

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

**BANCA COMERCIALA CARPATICA S.A.**

**No. 1/ [27.04.2016]/[28.04.2016]**

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 [•],

Legally and statutory met on [27]/[28] April 2016, at 14:00 hours, within the [first]/[second] convening at Ramada Hotel, Alfa Room, address 2 Emil Cioran St, 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 concluding by the Management Board, during the financial year 2016, of:**

**- any document for obtaining, alienating, exchanging or collateralising assets included in the category of fixed assets of the Bank, when their value exceeds, separately or cumulatively, during a financial year, 20% of the total fixed assets, less receivables;**

- any lease of tangible assets for a period of more than one year, when their individual or cumulated value towards a single co-contractor or towards persons involved or acting in concert exceeds 20% of the total fixed assets, less receivables, as of the execution date of the relevant legal document, and also associations for periods of more than one year, exceeding the same value.

In case of transition to the one-tier management system, the above approval is considered given to the Management Board.

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 empowerment of [ ], to undertake all the legal formalities necessary for fulfilling all the publication requirements for the resolutions approved by the EGSM on 27.04.2016 or 28.04.2016, 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 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 17.05.2016 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 3 pages, today [27]/[28] April 2016.

**Chairman of the Meeting**

[•]

**Secretary of the Meeting**

[•]