

Special power of attorney
for legal person shareholders
for the Extraordinary General Shareholders Meeting (EGSM) of
Banca Comerciala CARPATICA S.A
Of 02.04.2016/04.04.2016

I, the undersigned registered at the Trade Registry under no. legally represented by with 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 appoint**¹..... domiciled in, with identity card/passport series.....no., as my representative in the EGSM of Banca Comerciala CARPATICA S.A., which will take place on **02.04.2016**, 13.00 hours at Ibis Hotel, Faust II Room, address 2-4 Calea Dumbrăvii, 1st floor, Sibiu, Sibiu county, or on the date of the second EGSM convened on **04.04.2016**, 13.00 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 **29.03.2016**, as follows:

EGMS Agenda

1. Approval of the new Articles of Association of the Bank, corresponding to a single-tier management system, in accordance with the EGSM Resolution no. 5 of 18.06.2015, as presented in Annex 1 to the convening notice.

For

Against

Abstain.....

- 1¹. Provided the new Articles of Association of Banca Comerciala Carpatica is approved as proposed under agenda item 1 of the Extraordinary General Meeting of Shareholders of Banca Comerciala Carpatica dated 02 April 2016, the approval of 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*

1 According to art. 16.11 form the Articles of Association of Banca Comerciala Carpatica S.A.: “The shareholders can be represented in the shareholders general meeting by their legal representative, by empowered persons, by power of attorney or by other shareholders. Members of the Management Board or of the Supervisory Board or the Bank’s clerks cannot represent the shareholders under the sanction of annulment of the resolution, if without their vote, the majority would not have been met.”

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.”*

For

Against

Abstain.....

12. Approval of initiating the merger by absorption between Banca Carpatica and Patria Bank S.A. To this end, the administrators of Banca Carpatica and the administrators of Patria Bank S.A. shall draw up together a merger project in accordance with applicable legal provisions. The administrators of Banca Carpatica are empowered to perform all economic, financial, operational and legal operations necessary or in relation to the preparation and/or publication of the merger project and merger implementation, to contract independent professional advisors, to sign confidentiality agreements and any other documents required in order to perform the merger procedures; the administrators are entitled to empower other persons to achieve these operations.

For

Against

Abstain.....

2. Approval of the date **18.04.2016** as record date for identifying the shareholders affected by the resolutions of the Extraordinary General Shareholders Meeting, in accordance with the provisions of article 238 of the 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