

**DRAFT RESOLUTION OF THE ORDINARY GENERAL SHAREHOLDERS MEETING OF
BANCA COMERCIALA CARPATICA S.A.**

No. 3 [07.07.2016]/[08.07.2016]

The ordinary general shareholders meeting of Banca Comerciala Carpatica S.A. (the "**Meeting**" company administered in a single-tier system, incorporated and operating under Romanian law, with registered seat in Sibiu, no. 1 Autogarii Street, Sibiu county, registered at the Trade Registry Office attached to Sibiu Tribunal under no. J32/80/1999, fiscal code RO 11447021 (the "**Bank**"), having a subscribed and paid up share capital of 220,274,282.20 lei, legally and statutory convened, in accordance with art 111 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 with art. 8.2 and 9 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 [07]/[08] July 2016, at 13:00 hours, within the [first]/[second] convening at the Meeting Room E, located in 31-33 Brezoianu Ion Actor Street, 1st floor, Sector 1, Bucharest, 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 in 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 validly expressed votes in the Meeting, [] votes "against" representing []% from the total number of validly expressed votes in the Meeting and [] "abstentions" representing []% from the total number of validly expressed votes in the Meeting]

it is approved

The remuneration of the Supervisory Board members for the corresponding period of 2016 in which they exercised their duties, at the same level as the one established by OGMS Resolution no. 5/28.04.2015, namely:

- **15% of the gross monthly remuneration of the General Manager, for the Chairman of the Supervisory Council, payable at the same date as the remuneration of the General Manager;**
- **10% of the gross monthly remuneration of the General Manager, for each of the other Supervisory Council members, payable at the same date as the remuneration of the General Manager,**

as well as providing medical insurance to the Supervisory Board members, at the same level as the insurance provided by the Bank to its employees.

2. [With unanimity of votes validly expressed in 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 validly expressed votes in the Meeting, [•] votes "against" representing [•]% from the total number of validly expressed votes in the Meeting and [•]"abstentions" representing [•]% from the total number of validly expressed votes in the Meeting]

it is approved

The empowerment of [•], to perform all the legal formalities necessary for fulfilling all the publication requirements for the resolutions approved by the OGSM on 07.07.2016 and/or 08.07.2016, as well as approval of the power to appoint other person in order to fulfil the formalities mentioned above.

3. [With unanimity of votes validly expressed in 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 validly expressed votes in the Meeting, [•] votes "against" representing [•]% from the total number of validly expressed votes in the Meeting and [•]"abstentions" representing [•]% from the total number of validly expressed votes in the Meeting]

[it is approved]

The date of 25.07.2016 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 Bucharest, in [4] original copies, each having a number of 2 pages, today [07]/[08] July 2016.

Chairman of the Meeting

[•]

Secretary of the Meeting

[•]