

PROCEDURE FOR WITHDRAWAL OF SHAREHOLDERS FROM
Banca Comercială Carpatica S.A.
in the context of the merger with Patria Bank S.A.

Given that:

- (a) on the 2nd of April, 2016, the Extraordinary General Meeting of Shareholders of Banca Comercială Carpatica S.A. ("**Banca Carpatica**") approved the initiation of the merger between Banca Carpatica (as the acquiring company) and Patria Bank S.A. ("**Patria Bank**") (as the acquired company) and authorised the directors of Banca Carpatica to draw up the Merger Project ("Merger Project") **together with** the directors of Patria Bank;
- (b) on the 21st of April, 2016, the Extraordinary General Meeting of Shareholders of Patria Bank approved the initiation of the merger between Banca Carpatica (as the acquiring company) and Patria Bank (as the acquired company) and authorised the directors of Patria Bank to prepare the Merger Project together with the directors of Banca Carpatica;
- (c) on the 12th of August, 2016 the Boards of Directors of Banca Carpatica and Patria Bank approved the Merger Project which was submitted for registration to the Trade Register Office attached to Bucharest Court and Ilfov Court respectively, the requests for registration being approved on the 18th of August, 2016;
- (d) since the 19th of August, 2016, the Merger Project has been continuously available on the web pages of Banca Carpatica and Patria Bank respectively, and since the 23rd of August, 2016 it has been available on the web page of the National Trade Register Office;
- (e) On the 2nd of September, 2016, the convocation of the Extraordinary General Meeting of Shareholders of Banca Carpatica for the 5th of October, 2016 (the second convocation on the 6th of October, 2016 respectively if the quorum is not met upon the first convocation), in the agenda being, among others, the approval of the Merger Project;
- (f) On the 2nd of September, 2016, the convocation of the Extraordinary General Meeting of Shareholders of Patria Bank for the 5th of October, 2016 (the second convocation on the 6th of October, 2016 respectively if the quorum is not met upon the first convocation), in the agenda being, among others, the approval of the Merger Project;

Upon demand, according to article 134 and article 103 of Companies Law no. 31/1990, as further amended and supplemented and observing the limits required by the laws applicable to the credit institutions, Banca Carpatica grants the right of withdrawal to the shareholders of Banca Carpatica who shall not vote in favor of the approval of the Merger

Project under the terms and in accordance with this procedure of withdrawal ("**Procedure**").

This procedure is approved by the Board of Directors of Banca Carpatica and shall come into force on the date of the resolution of the Extraordinary General Meeting of Shareholders of Banca Carpatica approving the final Merger Project and the effects thereof, namely the 5th of October, 2016 (or 6th of October, 2016 if a second convocation shall be held **by the** General Meeting) ("Resolution"). For the avoidance of any doubt, if the shareholders of Banca Carpatica do not approve the Merger Project and the effects of the merger, this Procedure does not produce any effects and the shareholders of Banca Carpatica have no right of withdrawal in accordance with article 134 of Companies Law 31/1990.

1. Definitions and interpretation

1.1 In this Procedure, the terms and expressions below shall have the following meanings:

Entitled Shareholder	A person who cumulatively meets the conditions set out in section 2.1. (<i>Entitled Shareholders</i>) below;
Eligible Shares	The number of shares held by an Entitled Shareholder and calculated in accordance with paragraph 2.2.1 below;
Unavailable Shares	The Eligible Shares for which it has exercised the Right of Withdrawal, effectively made unavailable by the Central Depository S.A. in the account in Section 1 of the Entitled Shareholder on the Unavailability Date, as defined below;
Meeting	The Extraordinary General Meeting of Shareholders of Banca Carpatica convened for the 5th of October, 2016 (first convocation) and 6th of October, 2016 (second convocation) on whose agenda lies the final approval of the Merger Project;
NBR	National Bank of Romania;
Board of Directors	of Board of Directors of Banca Carpatica;
Registration Date	30th of December, 2016;
Reference Date	26th of September, 2016, namely the reference date used to identify the shareholders entitled to attend the Meeting and to vote by virtue of the shares held on that date;
Unavailability Date	The calendar date on which the Central Depository S.A. shall actually freeze the Eligible Shares in the account of the Entitled Shareholder as a result and on the basis of the request for withdrawal; the unavailability of Eligible Shares shall be made 15 business days prior to the date established

for the payment of the price in accordance with paragraph 4.5 below;

Central Depository		Central Depository S.A., with the registered office in 34-36 Carol I Bd., 3rd, 8th and 9th floors, 2nd district, postal code 020922, Bucharest, Romania, is the institution providing the services of warehousing, registry, clearing and settlement of transactions in financial instruments and which maintains the Shareholders Register of Banca Carpatica;
Right of Withdrawal	of	The right of the Entitled Shareholders to withdraw from Banca Carpatica and request the purchase of Unavailable Shares by Banca Carpatica, under the conditions and in accordance with this Procedure;
Capital Law	Market	Law 297/2004 on the capital market, as further amended and supplemented;
Companies Law		Companies Law 31/1990, republished, as further amended and supplemented;
Exercise Period		The period of 30 calendar days from the date of adoption of the Resolution in which the Entitled Shareholders can exercise their Right of Withdrawal, namely any business day from the 5th of October, 2016 to the 7th of November, 2016.
Price of Withdrawal	of	Gross price paid by Banca Carpatica for each share redeemed as a result of the exercise of the right of withdrawal in accordance with this Procedure, namely 0.0896 RON/share.
Section 1		Section 1 of the Shareholders Register of Banca Carpatica as reflected in the information systems of the Central Depository which includes the shares held by Banca Carpatica which are not shown in the accounts opened at intermediaries (credit institutions/financial investment service companies/custodians) which are participants in the Central Depository system.
Section 2		Section 2 of the Shareholders Register of Banca Carpatica as reflected in the information systems of the Central Depository which includes the shares held by Banca Carpatica which are shown in the accounts opened at intermediaries (credit institutions/financial investment service companies/custodians) which are participants in the Central Depository system.

- 1.2 Any number of days mentioned in this Procedure shall be calculated by excluding the day on which the period starts to run and the day on which the period ends. If the date on which the period ends is a non-business day, then the period shall be deemed as ended on the following business day.

2. Right of Withdrawal

2.1 Entitled Shareholders

Entitled Shareholder is any person who cumulatively fulfils the following conditions:

- (a) did not vote in favor of the Resolution, namely (i) voted against the Resolution, (ii) refrained from voting or (iii) was not present, personally or by representation or through the exercise of voting by mail, at the Meeting; and
- (b) is a shareholder of Banca Carpatica both on the Reference Date (26th of September, 2016), and on the Registration Date (30th of December, 2016).

2.2 Number of shares subject to the Right of Withdrawal

2.2.1 The Eligible Shares shall be determined as the number of shares owned by the Entitled Shareholder both on the Reference Date and the Registration Date, in accordance with the Shareholders Register of Banca Carpatica held by the Central Depository S.A.. If the number of shares held by the Entitled Shareholder on the Registration Date is greater than the number of shares held by the Entitled Shareholder on the Reference Date then the Eligible Shares shall be determined as the number of shares owned by the Entitled Shareholder on the Reference Date.

2.2.2 Right of Withdrawal of an Entitled Shareholder may be exercised exclusively on all Eligible Shares, not allowing the partial exercise of the Right of Withdrawal.

2.2.3 If on the Unavailability Date:

(a) the account of the Entitled Shareholder in Section 1 has a number of shares lower than the Eligible Shares for which the Right of Withdrawal has been exercised, the Central Depository S.A. shall freeze the existing number of shares in the account in Section 1 of the Entitled Shareholder on the Unavailability Date in compliance with the limits laid down in sections 2.4.4 and 2.4.5 of this Procedure;

(b) the account of the Entitled Shareholder in Section 1 has a number of shares equal to or superior to the Eligible Shares for which the Right of Withdrawal has been exercised, the Central Depository S.A. shall make unavailable only the Eligible Shares for which the Right of Withdrawal has been exercised in compliance with the limits laid down in section 2.4 of this Procedure.

2.2.4 If the Eligible Shares are recorded in Section 2, the Entitled Shareholder shall be obliged to take the necessary steps for the transfer of the Eligible Shares from Section 2 to Section 1 so that they can be recorded in Section 1, not later than one business day before the Unavailability Date.

2.3 Banca Carpatica's obligation to redeem the Unavailable Shares

- 2.3.1 Banca Carpatica's obligation to redeem the Unavailable Shares has as exclusive object the Unavailable Shares, in compliance with the limits set out in section 2.4 of this Procedure.
- 2.3.2 Banca Carpatica's obligation to redeem the Unavailable Shares held by an Entitled Shareholder is created on the Unavailability Date and is affected by the cumulative performance of the following suspensive conditions:
- (a) implementation of the merger and its effects;
 - (b) existence in the account in Section 1 of the Entitled Shareholder of Eligible Shares which were made unavailable in accordance with paragraph 2.2.3 and implicitly the payment by the Entitled Shareholder of the share unavailability rate charged by the Central Depository;
 - (c) submission within the Exercise Period of all documents listed in this Procedure, each of these documents fulfilling all the substantive and formal requirements referred to in this Procedure; and
 - (d) prior approval by the NBR of share redemption transaction by Banca Carpatica. If the NBR prohibits or limits the redemption transaction or lays down requirements relating to prudential indicators determining the limits of the redemption transaction by Banca Carpatica (post-merger) of Eligible Shares, the obligation of Banca Carpatia shall arise only within the limits and conditions imposed by the express approval granted by NBR for each redemption transaction, in accordance with the provisions of section 2.4 of this Procedure.

Given the nature of regulated institution of Banca Carpatica and at the same time the nature of institution of public interest as a result of specific activity of drawing deposits, Banca Carpatica must make sure that, while respecting all legal rights of the shareholders, it also ensures the compliance with the specific regulatory framework applicable to the credit institutions and operates under the conditions of continuity, prudence and responsibility towards all stakeholders.

- (e) The compliance with article 103 index 1 of Law 31/1990 which provides that a company is allowed to acquire its own shares in compliance with, inter alia, the condition that payment of acquired shares is made only from the distributable profit or available reserves of the company, inscribed in the last approved annual financial statement, except for the legal reserves.

- 2.4 The prior approval by NBR of the share redemption transaction related to the exercise of the Right of Withdrawal
- 2.4.1 The redemption of Unavailable Shares due to the exercise of the Right of Withdrawal by the shareholders of Banca Carpatica results in the acquisition of own shares by Banca Carpatica.
 - 2.4.2 The acquisition of own shares leading to the capital return to the shareholders shall be subject to prior approval by NBR in accordance with the provisions of the EU Regulation no. 575/2013, articles 77 and 78.

Banca Carpatica shall take all necessary steps to request the prior approval of NBR in the shortest time and in compliance with the statutory periods since all the necessary documents for obtaining the NBR approval are available.

- 2.4.3 NBR approves the own share redemption, if Banca Carpatica proves it, and this evidence is satisfactory for NBR, that the own funds of Banca Carpatica after the redemption transaction shall lie to an acceptable level in prudential terms.
- 2.4.4 At the same time NBR may impose Banca Carpatica to limit the redemption of shares in order to maintain its own funds at an appropriate level.
- 2.4.5 Thus, if the hypothesis in paragraph 2.4.4 above materialises, namely that a limit by the NBR is required as regards the transaction of redemption of Eligible Shares for which the Right of Withdrawal has been exercised, the redemption transaction shall not take place according to this Procedure, but it shall be postponed until a later date, respectively until Banca Carpatica shall fulfil all the legal conditions to obtain the NBR approval and/or to comply with the requirements imposed by NBR, and the Right of Withdrawal and this Procedure shall not take effect until that time.
- 2.4.6 If the hypothesis in paragraph 2.4.4 above materialises in conjunction with the observance of all provisions of section 2.3.2, the Board of Directors shall annually assess the classification of the level of own funds of Banca Carpatica in case of the redemption transaction, at an acceptable level in prudential terms, in compliance with the legal requirements and the requirements of NBR.
- 2.4.7 If, following the assessments, the Board of Directors notes that the prudentiality requirements might be deemed as fulfilled, the Board of Directors shall initiate the formalities for obtaining the NBR approval to implement the procedure of withdrawal. In accordance with the applicable regulations, the request for approval of withdrawal procedure implementation must be submitted to the NBR not later than 3 months before the intended date of that transaction, and the notice of redemption intention can be made public only after obtaining the prior approval of NBR.
- 2.4.8 The Board of Directors shall publish at the latest within 15 days from the date of NBR approval in accordance with paragraph 2.4.7 but in good time before the Unavailability Date, by sending a current report to the Financial Supervisory Authority and Bucharest Stock Exchange and by posting on the web page of Banca Carpatica which shall contain the following:

- a. the number of shares which shall be subject to the share redemption transaction corresponding to the value of redemption for which it has received the prior NBR approval;
 - b. the information relating to the Unavailability Date, Payment Date and at the maturity of the obligation to pay the Price of Withdrawal.
- 2.4.9 It is possible that as a result of assessments carried out according to paragraph 2.4.6 and 2.4.7 above or the limits imposed by NBR as a result of the requests for approval of redemption transactions, the Board of Directors finds that the level of own funds only allows a partial redemption. In this case, Banca Carpatica shall begin the procedure of withdrawal in several stages, in each stage redeeming a limited number of Unavailable Shares for which the Right of Withdraw has been exercised, according to paragraph 2.4.10 below.
- 2.4.10 If the redemption of shares is carried out in several stages, in each stage the number of Unavailable Shares for each Entitled Shareholder shall be determined as a product between the number of Eligible Shares for which the Right of Withdrawal has been exercised and the percentage share of the number of Eligible Shares which may be redeemed in compliance with the appropriate level of own funds in the total number of Eligible Shares for which the Right of Withdrawal has been exercised.

If as a result of the application of the mechanism above, the number of Eligible Shares to be made available and redeemed is not a natural number, the actual number of Eligible Shares to be made unavailable for each Entitled Shareholder shall be determined by rounding the natural number immediately below.

3. Exercise Period of the Right of Withdrawal

The Entitled Shareholders can exercise the Right of Withdrawal in Banca Carpatica during the Exercise Period, i.e. during the period the 5th of October, 2016 - 7th of November, 2016.

4. Procedure of Withdrawal

4.1 Submission of the request for withdrawal

- 4.1.1 Any Entitled Shareholder shall be able to exercise the Right of Withdrawal by submitting during the Exercise Period the following documents:
- (a) The request for withdrawal from Banca Carpatica, in original, having the form and content laid down in Annex 1 to this Procedure, completed and duly signed by the Entitled Shareholder or its legal/conventional representative, as appropriate;
 - (b) In case of Entitled Shareholders - individuals:
 - i. Photocopy of the identity document of the Entitled Shareholder;

- ii. Authenticated power of attorney, in original and photocopy of the identity card of the representative, if the request is submitted by a representative;
- (c) In case of Entitled Shareholders - legal entities:
- i. photocopy of the certificate of incorporation of the Entitled Shareholder or an equivalent document;
 - ii. confirmation of company details issued by the Trade Register or any other equivalent document, in original or a certified copy issued by a competent authority of the State in which the shareholder is legally registered and certifying the capacity of legal representative; the certificate or equivalent document mentioned above must not be older than 3 months before the date of submitting the request for withdrawal (by way of exception in the case of legal entity shareholders or entities without legal personality when the capacity of legal representative is established on the basis of the list of shareholders as of the Reference Date, received from the Central Depository S.A., a confirmation of company details is no longer necessary);
 - iii. authenticated power of attorney, in original, if the request for withdrawal is not signed by the legal representative.
- 4.1.2 In the event that any of the documents referred to in paragraph 4.1.1. above is written in a foreign language other than English, the Entitled Shareholder shall submit them together with a certified translation into Romanian or English.
- 4.1.3 The documents referred to in paragraphs 4.1.1 and 4.1.2 above may be submitted no later than the 7th of November, 2016, 5.00 P.M. (EET), as follows:
- (a) submitted to the registry office of Banca Carpatica, with the registered office in Bucharest, 31 Brezoianu Ion Actor St., 1st, 2nd and attic floor, postal code 010131 in any business day, within 8.00 A.M.-5.00 P.M. for Monday to Friday;
 - (b) sent via any type of courier with acknowledgement of receipt, so that they are recorded as being received in the registry office of Banca Carpatica, with the registered office in Bucharest, 31 Brezoianu Ion Actor St., 1st, 2nd and attic floor, postal code 010131, in a closed envelope, mentioning in writing and in capital letters "EXERCISE OF **THE RIGHT OF WITHDRAWAL**".

4.2 Shares Unavailability

- 4.2.1 The Unavailable Shares shall be frozen in the account by the Central Depository since the Unavailability Date and up to the date of completion of the transfer of ownership of Unavailable Shares within the limits set out

in paragraph 2.4 of this Procedure, if applicable, from the Entitled Shareholder to Banca Carpatica.

4.2.2 The rate charged by the Central Depository for the unavailability of the shares shall be borne by the Entitled Shareholder.

4.3 Price of Unavailable Shares

4.3.1 The Price of Withdrawal (including any related fees and charges) proposed to be paid by Banca Carpatica for each Unavailable Share owned by an Entitled Shareholder exercising the Right of Withdrawal was established by Ernst & Young Service SRL appointed as authorised independent expert by resolution No. 128124 dated the 26th of July, 2016 issued by the Trade Register Office attached to Bucharest Court.

4.3.2 The Price of Withdrawal was established in accordance with the provisions of article 134 of Law 31/1990 as average value resulting from the application of two assessment methods.

To calculate the Price of Withdrawal of the shares issued by Banca Carpatica the market values of equity were determined on the 31st of May, 2016 (i.e. the date of the financial information underlying the preparation of the Merger Project), as they were established on the basis of the assessment reports issued by Ernst & Young Service SRL, with registered office in 15-17 Ion Mihalache Bd., 22nd floor, 1st district, Bucharest, registration number with the Bucharest Trade Register J40/15410/2003, tax identification no. 15906526, corporate membership in the National Association of Certified Appraisers in Romania no. 0328 as of the 1st of January, 2016.

ERNST & YOUNG Service SRL substantiated its conclusions regarding the market value of equity of Banca Carpatica, using 2 methods: 1) net asset method and 2) method based on the market.

On the Reference Date used for assessment, the number of fully subscribed and paid-up shares of Banca Carpatica was 2,202,742,822 shares.

According to the assessment report of Banca Carpatica drawn up by the assessor to establish the Price of Withdrawal, the market value on the 31st of May, 2016 was determined as follows:

- (a) the market value for 100% of Banca Carpatica equity determined on the basis of the net asset method was 194,304,000 RON, resulting in a share value of 0.0882 RON/share;
- (b) the market value for 100% of Banca Carpatica equity determined on the basis of the market approach method is 200,450,000 RON, resulting in a value per share of 0.0910 RON/share.

The average value per share resulted from the average of the two assessment methods, which is also the proposed Price of Withdrawal, is:

PRICE OF WITHDRAWAL: CARPATICA SHARE	0.0896	LEI/BANCA
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4.3.3 Banca Carpatica is not responsible for withholding or paying and shall not withhold or pay taxes or other governmental fees or tax debts in relation to the Price of Withdrawal. Every Entitled Shareholder shall require independent legal, tax or financial advice and shall adequately comply with all tax obligations resulting from the income obtained in relation to the Price of Withdrawal.

4.4 Revocation of the requests for withdrawal

4.4.1 The requests for withdrawal submitted according to this Procedure may be revoked by sending to Banca Carpatica a request for revocation of the request for withdrawal from Banca Carpatica, in original, having the form and content laid down in Annex 2 of this Procedure.

4.4.2 The requests for revocation of the requests for withdrawal may be submitted to Banca Carpatica only no later than 15 (fifteen) business days prior to the Unavailability Date. The request for revocation shall take effect from the moment of its receipt by Banca Carpatica and is final and irrevocable. An Entitled Shareholder who has revoked a request for withdrawal expressly waives the exercise of the Right of Withdrawal. For the avoidance of any doubt, the requests for revocation may be submitted only in respect of all Eligible Shares.

4.5 Payment of price

The payment of price for the Unavailable Shares to be transferred to Banca Carpatica within the limitations referred to in paragraph 2.4 of this Procedure shall be carried out through the Central Depository and the participants in the Central Depository System, in accordance with the laws on capital market, within 15 business days from the Unavailability Date. In the cases referred to in paragraphs 2.4.9 - 2.4.10, Banca Carpatica shall make public for each stage of redemption the Unavailability Date and Payment Date.

4.6 Transfer of ownership of Unavailable Shares

The ownership of Unavailable Shares shall be transferred, within the limits laid down in paragraph 2.4 of this Procedure, if applicable, from an Entitled Shareholder to Banca Carpatica, within a maximum of 3 (three) business days from the date of payment of the price for Unavailable Shares which shall be subject to the transfer, through direct transfer recorded in the Shareholders Register of Banca Carpatica by the Central Depository.

5. Miscellaneous

5.1 The Annexes to this Procedure are an integral part thereof and have the same legal force.

This procedure has been approved by the Board of Directors of Banca Carpatica by decision no. [●] dated [●].

Banca Comercială Carpatica S.A.

Annex 1

REQUEST FOR WITHDRAWAL FROM BANCA COMERCIALA CARPATICA S.A.

(in accordance with article 134 of Law no. 31/1990)

For individuals

The undersigned _____, _____ citizen, residing in _____, _____ St., building_____, ap._____, postal code_____ identified with _____, series _____, no. _____, personal identification no. _____, phone _____

For legal entities

The undersigned _____, entity organised and functioning under the laws in _____, with the registered office in_____, _____ St., building _____, ap._____, postal code _____, phone _____ registered with _____, under the no. _____, Tax Code _____, legally represented by _____, as _____, identified with _____, series _____, no._____, personal identification no. _____,

Being the shareholder of Banca Comercială Carpatica S.A., a joint stock company, one tier model, with the registered office in Romania, 31 Brezoianu Ion Street, 1st, 2nd and attic floor, 1st district, Bucharest, approved by NBR as credit institution registered with the register of credit institutions under the number RB-PJR-32-045, Trade Register number J40/9252/2016, tax identification no. 11447021 and having a fully subscribed and paid-up share capital amounting to RON 220,274,282.20 ("Banca **Carpatica**")

1. I request the withdrawal from Banca Carpatica through the redemption of shares by Banca Carpatica, in accordance with the provisions of article 134 of Companies Law no. 31/1990 and in accordance with the Procedure of withdrawal of shareholders from Banca Carpatica, as approved by the Board of Directors of the Bank ("**Procedure**").
2. Also, I hereby declare on my own responsibility, knowing the penal sanctions concerning false statements, that:
 - (i) I acknowledge, understand and agree unconditionally with the terms and conditions contained in the Procedure, being opposable to me and generating legal effects as far as I'm concerned, including, but without being limited to the method of calculation of the number of shares subject to the withdrawal from Banca Carpatica, including in case provided in section 2.4 of the Procedure;

- (ii) I meet and shall meet all the conditions laid down in the Procedure for exercising the right of withdrawal from Banca Carpatica, including but without being limited to, the condition of being a shareholder of Banca Carpatica both on the Reference Date and on the Registration Date, as these terms have been defined in the Procedure;
 - (iii) I am the exclusive owner of the Eligible Shares (as defined in section 1 (*Definitions and Interpretations*) of the Procedure) and the shares are unencumbered and can be freely disposed;
 - (iv) With the exception of the right to demand payment of the Unavailable Shares subject to the redemption within the limits set out in section 2.4 of the Procedure, if any, I quit any other claims with respect to or in connection with the Procedure or its implementation.
3. I declare that I acknowledge, understand and agree with the fact that they shall not be unavailable and therefore Banca Carpatica shall redeem only that number of Eligible Shares for which I have exercised the Right of Withdrawal (as defined in section 1 (Definitions and Interpretations) of the Procedure) which is in Section 1, *not later* than one business day before the Unavailability Date, within the limits laid down in section 2.4 of the Procedure. I declare that I shall pay the equivalent value of the price charged by the Central Depository in the Central Depository's account for making unavailable the Eligible Shares.
- 4. I am aware that the gross price of the Unavailable Shares is amounting to 0.0896 lei/share.**
5. The transfer of ownership of Unavailable Shares to Banca Carpatica and the payment of Unavailable Shares by Banca Carpatica, within the limits set out in section 2.4 of the Procedure, if any, shall be made in compliance with the procedures described in subsections 4.5 -*Payment of Price* and 4.6 - *Transfer of ownership of Unavailable Shares* of the Procedure.
6. I declare that I am aware that the payment of Unavailable Shares which shall be subject to the transfer within the limits set out in section 2.4 of the Procedure, if any, is done through the Central Depository and of participants in the Central Depository System in accordance with its own regulations, by bank transfer into the bank account whose holder I am and request Banca Carpatica to transfer the price determined in accordance with the Procedure in the following bank account whose holder I am:

IBAN

Bank

Agency/Branch

SWIFT code

7. This request for withdrawal equals to the offer to sell the Unavailable Shares within the limits set out in section 2.4 of the Procedure, where appropriate, under the terms and conditions laid down in the Procedure.
8. I hereby request the Central Depository and I authorise the Central Depository to make unavailable in Section 1 Eligible Shares, which I have transferred in Section 1 before the Unavailability Date in accordance with the Procedure.
9. I declare that I acknowledge, understand and agree with the fact that this request for withdrawal shall be accepted by Banca Carpatica exclusively in accordance with the terms and conditions stipulated in the Procedure, following that where it is found that one of the requirements of the Procedure is not met, the request for withdrawal shall be rejected.
10. I declare that by this request for withdrawal I authorise the Central Depository to transfer the ownership of Eligible Shares, within the limits in section 2.4 of this Procedure, where appropriate, to Banca Carpatica, through direct transfer recorded in the Shareholders Register of Banca Carpatica kept by the Central Depository without submitting any documents additional to those listed in the Procedure.

I declare that I acknowledge, understand and agree with the fact that where the National Bank of Romania ("BNR") (i) refuses to **approve the** acquisition of own shares related to the Right of Withdrawal by Banca Carpatica or (ii) limits the amount to be refunded as a result of the acquisition of shares by Banca Carpatica when exercising the Right of Withdrawal, Banca Carpatica shall not redeem the shares subject to this request, and shall redeem the Unavailable Shares, pro-rata from each Entitled Shareholder within the limit of the amount set by NBR.

11. I declare that I am responsible for the reality and accuracy of all information included in this request.
12. This request for withdrawal shall be supplemented by the provisions of the Procedure.

I submit to this request the following documents:

<i>No.</i>	<i>Type of document</i>	<i>Original/Photocopy</i>	<i>Number of pages</i>

_____ (*signature*)

Surname, forename (print)

Name (print)

Annex 2

REQUEST FOR REVOCATION OF THE REQUEST FOR WITHDRAWAL FROM BANCA COMERCIALĂ CARPATICA S.A.

For individuals

The undersigned _____, _____ citizen, residing in _____, _____ St., building _____, ap. _____, postal code _____ identified with _____, series _____, no. _____, personal identification no. _____, phone _____

For legal entities

The undersigned _____, entity organised and functioning under the laws in _____, with the registered office in _____, _____ St., building _____, ap. _____, postal code _____, phone _____ registered with _____, under the no. _____, Tax Code _____, legally represented by _____, as _____, identified with _____, series _____, no. _____, personal identification no. _____,

Being the shareholder of Banca Comercială Carpatica S.A., a joint stock company, one tier model, with the registered office in Romania, 31 Brezoianu Ion Street, 1st, 2nd and attic floor, 1st district, Bucharest, approved by NBR as credit institution registered with the register of credit institutions under the number RB-PJR-32-045, Trade Register number J40/9252/2016, tax identification no. 11447021 and having a fully subscribed and paid-up share capital amounting to RON 220,274,282.20 ("**Banca Carpatica**")

Given that:

- i. On [...] I submitted to Banca Carpatica a "Request **for withdrawal from Banca Comercială Carpatica S.A.** " for a number of [...] shares which I hold,
 - ii. According to subsection 4.4. of the procedure of withdrawal of shareholders from Banca Carpatica, as approved by the Board of Directors of Banca **Carpatica** ("Procedure"), the requests for withdrawal from Banca Carpatica are revocable no later than 15 business days before the Unavailability Date (as defined in section 1 (Definitions and Interpretations) *of the Procedure*),
13. I demand the revocation of my request for withdrawal from Banca Carpatica, sent on [...], whereby I requested the redemption by Banca Carpatica, in accordance with the provisions of article 134 of the Companies Law no. 31/1990 and the Procedure, of shares which I hold in Banca Carpatica.

14. Also, I hereby declare on my own responsibility, knowing the penal sanctions concerning false statements, that:

- (i) I acknowledge, understand and agree unconditionally that the submission of this request is equal to the cancellation of the exercise of my Right of Withdrawal (as defined in section 1 (Definitions *and Interpretations*) of the Procedure), and therefore Banca Carpatica shall not redeem any share held by me in Banca Carpatica;
- (ii) This request for revocation of the request for withdrawal from Banca Carpatica is irrevocable.

_____ (*signature*)

Surname, forename (print)

Name (print)