

**DRAFT DECISION OF THE EXTRAORDINARY GENERAL ASSEMBLY OF THE
SHAREHOLDERS of**

BANCA COMERCIALA CARPATICA S.A.

No. 2 / [05.10.2016]/[06.10.2016]

Extraordinary General Assembly of the Shareholders of Banca Comerciala Carpatica S.A. ("**Assembly**") company administered under a unitary system, incorporated and existing under the laws of Romania, registered with the Trade Register Office attached to the Law Court of Bucharest under number J40/9252/2016, fiscal identification code RO 11447021, with its registered office in Bucharest, Sector 1, 31 BREZOIANU ION, ACTOR Street, 1st and 2nd floors and attic, having subscribed and paid up share capital amounting to RON 220,274,282.2, (hereinafter referred to as the "**Bank**") legal and statutory convened, in accordance with Art. 113 and Art. 117 para. (1) of the Law 31/1990 on companies, as republished, Art. 243 of the Law no. 297/2004 on capital market, of Art. 5 of the National Securities Commission Regulation no. 6/2009 on the exercise of certain shareholder rights in relation to general meetings of companies and Art. 8.3 and 9 of the articles of incorporation of the Bank, by publishing the convening notice in the Official Gazette of Romania, Part IV no. []/[] and in the newspaper "[]", edition [], and by sending the convening notice to the Bucharest Stock Exchange and to the Financial Supervisory Authority by the current ratio from [],

Legal and statutory convened on [05.10.2016]/[06.10.2016], time 14.00 in the [first][second] convocation at the head office of the Bank in Bucharest, Sector 1, 31 BREZOIANU ION, ACTOR Street, 1st and 2nd floors and attic, room [], present in person or by representative or by vote by correspondence of a number of shareholders []owning [] a number of voting shares, representing [] % of the total number of voting rights, respectively [] % of the share capital of the Bank,

DECIDES

1. [With unanimity of validly expressed votes held by the shareholders present, representatives or persons who have voted by correspondence at the Assembly]/

[With a total number of shares for which there have been expressed valid votes, [] respectively voting rights validly expressed, representing []% of the share capital of the Bank and [] % of the voting rights attached to the shares representing the share capital of the Bank, [] of which [] votes "for" representing []% of the total number of votes owned by the shareholders present, representatives or persons who have voted by correspondence in the Assembly, [] votes "against" representing []% of the total number of votes owned by the shareholders present, representatives or persons who have voted by correspondence in the Assembly and [] "abstentions" representing [] % of the total num-

ber of votes owned by the shareholders present, representatives or persons who have voted by correspondence in the Assembly]

there is approved

The amendment of Art. 14.6. of the Articles of Incorporation of Banca Carpatica, as follows:

"14.6. The Board of Directors shall convene the ordinary general assembly of the shareholders of the Bank having on the agenda the appointment of one or more directors who shall meet at least three (3) months before the expiry of the mandate of any of them. The Board of Directors shall convene the ordinary general assembly of the shareholders of the Bank having on the agenda the appointment of one or more directors as soon as: (i) has received the act of renunciation of the mandate from one or more members of the Board of Directors or (ii) one or more members of the Board of Directors were dismissed under the law, and acts of renunciation and / or revocation / revocations from (i) and / or (ii) cause a decrease of the number of directors under the legal minimum of 3 members. In case of vacancy of one or more positions of director, the Board of Directors may proceed to appoint provisional directors until the meeting of the ordinary general assembly of the shareholders of the Bank. "

2. [With unanimity of validly expressed votes held by the shareholders present, representatives or persons who have voted by correspondence at the Assembly]/

[With a total number of shares for which there have been expressed valid votes, [•] respectively voting rights validly expressed, representing [•] % of the share capital of the Bank and [•] % of the voting rights attached to the shares representing the share capital of the Bank, [•] of which [•] votes "for" representing [•] % of the total number of votes owned by the shareholders present, representatives or persons who have voted by correspondence in the Assembly, [•] votes "against" representing [•] % of the total number of votes owned by the shareholders present, representatives or persons who have voted by correspondence in the Assembly and [•] "abstentions" representing [•] % of the total number of votes owned by the shareholders present, representatives or persons who have voted by correspondence in the Assembly]

there is approved

Empowering the persons who will sign on behalf of the shareholders the EGAS decisions, including any minutes or other documents or papers regarding the transfer of some assets or liabilities of the patrimony of Patria Bank in the patrimony of Banca Carpatica as effect of the Merger and to fulfill any and all formalities required by law for obtaining the approval of the competent authority, the registration, enforcement of EGAS decisions dated 05.10.2016 and / or 06.10.2016 adopted by the EGAS and to ensure their opposability against third parties and granting them the right to delegate to another person the mandate for the aforementioned formalities.

3. [With unanimity of validly expressed votes held by the shareholders present, representatives or persons who have voted by correspondence at the Assembly]/

[With a total number of shares for which there have been expressed valid votes, respectively [] voting rights validly expressed, representing []% of the share capital of the Bank and []% of the voting rights attached to the shares representing the share capital of the Bank, [] of which [] votes "for" representing []% of the total number of votes owned by the shareholders present, representatives or persons who have voted by correspondence in the Assembly, [] votes "against" representing []% of the total number of votes owned by the shareholders present, representatives or persons who have voted by correspondence in the Assembly and [] "abstentions" representing [] % of the total number of votes owned by the shareholders present, representatives or persons who have voted by correspondence in the Assembly]

there is approved

The date of 30.12.2016 as registration date for identifying shareholders who will be affected by the EGAS decisions in accordance with the provisions of Art. 238 of Law no. 297 / 2004 on capital market, as subsequently amended and supplemented.

4. [With unanimity of validly expressed votes held by the shareholders present, representatives or persons who have voted by correspondence at the Assembly]/

[With a total number of shares for which there have been expressed valid votes, [] respectively voting rights validly expressed, representing []% of the share capital of the Bank and [] % of the voting rights attached to the shares representing the share capital of the Bank, [] of which [] votes "for" representing []% of the total number of votes owned by the shareholders present, representatives or persons who have voted by correspondence in the Assembly, [] votes "against" representing []% of the total number of votes owned by the shareholders present, representatives or persons who have voted by correspondence in the Assembly and [] "abstentions" representing [] % of the total number of votes owned by the shareholders present, representatives or persons who have voted by correspondence in the Assembly]

there is approved

The date of 29.12.2016, as the ex-date, in accordance with the provisions of the ASF (Financial Supervisory Authority) Regulation 6/2009 on the exercise of certain shareholder rights in relation to general meetings of companies, as subsequently amended and supplemented.

This Decision was drafted and signed in Bucharest, in 4 original counterparts, each having a number of [] pages, today [05.10.2016] / [06.10.2016].

Chairman of the Assembly

Secretary of the Assembly

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