

**Special power of attorney
for shareholders legal entities
for the Extraordinary General Assembly of the Shareholders (EGAS) of
Banca Comerciala CARPATICA S.A.
of 05.10.2016/06.10.2016**

The undersigned..... registered with the Trade Register under no., legally represented by owner of IC/IB series no. domiciled in, owner ofshares, representing % of the total number of shares issued by Banca Comerciala CARPATICA S.A., conferring me voting rights, representing..... % of the total number of votes in **EGAS**, ¹I hereby delegate domiciled in, identified by IB/IC series no. as my representative in the EGAS of Banca Comerciala CARPATICA S.A., convened for the date of **05.10.2016**, time 14:00, at the head office of Banca Comerciala CARPATICA in Bucharest, Sector 1, 31 BREZOIANU ION, ACTOR Street, 1st and 2nd floors and attic, room E or on the date of **06.10.2016**, time 14:00, for the second EGAS, in case the first could not be held, to exercise the voting right related to my holdings registered in the shareholders' registry on the reference date of **26.09.2016**, as follows:

THE AGENDA OF THE EGAS

1. Final approval of 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.

¹ According to Art. 125 (5) of Law 31/1990 on companies, as republished: "The members of the board of directors, the managers, respectively the members of the executive board and of the supervisory board, or the officials of the company may not represent the shareholders, under the nullity sanction, if without their vote would not have obtained the required majority."

- 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 registration 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.

For

Against

Abstention

2. Approval of the following amendments 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 . "

For

Against

Abstention

3. Approving 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. "

For

Against

Abstention

4. 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.

For

Against

Abstention

5. Approval of 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.

For

Against

Abstention

6. Approval of 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.

For

Against

Abstention

I hereby attach:

- the copy of the valid ID of the legal representative;

- in the cases provided for in the convening notice of the EGAS, the certificate of good standing issued by the Trade Register or any other equivalent document in original or certified true copy issued by a competent authority of the State in which the shareholder is legally registered and certifying the quality of legal representative, certificate or equivalent document that is not older than 3 months before the publication date of the EGAS convening notice;

Date of granting the power of attorney

SURNAME AND FORENAME OF THE LEGAL
REPRESENTATIVE.....

Signature

Company's stamp