

**Special power of attorney
for legal person shareholders
for the Ordinary General Shareholders Meeting (OGSM) of
Banca Comerciala CARPATICA S.A
of 07.07.2016/08.07.2016**

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 **07.07.2016**, 13.00 hours at the Meeting Room E, located in 31-33 Brezoianu Ion Actor Street, 1st floor, 1st District, Bucharest, or on the date of the second OGSM convened on **08.07.2016**, 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 **30.06.2016**, as follows:

OGMS Agenda

1. Presentation and approval of the consolidated annual financial statements as of the date of 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 the revenues and expenses budget and of the business plan for the financial year 2016.

For

Against

Abstain.....

3. Approval of 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,

¹According to art. 125 (5) of Law 31/1990 on companies as republished: "Subject to the decision's becoming null, the company's administrators and clerks may not represent the shareholders if, without their votes, the required majority would not have been met."

