

**Special power of attorney
for legal person shareholders
for the Ordinary General Shareholders Meeting (OGSM) of
Banca Comerciala CARPATICA S.A
Of 27.04.2016/28.04.2016**

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 OGSM, **I hereby appoint**¹..... domiciled in with identity card/passport series.....no., as my representative in the OGSM of Banca Comerciala CARPATICA S.A., which will take place on **27.04.2016**, 13.00 hours at Ramada Hotel, Alfa Room, address 2 Emil Cioran St, Sibiu, Sibiu county, or on the date of the second OGSM convened on **28.04.2016**, 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 **18.04.2016**, as follows:

OGMS Agenda

1. Presentation and approval of the individual and consolidated annual financial statements as at 31.12.2015, prepared in accordance with the International Financial Reporting Standards, based on the reports presented by the Management Board and the Supervisory Board and of the auditor's financial report regarding the financial statements of the Bank.

For

Against

Abstain.....

2. Approval of discharge of the Management Board for the financial year 2015.

For

Against

Abstain.....

3. Approval of the revenues and expenses budget and of the business plan for the financial year 2016.

For

Against

Abstain.....

4. Approval of discharge of the Management Board regarding the mandates given by the resolutions of Carpatica's general meeting of shareholders for:

1 According to art. 16.11 from 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."

- the adoption of austerity measures (saving) regarding the organization and the management of the Bank, in correlation with the volume of the turnover, business and performance (mandate given by the OGMS Resolution no. 2/ 18 June 2015)
- decreasing and increasing the share capital of the Bank (mandate given by the EGMS Resolution no. 1 and 2/ 18 June 2015 and the EGMS Resolutions no. 1 and 2/ 09 October 2015)
- the empowerment of the Management Board to take the necessary measures in order to transfer to the one-tier management system (mandate given by the EGMS Resolution no. 5/ 18 June 2015).

For **Against** **Abstain.....**

4¹. Approval of the remuneration of the Management Board members for the year 2016.

For **Against** **Abstain.....**

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 27.04.2016 and/or 28.04.2016, as well as approval of the power to appoint other person in order to fulfil the formalities mentioned above.

For **Against** **Abstain.....**

6. Approval of **17.05.2016** 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.

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 OGSM, 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 OGSM was published;

The special power of attorney date

LAST AND FIRST NAME OF THE LEGAL REPRESENTATIVE

Signature

Legal person's stamp