

No. 12310 - 06/04/2015

To: **FINANCIAL SUPERVISORY AUTHORITY**
BUCHAREST STOCK EXCHANGE

Subject: Current Report on GMS Convening for June 18th, 2015 additions on OGSM's and EGSM's agendas

Current report under C.N.V.M. Regulation No. 1/2006

Report date: 06/04/2015

Name of Issuer: **Carpatica Commercial Bank**

Headquarters: Sibiu, No. 1, Autogării St.

Phone / Fax No.: 0269/233985, 0269/233371

Unique Registration Code with the Trade Registry: RO11447021

Order number in the Trade Register: J32/80/1999

Subscribed and paid-up capital: 314,629,049.40 RON

Regulated market on which the issued securities are traded: Bucharest Stock Exchange

1. Important events

e) Other events

Considering the Ordinary General Shareholders Meeting and the Extraordinary General Shareholders Meeting called by Carpatica's Executive Board for June 18th, 2015 on its May 13th, 2015 meeting and the written request to supplement the GMS agenda of the following shareholders: Werner Keul, on his own behalf and as the legal representative of WK GROUP SRL Sibiu, Raicu Sever-Florian and Raicu Mihaela who together own 5.18% of Bank's share capital, registered by the Bank's Registry Office under no. 11956-06/02/2015, we notify you that Carpatica's Executive Board approved on its June 3rd, 2015 meeting to revise the convening notice for the **June 18th, 2015** Ordinary and Extraordinary General Meetings of Shareholders according to shareholders' requests.

Please find attached the revised convening notice for the **June 18th, 2015** GMS.

Yours sincerely,

General Manager,
Johan Gabriëls

Financial Markets Department,
Alina Maria Rusu

**REVISED CONVENING NOTICE OF
THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING
AND OF
THE ORDINARY GENERAL SHAREHOLDERS MEETING
OF BANCA COMERCIALA CARPATICA S.A**

The Management Board of Banca Comerciala CARPATICA S.A., a company managed under a two tier system, incorporated and operating in accordance with Romanian law, registered with the Trade Registry Office attached to the Sibiu Tribunal under number J32/80/1999, fiscal identification code RO 11447021, having its registered office in Sibiu county, 1 Autogării St., with a subscribed and paid up share capital of 314,629,049.40 lei (the "**Bank**"), in accordance with the provisions of art 117 of Law 31/1990 on companies, as republished, and of art. 15 of the Bank's Articles of Association,

Given the fact that:

- The Ordinary General Shareholders Meeting was called for June 18, 2015, at 10:00 AM, having, as agenda of the meeting, points 1- 4 as they were introduced by the Management Board
- The Extraordinary General Shareholders Meeting was called for June 18, 2015, at 11:00 AM, having, as agenda of the meeting, points 1- 3 as they were introduced by the Management Board
- Mr. Werner Keul, WK Group S.R.L, Mr. Raicu Sever-Florian and Ms. Raicu Mihaela in their capacity of shareholders of the Bank who jointly represent 5.18% of the share capital of the Bank, submitted, in accordance with art. 117¹ par. 1 from Law 31/1990 regarding companies and in accordance with CNVM Regulation no. 6/2009 on the exercise of certain rights of shareholders in company general meetings, by letter sent to the Bank on 01.06.2015 and received by the Bank on 02.06.2015, a written request for supplementing the agenda of the convening notice of June 18, 2015 Ordinary General Shareholders Meeting and Extraordinary General Shareholders Meeting,

In accordance with the provisions of art. 117¹ par. 3 from Law 31/1990 regarding companies, as republished,

SUPPLEMENTS THE AGENDA OF:

THE ORDINARY GENERAL SHAREHOLDERS MEETING ("OGSM")

Convened for **18.06.2015, 10:00 AM**, at "Sala Polivalenta" at Sibiu Business Centre, 5 Nicolaus Olahus Street, Corp B, Second floor, Sibiu, Sibiu county, with point 3.¹ as requested by the shareholders Werner Keul, WK Group S.R.L, Raicu Sever-Florian and Raicu Mihaela

Revised Agenda of the Ordinary General Shareholders Meeting:

1. Appointment of the Bank's financial auditor to audit the annual financial statements of the Bank as at 2015, 2016 and 2017 and establish the duration of the audit contract.
2. Appointment of two members of the Supervisory Board.
3. Approval of empowering any of the members of the Management Board to undertake all the legal formalities necessary for fulfilling all the publication requirements for the resolutions approved by the OGSM on 18.06.2015 or 19.06.2015, as well as approval of the power of these members to appoint other persons in order to fulfil the formalities mentioned above.

Point 3.¹ was included on the agenda at the request of the shareholders Werner Keul, WK Group S.R.L., Raicu Sever-Florian and Raicu Mihaela:

- 3.¹ Adoption of austerity measures (saving) regarding the organization and the management of the Bank, in correlation with the volume of the turnover, business and performance.
4. Approval of the date of 06.07.2015 as **record date** for identifying the shareholders upon which the resolutions of the OGSM will take effect, in accordance with the provisions of art. 238 of Law 297/2004 on capital markets.

AND OF

THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING ("EGSM")

Convened for **18.06.2015, 11:00 AM for the EGSM**, at "Sala Polivalenta" at Sibiu Business Centre, 5 Nicolaus Olahus Street, Corp B, Second floor, Sibiu, Sibiu county, with points 2¹, 2.¹¹ and 2² as requested by the shareholders Werner Keul, WK Group S.R.L., Raicu Sever-Florian and Raicu Mihaela.

Revised Agenda of the Extraordinary General Shareholders Meeting:

1. Approving the decrease of the share capital of the Bank with 204,491,908.30 RON, from 314,629,049.40 RON to 110,137,141.10 RON, by cancelling a number of 2,044,919,083 shares having a nominal value of 0.1 RON, pro-rata with the percentage held by each shareholder in the share capital of the Bank at the record date. The share capital decrease is made for the scope of partially covering the cumulated loss of the Bank registered at 31.12.2014 in amount of 204,491,908.30 RON.
 - 1.1. In implementing this resolution, the Management Board shall undertake all necessary acts and shall adopt all necessary decisions for the implementation of the EGSM resolution;
 - 1.2. If, from the mathematical computation, the number of shares that shall be held by a shareholder after implementing the share capital decrease is not a natural number, then the number of shares that will be effectively held by the respective shareholder after the cancelling of shares shall be rounded up to the next natural number;
 - 1.3. Amending the articles of association of the Bank, as follows:

Point. 7.1 from Art. 7 (*Share capital*) from Chapter 4 (*Share capital, increase and decrease of the share capital, shares, rights and obligations of the shareholders*) is modified and shall have the following content:

"7.1 The share capital of Banca Comerciala "Carpatica" S.A. is of 110,137,141.10 lei, subscribed and fully paid, divided in 1,101,371,411.00 shares with a nominal value of 0.1 lei each."

1.4. According to Article 129² from CNVM Regulation no. 1/2006, approving:

- (i) Date of 08.09.2015 as *Record Date* in connection with the share capital decrease, for the purpose of identifying the shareholders upon which the resolution regarding the share capital decrease will have effect;
- (ii) Date of 07.09.2015 as *Ex date*.

1.5. Approving the partial covering of the accounting loss registered at 31.12.2014, from the following elements:

- ❖ Share capital: 204,491,908.30 RON
- ❖ Inflation generated adjustments to the share capital: 16,119,702 RON
- ❖ Reported result from specific provisions: 93,427,061 RON*
- ❖ Reported result representing surpluses generated by reserves from revaluations: 11,895,376 RON*
- ❖ Reported result from applying IAS 29: 484,838 RON*

*Both cumulated losses proposed to be covered and the elements of the reported result used for covering the loss are presented in the financial statements on the line named Reported result/ (Cumulated loss), so that the impact on a presentation level on the line Reported result/ (Cumulated loss) for covering the cumulated loss from the elements of the reported result is 0.

2. Approving the share capital increase with 110,137,141,10 RON, from the level of the share capital of 110,137,141.10 RON as registered after the share capital decrease, to the level of maximum 220,274,282.20 RON, under the following conditions:

- 2.1** The share capital increase shall be implemented after the registration of the share capital decrease to the level of 110,137,141.10 RON in the shareholders' registry kept by Depozitarul Central.
- 2.2** The share capital increase is made by issuing a number of 1,101,371,411 new, nominative, ordinary, dematerialized shares, each having a nominal value of 0.1 RON/share.
- 2.3** The issue price for a newly issued share, subscribed by exercising the preference right will be of 0.1 RON/share, respectively it will be equal to the nominal value of the share.
- 2.4** The share capital increase is made through offering newly issued shares for subscription, within the preference right, to (i) shareholders registered in the shareholders registry of the Bank at the record date related to the share capital increase and who did not sell their preference right or have partially sold their preference rights and to (ii) persons who acquired – in the trading period of the preference rights – preference rights from the shareholders registered in the shareholders registry of the Bank at the record date related to the share capital increase.

- 2.5** The preference rights shall be tradable on the spot regulated market operated by Bucharest Stock Exchange, according to the specific regulations of this market.
- 2.6** The number of preference rights shall be equal to the number of shares issued by the Bank, registered in the shareholders registry after the share capital decrease, respectively the number of the preference rights shall be of 1,101,371,411 preference rights, each shareholder registered in the shareholders registry at the record date related to the share capital increase receiving a number of preference rights equal to the number of shares held by the shareholder.
- 2.7** For subscribing one newly issued share within the preference right, a number of one preference right is required. A shareholder of the Bank, at the record date, who did not sell his preference rights, can acquire a maximum number of newly issued shares calculated by dividing the number of shares held by the respective shareholder at the record date by the number of preference rights needed to subscribe one newly issued share. Thus, a shareholder who did not sell his preference rights will be able to subscribe a number of newly issued shares equal to the number of preference rights held by him at the record date for the share capital increase, respectively a number equal to the number of existing shares held by the shareholder at the record date for the share capital increase.
- 2.8** The period for exercising the preference right will be a month starting from the date set out in the proportionate prospectus and shall begin at a date after the record date related to the share capital increase and after the date of publishing the resolution in the Official Gazette of Romania.
- 2.9** The newly issued shares remained unsubscribed within the period for exercising the preference rights shall be cancelled by the decision of the Management Board by which the actual result of the share capital increase is acknowledged and by which the amendment of the articles of association is approved, and therefore the value of the share capital increase shall be determined by reference to the shares actually subscribed within the period for exercising the preference rights.
- 2.10** The share capital increase is made for ensuring the implementation of the development plans of the Bank.
- 2.11** The Management Board is empowered to undertake any measure which is necessary for implementing the resolution regarding the share capital increase, including, but not limited to:
- (a) concluding agreements for the services needed for drawing up the documentation for implementing the share capital increase, including but not limited to drawing up the presentation document for the preference rights, the proportionate prospectus for the exercise of the preference right, as well as for the actual implementation of the share capital increase;
 - (b) the subscription period and the payment methods;
 - (c) the details of the trading of the preference rights on the regulated market;
 - (d) cancelling the unsubscribed shares;
 - (e) adopting all decisions which are necessary for the implementation of the resolution regarding the share capital increase;
 - (f) amending the articles of association of the Bank in accordance with the results of the share capital increase.
- 2.12** According to Article 129² from CNVM Regulation no. 1/2006, approving:

- (i) Date of 27.11.2015 as *Record Date* in connection with the share capital increase, for the purpose of identifying the shareholders upon which the resolution regarding the share capital increase will have effect, respectively the shareholders who are entitled to receive preference rights;
- (ii) Date of 26.11.2015 as *Ex date*.

2.13 Amending the articles of association of the Bank as follows:

2.13.1 Point. 8.2 from Art. 8 (*Share capital increase*) from Chapter 4 (*Share capital, increase and decrease of the share capital, shares, rights and obligations of the shareholders*) is modified and shall have the following content:

"8.2 The shares issued for the share capital increase shall be offered for subscription to the shareholders of the Bank, pro-rata with the number of shares held by the shareholders, with the possibility of exercising the preference right, if this right was not lifted or limited, in the term and conditions set out by the resolution of the extraordinary general shareholders meeting. The resolution of the extraordinary general shareholders meeting shall be published in the Official Gazette of Romania, Part IV, and for the exercise of the preference right, if the case may be, a one month term shall be granted, starting with the date of publication or with the date set out in the prospectus/proportionate prospectus, as the case may be."

2.13.2 Point. 8.3 from Art. 8 (*Share capital increase*) from Chapter 4 (*Share capital, increase and decrease of the share capital, shares, rights and obligations of the shareholders*) is eliminated.

Points 2.¹, 2.¹¹ and 2.² were included on the agenda at the request of the shareholders Werner Keul, WK Group S.R.L., Raicu Sever-Florian and Raicu Mihaela:

2.¹ Decreasing the number of the Supervisory Board's members from 5 to 3.

2.¹¹ Approving the amendments to the Bank's Articles of Association, as follows:

"Art. 18.2. The Supervisory Board consists of 3 members, appointed by the General Meetings of Shareholders for a period of 2 years, with the possibility of being re-elected. At least one member must be independent."

2.² Empowerment of the Management Board to take the necessary measures in order to transfer to a one tier management system.

3. Approval of empowering any of the members of the Management Board to undertake all the legal formalities necessary for fulfilling all the publication requirements for the resolutions approved by the EGSM on 18.06.2015 or 19.06.2015, as well as approval of the power of these members to appoint other persons in order to fulfil the formalities mentioned above.

Only persons registered as shareholders at the reference date of 8 June 2015 ("**Reference Date**") in the Bank's shareholders' registry kept with Depozitarul Central S.A. are entitled to participate and vote in the OGSM/EGSM.

Shareholders' proposals in respect of the general shareholders meeting

One or more shareholders representing, solely or together with other shareholders, at least 5% of the Bank's share capital (hereinafter referred to as the "**Initiators**") are entitled:

- (a) to add new items on the agenda of the OGSM/EGSM, provided that each item is accompanied by a justification or by a draft of resolution proposed to be adopted by the OGSM/EGSM; and
- (b) to present drafts of resolutions for items included or proposed to be included in the agenda of the OGSM/EGSM.

The Initiators' proposals regarding the including of new items on the agenda, as well as the draft resolutions for the items proposed to be included on the agenda of the OGSM/EGSM, accompanied by copies of the valid identification documents of the Initiator (in case of natural persons – identity bulletin/card and in case of legal persons - identity bulletin/card of the legal representative registered in the Bank's shareholders' list issued by Depozitarul Central S.A.), should be transmitted as follows:

- (a) submitted at the registered seat of the Bank in Sibiu, 1 Autogării St., postal code 550135, by 02.06.2015, before the Bank's closing hour 17:30, in sealed envelope, having clearly inscribed thereon with upper case letters "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF 18/19 JUNE 2015**".
- (b) sent by e-mail having attached an incorporated and extended electronic signature, as provided under Law 455/2001 on electronic signature, by 02.06.2015, before the Bank's closing hour 17:30, at capital@carpatica.ro, having in the subject line: "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF 18/19 JUNE 2015**".

The Bank' shareholders, regardless of their participation in the share capital, as well as present members of the Supervisory Board, may submit **candidate proposals for the appointment as member of the Supervisory Board** including information regarding the name, domicile and professional qualification of the proposed persons, accompanied by (i) copies of the valid identification documents of the shareholder (in case of natural persons – identity bulletin/card/passport and in case of legal persons - identity bulletin/card/pasport of the legal representative registered in the Bank's shareholders' list issued by Depozitarul Central S.A.), (ii) curriculum vitae and (iii) affidavit from the candidate, from which must result that the respective person is not in one of the incompatibility cases provided by the applicable legal framework or must state that the person understands to give up any incompatibility case for the purpose of being approved by the National Bank of Romania and that accepts the mandate, in case it will be appointed (the affidavit forms will be made available on www.carpatica.ro in the section About us/Shareholders/General Meeting of Shareholders). The candidates for the position of member of the Supervisory Board must fulfil the conditions imposed by the regulations of the National Bank of Romania. The candidate proposals together with the above mentioned documents can be transmitted as follows:

- (a) submitted at the headquarter of the Bank in Sibiu, 1 Autogării St., postal code 550135, by 02.06.2015, before the Bank's closing hour 17:30, in sealed envelope, having clearly inscribed thereon with upper case letters " **FOR THE GENERAL MEETING OF SHAREHOLDERS OF 18/19 JUNE 2015**".

(b) sent by e-mail having attached an incorporated and extended electronic signature, as provided under Law 455/2001 on electronic signature, by 02.06.2015, before the Bank's closing hour 17:30, at capital@carpatica.ro, having in the subject line: **"FOR THE GENERAL MEETING OF SHAREHOLDERS OF 18/19 JUNE 2015"**.

The list comprising information about the name, domicile and professional qualification of the proposed persons for the position of member of the Supervisory Board will be available on the website of the Bank (www.carpatica.ro) and at the headquarters of the Bank, list which can be viewed and supplemented by the shareholders.

The revised agenda, including the items proposed by the above mentioned shareholders will be published in accordance with the legal requirements and the article of association provisions regarding the convening of the OGSM/EGSM by the latest on 05.06.2015.

Questions related to the general shareholders meeting

The Bank's shareholders, regardless of their participation to the share capital, may address written questions in relation to the items included in the agenda of the OGSM/EGSM, accompanied by a copy of the valid identification document of the shareholder (in case of natural persons, identity bulletin/card and in case of legal persons, identity bulletin/card of the legal representative registered in the Bank's shareholders' list issued by Depozitarul Central S.A.) to the registered seat of the Bank in Sibiu, 1 Autogării St., by 17.06.2015, 17.30 hours, in sealed envelope, having clearly inscribed and with upper case letters **"FOR THE GENERAL MEETING OF SHAREHOLDERS OF 18/19 JUNE 2015"**.

The shareholders may also address such questions by e-mail having attached an incorporated and extended electronic signature, as provided under Law 455/2001 on electronic signature, accompanied by a copy of the valid identification document of the shareholder (in case of natural persons, identity bulletin/card and, in case of legal persons, identity bulletin/card of the legal representative registered in the Bank's shareholders' list issued by Depozitarul Central S.A.) by 17.06.2015, 17.30 hours, at capital@carpatica.ro, having in the subject line: **"FOR THE GENERAL MEETING OF SHAREHOLDERS OF 18/19 JUNE 2015"**.

Attending the general shareholders meeting

The access of the shareholders registered in the shareholders registry at the Reference Date and entitled to attend the OGSM/EGSM is permitted by the simple proof of their identity, made, in case of natural persons, with the identity card or, in case of legal persons and of natural persons that attend the meeting by representation (other than legal representation), with the proxy given to the natural person representing such shareholders, in compliance with the relevant applicable legislation.

Shareholders registered at the Reference Date in the Bank's shareholders' registry kept by Depozitarul Central S.A. may attend the OGSM/EGSM in person or by proxy, each shareholder having the right to appoint another natural or legal person as representative for participating and voting on his behalf within the OGSM/EGSM, in accordance with the provisions of art. 243 par. (6) – (6⁴) of Law no. 297/2004, as amended.

The members of the Management Board and of the Supervisory Board or the employees of the Bank cannot represent the shareholders by proxy, under the sanction of annulment of the resolution, if without their vote, the requested majority would not have been reached.

If participating by proxy, the shareholder will appoint a representative by a special proxy, prepared in accordance with the form of special proxy provided to the shareholders by the Bank, both in Romanian and in English, or by a general proxy granted under the conditions presented below.

General proxy and Special proxy

The general proxy is valid only if: (i) it is granted for a period not exceeding 3 years, (ii) it expressly permits a shareholder's representative who received such a proxy to vote on all issues under debate in the general shareholders meetings of the Bank, including acts of disposal and (iii) it is given by the shareholder, in its quality of customer, to an intermediary, as defined by art. 2 par. (1) point 14 of Law 297/2004, as amended, or to a lawyer. Shareholders of the Bank cannot be represented in the OGSM/EGSM based on a general proxy given to a person who is in a situation of conflict of interest that may arise in particular in the following cases:

- a) is a majority shareholder of Bank, or is another entity controlled by such shareholder;
- b) is a member of the administrative, management or supervisory body of the Bank, of a majority shareholder or of a controlled entity as provided in a) above;
- c) is an employee or an auditor of the Bank or of a majority shareholder or of a controlled entity as provided in a) above;
- d) is a spouse or relative up to the fourth degree inclusively of one of the natural persons referred to in a)-c) above.

The general proxy must contain the following information: 1. the name of the shareholder; 2. name of the representative (one to whom the proxy is granted); 3. date of proxy and the period of validity, under the law; proxies bearing a later date have the effect of revoking previously dated proxies; 4. indication that the shareholder empowers the representative to attend and vote on his behalf by general proxy in the general shareholders meeting for the entire holding of the shareholder at the reference date, express specifying the company/companies for which the general proxy is used. The general proxy loses legal effect in accordance with par. 2 of art. 15¹ of ASF Regulation no. 6/2009.

A shareholder may appoint one person to represent him in the OGSM/EGSM. However, if a shareholder holds shares of the Bank in several securities' accounts, this restriction will not prevent him to appoint a representative separately for shares held in each securities' account with respect to the general meeting. However, the shareholder is forbidden to express different votes in respect of shares held by him in the share capital of the Bank.

The special proxy must contain specific voting instructions for each item on the agenda of the OGSM/EGSM and the representative is obliged to vote in accordance with the instructions issued by the shareholder who empowered him.

The special proxy is valid only for the meeting that was requested for. The representative has the obligation to vote in accordance with the instructions of the shareholder who appointed him.

Also, a shareholder may appoint by special proxy one or more alternate representatives to ensure its representation in the OGSM/EGSM if the representative appointed by special proxy to represent is unable

to fulfil its mandate. If several alternate representatives are appointed by the proxy, the order in which they shall exercise their mandate will be determined in the proxy.

In case of the special proxy, an original copy, filled in English or in Romanian language and signed by the shareholder, together with a copy of the ID of the shareholder (in case of natural persons – bulletin/identity card, and respectively for legal persons – bulletin/identity card of the legal representative, registered in the shareholders' registry of the Bank issued by Depozitarul Central S.A.), will be send to the Bank's head office located in Sibiu, No. 1, Autogării St., by 16.06.2015, 08:00 AM for the OGSM and 09:00 AM for the EGSM, in sealed envelope, having clearly inscribed and with upper case letters "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF 18/19 JUNE 2015**", following that the representative shall carry with him an original copy of his special proxy in the OGSM/EGSM.

The special proxy may be sent via e-mail with embedded extended electronic signature, according to Law. 455/2001 regarding electronic signature, accompanied by valid identification documents, by 16.06.2015, 08:00 AM for the OGSM and 09:00 AM for the EGSM, to the e-mail address capital@carpatica.ro, with the following text " **FOR THE GENERAL MEETING OF SHAREHOLDERS OF 18/19 JUNE 2015**" mentioned as subject.

In case of the general proxy, before its first utilisation, a copy of the general proxy having the mentioning that is in accordance with the original and having the signature of the representative, together with a copy of the ID of the shareholder (in case of natural persons – bulletin/identity card, and respectively for legal persons – bulletin/identity card of the legal representative, registered in the shareholders' registry of the Bank issued by Depozitarul Central S.A.) will be send to the Bank's head office located in Sibiu, No. 1, Autogării St., by 16.06.2015, 08:00 AM for the OGSM and 09:00 AM for the EGSM, in sealed envelope having clearly inscribed and with upper case letters "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF 18/19 JUNE 2015**", following that the representative shall carry with him a copy of his general proxy in the OGSM/EGSM.

The general proxy may be sent via e-mail with embedded extended electronic signature, according to Law. 455/2001 regarding electronic signature, accompanied by valid identification documents, by 16.06.2015, 08:00 AM for the OGSM and 09:00 AM for the EGSM, to the e-mail address capital@carpatica.ro, with the following text " **FOR THE GENERAL MEETING OF SHAREHOLDERS OF 18/19 JUNE 2015**" mentioned as subject.

Certified copies of the general proxies shall be kept by the Bank, this being mentioned in the minutes of the OGSM/EGSM.

The person who was given a general proxy cannot be replaced by another person. In case the empowered person is a legal person, the legal person can exercise its mandate given to it through any person who is a member of the management or executive body or through its employees.

The shareholders can appoint and revoke their representative by electronic means of data transmission, the revocation being effective and opposable to the Bank if it was received by the Bank until the deadline for submitting/sending the proxy.

If the person personally representing the shareholder in the OGSM/EGSM is different from the one who has voted by correspondence, then for his vote to be valid, the representative shall present within the OGSM/EGSM a written revocation of the vote by correspondence signed by the shareholder or by the representative who expressed the vote by correspondence. This is not necessary if the shareholder or his legal representative is present at the OGSM/EGSM.

Special provisions regarding the general proxy

The Bank shall accept a general proxy to participate and vote in the OGSM/EGSM given by a shareholder, as a customer, to an intermediate as defined in art. 2 par. (1) pt. 14 of Law no. 297/2004, as amended and supplemented, or to a lawyer, without requesting additional documents relating to such shareholder, if the general proxy complies with ASF Regulation no. 6/2009, is signed by such shareholder and accompanied by an affidavit given by the legal representative of the intermediary or by the lawyer who received a general proxy, affidavit affirming that:

- (i) authorization is granted by such shareholder, as a customer, to his intermediary or, where appropriate, to his lawyer;
- (ii) general proxy is signed by the shareholder, including the attachment of extended electronic signature, if necessary.

The affidavit referred to above must be submitted to the issuer in original, signed and, where appropriate, stamped without further formalities related to its form. The statement is submitted to the Bank together with the general proxy, in the terms and conditions set out above.

Vote by correspondence

The Bank's shareholders registered on the Reference Date in the Bank's shareholders' registry kept by Depozitarul Central S.A. have the opportunity to vote by correspondence using the voting form for the vote by correspondence made available to shareholders by the Bank, both in Romanian and in English language.

The vote by correspondence can be expressed by a representative only if the representative has received from the shareholder whom he represents a special/general proxy which shall be submitted with the Bank in accordance with art 243 par. (6³) of Law no. 297/2004, as amended.

In case of voting by correspondence, the voting bulletins, filled in Romanian or English language and signed, together with a copy of the identity card of the shareholder (in case of natural persons – bulletin/identity card, and respectively for legal persons – bulletin/identity card of the legal representative, registered in the shareholders' registry of the Bank issued by Depozitarul Central S.A.), can be delivered as follows:

- (a) submitted at the registered seat of the Bank in Sibiu, 1 Autogării St., postal code 550135, by any form of delivery with confirmation of receipt, so that is registered as received at the Bank's registry by 16.06.2015, 08:00 AM for the OGSM and 09:00 AM for the EGSM, in sealed envelope, having clearly inscribed thereon with upper case letters **"FOR THE GENERAL MEETING OF SHAREHOLDERS OF 18/19 JUNE 2015"**.
- (b) sent by e-mail having attached an incorporated and extended electronic signature, as provided under Law 455/2001 on electronic signature, by 16.06.2015, 08:00 AM for the OGSM and 09:00 AM for the EGSM, at capital@carpatica.ro, having in the subject line: **"FOR THE GENERAL MEETING OF SHAREHOLDERS OF 18/19 JUNE 2015"**.

Other provisions regarding the OGSM/EGSM

In the case of shareholder who are legal persons or entities without legal personality, the legal representative is established based on the list of shareholders on the reference date, received from

Depozitarul Central S.A.. Documents attesting the quality of legal representative drafted in a foreign language other than English, will be accompanied by a translation made by an authorized translator in Romanian or English language. The Bank shall not solicit legalisation or apostille of the documents certifying the quality of the shareholder's legal representative.

In all cases described above in which there is a reference to the shareholders' representative who is registered in the shareholders' list issued by Depozitarul Central S.A., if the respective representative is not registered as such in the evidence of Depozitarul Central S.A., for the identification of the representative of the shareholder who is a legal person, an ascertaining certificate issued by the Trade Registry, or any other equivalent document, in original or copy certified for conformity with the original, issued by a competent authority from the state in which the shareholder is legally registered and which attests the quality of legal representative, shall be sent and must be no older than 3 months before the date when the convening notice for the OGSM/EGSM was published,

Failure to send the special proxies/correspondence voting forms until the above mentioned dates is sanctioned with loss of the right to vote by proxy/by correspondence in the OGSM/EGSM. The special proxies/correspondence voting forms which do not contain at least the information enclosed in the forms made available by the Bank, are not opposable towards the Bank, and the general proxies which do not contain the minimum information required by legal provisions will also not be opposable to the Bank.

If on 18 June 2015 (date of the first OGSM/EGSM convening) the legal and statutory validity requirements for holding the OGSM/EGSM are not met, the respective OGSM/EGSM is convened for 19 June 2015, in the same location, at the same hours, and having the same agenda.

The documents and the informative materials referring to the points included on the agenda of the OGSM/EGSM, this convening notice, the total number of shares and the voting rights existing at the date of the convening, as well as the special proxies and the correspondence voting forms for the OGSM/EGSM shall be made available to the shareholders, in Romanian and in English language, starting with **18 May 2015**, at the Bank's registered office, and will also be made available on the website of the Bank (www.carpatica.ro, **About us/Shareholders/General Meeting of Shareholders section**).

At the date of the convening, the registered share capital of the Bank is represented by 3,146,290,494 nominative shares, each share giving the right to one vote, except for a number of 1,794,662,943 shares for which the voting rights are suspended by the National Bank of Romania; thus, the total number of voting rights at the date of the convening is of 1,351,627,551 voting rights.

The draft resolutions proposed by the shareholders shall be added on the website of the Bank as soon as possible, after their receipt by the Bank

Additional information can be obtained from the Financial Markets Department, on the phone number 0372/494.918 and from the website of the Bank, www.carpatica.ro.

President of the Management Board

Johan Gabriëls
BANCA COMERCIALĂ CARPATICA S.A.