

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

**BANCA COMERCIALA CARPATICA S.A.**

**No. 1 / [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 number of votes

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

there is approved

The Merger by absorption of Banca Comerciala Carpatica S.A. as the acquiring company, and Patria Bank S.A., a joint stock company, incorporated and existing under the laws of Romania, administered under a unitary system, with its registered office in No. 1B Pipera Boulevard, Voluntari, Cubic Center, 7th floor, Ilfov county, Romania, authorized by the NBR (National Bank of Romania) as a credit institution, registered in the credit institutions' registry under number RB-PJR-26-020, having registration number with the Trade Register J23 / 2563 / 2016, sole registration code 4786360 ("Patria Bank"), in the capacity of acquired company ("Merger"), pursuant to the terms and conditions provided in the merger project dated August 12, 2016 published on the websites of Banca Carpatica (www.carpatica.ro) and Patria Bank (www.patriabank.ro) on August 19, 2016 (the "Merger Project") and, therefore, the approval of the Merger Project, the interim financial information on May 31, 2016, audited, of the Bank and Patria Bank underlying the Merger Project, and Merger's effects, including but not limited to:

- a. transfer by universal title of all assets and liabilities, respectively rights and obligations related to the overall patrimony of Patria Bank towards Banca Carpatica, including but not limited to transfer of all secondary offices from Patria Bank towards Banca Carpatica as a result of the Merger, as these secondary offices are identified in the list attached to this convening notice.
- b. increase of the share capital of Banca Carpatica from the value of RON 220,274,282.20 to the value of RON 376,239,921.30, divided into 3,762,399,213 shares, each having a nominal value of RON 0.1 / share.

The share capital of Banca Carpatica shall be increased as a result of the Merger by issuing a number of 2,972,995,407 new, registered, ordinary shares, each having a nominal value of RON 0.1 / share, new shares which will be allocated to Patria Bank's shareholders, according to the exchange ratio mentioned in the Merger Project. Therefore, Banca Carpatica should record a share capital increase amounting to RON 297,299,540.70 (2,972,995,407 new shares X RON 0.1 nominal value). However, according to Art. 250 of Law no. 31/1990 on companies, the shares owned by Patria Bank in Banca Carpatica will not be exchanged for shares issued by Banca Carpatica; therefore, a total number of 1,413,339,016 issued by Banca Carpatica and owned by Patria Bank on the date of the Merger Project will be canceled.

- c. the change of the name of the acquiring company from Banca Comercială Carpatica S.A. in Patria Bank S.A.;
- d. The date on which the Merger will be effective, which is the first day of the calendar month following the calendar month in which all necessary approvals are obtained and the necessary formalities are met, respectively when there shall be obtained prior approval of the National Bank of Romania and when there is written the judge's decision issued by the competent court through which the Merger is approved and there shall be ordered the regis-

tration of its effects within the National Trade Register Office ("Implementation Date");

- e. **dissolution without liquidation of the Patria Bank, in the capacity of the acquired company, as a result of the Merger.**

- 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

**The amendment to the articles of incorporation of Banca Carpatica as a result of the Merger, following the changes to take effect from the Merger Implementation Date:**

- a. **The title of the articles of incorporation shall be amended as follows: "Articles of Incorporation of Patria Bank S.A.";**

- b. **Art. 1.1. and Art. 1.2. are amended to read as follows:**

**"1.1. Patria Bank S.A. is a Romanian legal entity, incorporated and existing as a joint stock company administered under a unitary system, in accordance with the laws in force in Romania, especially the companies' law and the banking legislation and with these Articles of Incorporation, legally authorized by the National Bank of Romania ("NBR") as Romanian credit institution."**

**"1.2. The legal and commercial name of the company is Patria Bank S.A.. In these Articles of Incorporation, Patria Bank S.A. shall be called the "Bank".**

- c. **Art. 4.1. is amended to read as follows:**

**"4.1. The Bank's share capital, fully subscribed and paid by shareholders is of RON 376,239,921.30, divided into 3,762,399,213 registered, ordinary shares, each having a nominal value of RON 0.1 . "**

- 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

**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.**

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 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.**

5. [With unanimity of validly expressed votes held by 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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