers the representative to attend and vote on his behalf by general proxy in the general shareholders meeting for the entire holding of the shareholder at the reference date, expressly specifying the company/companies for which the general proxy is to be used. The validity of general proxy ceases in accordance with par. 2 of art. 15¹ of FSA Regulation no. 6/2009.

A shareholder may appoint a single person to represent him in the OGSM/EGSM. However, if a shareholder holds shares of the Bank in several securities accounts, this restriction shall not prevent that shareholder to appoint a distinctive representative for shares held in each securities account with respect to a specific general meeting. Nonetheless, the shareholder is forbidden to express different votes in respect of the shares held by him in the share capital of the Bank.

The special proxies shall contain specific voting instructions for each item on the agenda of the OGSM/EGSM and the representative shall have the obligation to vote in accordance with the instructions of the shareholder who appointed him.

A special proxy is valid exclusively for the meeting for which it was requested. The representative has the obligation to vote in accordance with the instructions of the shareholder who appointed him.

Moreover, a shareholder may appoint one or several alternate representatives by special proxy to ensure that shareholder's representation in the OGSM/EGSM in case the representative appointed by special proxy is unable to fulfill its mandate. If several alternate representatives are appointed by proxy, the order in which they are to exercise their mandate shall be set.

In case of the special proxy, an original copy, filled in English or Romanian language and signed by the shareholder, accompanied by a copy of the identity document of that shareholder (in case of natural persons – bulletin/identity card, and respectively for legal persons – bulletin/identity card of the legal representative registered in the list of Bank shareholders issued by Depozitarul Central S.A.), shall be submitted to the Bank's registered office in Bucharest, district 1, 31 Ion Brezoianu Actor, floors 1, 2 and attic, **24.04.2017**, until the Bank's closing hour **17:30**, in sealed envelope, clearly inscribed with upper case letters "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF 27/28 APRIL 2017**" and the representative shall carry with him an original copy of his special proxy in the OGSM/EGSM.

The special proxy may be sent also by e-mail having an extended electronic signature embedded, according to Law no. 455/2001 regarding electronic signature, accompanied by valid identification documents, by **24.04.2017**, until the Bank's closing hour **17:30**, to the e-mail address capital@carpatica.ro, with the following text "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF 27/28 APRIL 2017**" mentioned in the subject line.

In case of the general proxy, before it is first used, a copy of the general proxy certified under signature by the representative as true copy of the original, accompanied by a copy of the identity document of the shareholder (in case of natural persons – bulletin/identity card, and respectively for legal persons – bulletin/identity card of the legal representative recorded on the list of Bank shareholders issued by Depozitarul Central S.A.) shall be submitted to the Bank's registered office in Bucharest, district 1, 31 Ion Brezoianu Actor, floors 1, 2 and attic, by **24.04.2017**, until the Bank's closing hour **17:30**, in sealed envelope, clearly inscribed with upper case letters "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF 27/28 APRIL 2017**" and the representative shall carry with him an original copy of the general proxy in the OGSM/EGSM.

The general proxy may be sent also by e-mail having extended electronic signature embedded, according to Law no. 455/2001 regarding electronic signature, accompanied by valid identification documents, by **24.04.2017**, until the Bank's closing hour **17:30**, to the e-mail address capital@carpatica.ro, with the following text "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF 27/28 APRIL 2017**" mentioned in the subject line.

Certified copies of the general proxies shall be kept by the Bank, this being mentioned in the minutes of the OGSM/EGSM.

The person who was given a general proxy may not be substituted by another person. In case the proxy is a legal person, it can exercise its mandate through any person who is a member of its management or executive body or through its employees.

Shareholders may appoint and revoke their representative by electronic means of data transmission, the revocation being effective and binding to the Bank if it is received by the Bank until the time limit for submitting/sending proxies.

If the person representing in person the shareholder in the OGSM/EGSM is different from the person who voted by correspondence, then for the former's vote to be valid, the representative shall present the OGSM/EGSM with a written revocation of the vote by correspondence, signed by the shareholder or by the representative who expressed the vote by correspondence. This is not necessary if the shareholder or his legal representative is present at the OGSM/EGSM.

Special provisions regarding the general proxy

The Bank shall accept a general proxy to participate and vote in the OGSM/EGSM given by a shareholder, in capacity of customer, to an intermediary as defined in art. 2 par. (1) pt. 14 of Law no. 297/2004, as amended and supplemented, or to a lawyer, without requesting additional documents relating to such shareholder, if the general proxy complies with FSA Regulation no. 6/2009, is signed by the relevant shareholder and accompanied by an affidavit given by the legal representative of the intermediary or by the lawyer who received a general proxy, affidavit affirming that::

- (i) authorization is granted by such shareholder, in capacity of customer, to his intermediary or, where appropriate, to his lawyer;
- (ii) general proxy is signed by the shareholder, including the attachment of extended electronic signature, if necessary.

The affidavit referred to above shall be submitted to the issuer in original, signed and, where appropriate, sealed without further formalities related to its form. The affidavit is submitted to the Bank together with the general proxy, in the terms and conditions set out above.

Vote by correspondence

The Bank's shareholders registered, as at the Reference Date, in the registry of shareholders of the Bank kept by Depozitarul Central S.A. have the opportunity to vote by correspondence using the ballot papers for vote by correspondence made available to shareholders by the Bank, both in Romanian and in English language.

The vote by correspondence may be cast by a representative only if that representative has received from the shareholder whom he represents a special/general proxy, which shall be submitted with the Bank in accordance with article 243 paragraph (6³) of Law no. 297/2004, as amended and supplemented.

When voting by correspondence, the ballot paper, filled in Romanian or English language and signed, together with a copy of the identity document of the shareholder (in case of natural persons – bulletin/identity card, and respectively for legal persons – bulletin/identity card of the legal representative, registered in the list of Bank shareholders issued by Depozitarul Central S.A.), can be delivered as follows:

- a) delivered to the registered seat of the Bank in Bucharest, district 1, 31 Ion Brezoianu Actor, floors 1, 2 and attic, using any form of delivery with acknowledgement of receipt, so that its receipt may be recorded by the Bank's registry, in sealed envelope, clearly inscribed and upper case letters "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF 27/28 APRIL 2017**", by **24.04.2017**, until the Bank's closing **hour 17:30**, at the latest.
- b) sent via e-mail with embedded extended electronic signature, according to Law no. 455/2001 on electronic signature, by **24.04.2017**, until the Bank's closing **hour 17:30**, to the e-mail address capital@carpatica.ro, with the following text "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF 27/28 APRIL 2017**" mentioned in the subject line.

Other provisions regarding OGSM/EGSM

In case of shareholders who are legal persons or entities without legal personality, the capacity of legal representative is established based on the list of shareholders valid as at the reference date, received from Depozitarul Central S.A.. Documents certifying the capacity of legal representative, drafted in any foreign language other than the English language, shall be accompanied by a translation made by a sworn translator into Romanian or English language. The issuer shall not require legalization or apostille for documents certifying the capacity of legal representative of a shareholder.

In all above described cases when a reference is made to a shareholder's representative registered in the list of shareholders issued by Depozitarul Central S.A., if that respective representative is not registered as such in the records of Depozitarul Central S.A., a confirmation of company details issued by the Trade Register, or any other equivalent document, in original or copy certified for conformity with the original, issued by any qualified authority of the state in which the shareholder is legally registered and which certifies the capacity of legal representative, shall be sent for the identification of the representative of the shareholder who is a legal person, and shall not be older than 3 months before the date when the convening notice for the OGSM/EGSM is published.

Any failure to send the special proxies/ballots for correspondence voting by the above mentioned dates is sanctioned by loss of the right to vote by proxy/by correspondence in the OGSM/EGSM. The special proxies/ballots for correspondence voting which do not contain at least the details enclosed in the sample forms made available by the Bank, shall not be binding to the Bank, and the general proxies which do not contain the minimum information required by legal provisions shall not be binding to the Bank either.

If on **27.04.2017** (date of the first convening of OGSM/EGSM) the legal and statutory requirements of validity for holding the OGSM/EGSM are not met, the respective OGSM/EGSM is convened on **28.04.2017** in the same location, at the same time, and having the same agenda.

The documents and the informative materials concerning the points included on the agenda of the OGSM/EGSM, this convening notice, annual financial statements for 2016, the Report of the Management Board and the Report of the financial auditor, draft resolutions, the total number of shares and the voting rights existing at the date of the call, as well as the special proxies and the ballots for correspondence voting in the OGSM/EGSM shall be made available to the shareholders, in Romanian and in English language, **starting with 27.03.2017**, at the Bank's registered office, and shall be also made available on the website of the Bank (www.carpatica.ro, **Investors/General Meeting of Shareholders** section).

As at the date of the call, the registered share capital of the Bank is represented by 2,202,742,822 nominative shares, each share giving the right to one vote, except for a number of **407,905,008** shares for which the voting rights have been suspended by the National Bank of Romania; thus, the total number of voting rights at the date of the convening is of **1,794,837,814** voting rights.

The draft resolutions proposed by shareholders shall be posted on the website of the Bank as soon as possible, after being received by the Bank.

Additional information can be obtained from the Financial Markets Department, at phone number 0269803771 and from the website of the Bank www.carpatica.ro.

President of the Management Board
Dragos Horia Manda
BANCA COMERCIALĂ CARPATICA S.A.