

**DRAFT RESOLUTION OF THE EXTRAORDINARY GENERAL SHAREHOLDERS  
MEETING OF**

**BANCA COMERCIALA CARPATICA S.A.**

**Nr. ..../[02.04.2016]/[04.04.2016]**

The extraordinary general shareholders meeting of Banca Comerciala Carpatica S.A. (the "**Meeting**"), company administered in a two tier system, set up and operating under Romanian law, with registered seat in Sibiu, no. 1 Autogarii Street, Sibiu county, registered at the Trade Registry Office of Sibiu Tribunal under no. J32/80/1999, fiscal code RO 11447021, having a subscribed and paid up share capital of 220,274,282.20 lei (the "**Bank**"), legally and statutory convened, in accordance with art 113 and 117 par. 1 from Law 31/1990 regarding companies, as republished, and with art 243 from Law 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. 14 and 15 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 [ ], as updated and republished in the Official Gazette of Romania, Part IV no. [ ]/[ ] and in the newspaper "[ ]" from [ ], as well as by submitting the updated convening notice to the Bucharest Stock Exchange and to the Financial Supervisory Authority through the current report dated [ ],

Legally and statutory met on [02]/[04] April 2016, at 13:00 hours, within the [first]/[second] convening at Ibis Hotel, Faust II Room, address 2-4 Calea Dumbrăvii, 1<sup>st</sup> floor, Sibiu, Sibiu county, 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,

**DECIDES**

1. [With unanimity of votes validly expressed by present or represented shareholders or by shareholders who voted by correspondence at the Meeting]

[With a total number of [ ] shares for which valid votes were expressed, respectively [ ] validly expressed voting rights, representing [ ]% of the Bank's share capital and [ ]% from the voting rights attached to the shares representing the share capital of the Bank, from which [ ] votes "for" representing [ ]% from the total number of votes held by present or represented shareholders in the Meeting, [ ] votes "against" representing [ ]% from the total number of votes held by present or represented shareholders in the Meeting and [ ] "abstentions" representing [ ]% from the total number of votes held by present or represented shareholders in the Meeting]

it is approved

**The amendment of the new Articles of Association of Banca Comerciala Carpatica as approved at item 1 of the agenda, as follows:**

**“12.1 The general quorum and majority requirements for general meetings of shareholders of the Bank on the first and second call are the following:**

- a) for the ordinary general meeting of shareholders, at its first call – the meeting is validly assembled if shareholders representing at least 1/2 of the total number of voting rights are present in person or by representative and resolutions are adopted with the majority of the votes cast;**
- b) for the ordinary general meeting of shareholders, at its second call – the meeting is validly assembled irrespective of the number of shareholders present in person or by representative and resolutions are adopted with the majority of the votes cast;**
- c) for the extraordinary general meeting of shareholders, at its first call – the meeting is validly assembled if shareholders representing at least 1/2 of the total number of voting rights are present in person or by representative and resolutions are adopted with the majority of the votes held by the shareholders present or represented;**
- d) for the extraordinary general meeting of shareholders, at its second call – the meeting is validly assembled if shareholders representing at least 1/2 of the total number of voting rights are present in person or by representative and resolutions are made with the majority of the votes held by the shareholders present or represented.”**

2. [With unanimity of votes validly expressed by present or represented shareholders or by shareholders who voted by correspondence at the Meeting]

[With a total number of [•] shares for which valid votes were expressed, respectively [•] validly expressed voting rights, representing [•]% of the Bank's share capital and [•]% from the voting rights attached to the shares representing the share capital of the Bank, from which [•] votes "for" representing [•]% from the total number of votes held by present or represented shareholders in the Meeting, [•] votes "against" representing [•]% from the total number of votes held by present or represented shareholders in the Meeting and [•] "abstentions" representing [•]% from the total number of votes held by present or represented shareholders in the Meeting]

it is approved

**The date of 18.04.2016 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 Sibiu, in [4] original copies, each having a number of 2 pages, today [02]/[04] April 2016.

**Chairman of the Meeting**

[•]

**Secretary of the Meeting**

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