

**To:** FINANCIAL SUPERVISORY AUTHORITY- Financial instruments and investments sector  
BUCHAREST STOCK EXCHANGE

**Ref:** Current report under Law No. 297/2004 and CNVM Regulation No. 1/2006

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**Report date:** 06/19/2015

**Name of Issuer:** Carpatica Commercial Bank

**Headquarters:** Sibiu, No. 1, Autogării St.

**Phone / Fax No:** 0269/233.985; 0269/233.371

**Unique Registration Code with the Trade Register:** RO 11447021

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

**Subscribed and paid-in share capital:** RON 314,629,049.40

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

Important events:

**Resolutions of the Ordinary General Meeting of Carpatica Commercial Bank's Shareholders held on June 18<sup>th</sup>, 2015.**

**Resolutions of the Extraordinary General Meeting of Carpatica Commercial Bank's Shareholders held on June 18<sup>th</sup>, 2015.**

**Resolutions of the Extraordinary General Meeting no. 2 of Carpatica Commercial Bank's Shareholders held on June 18<sup>th</sup>, 2015.**

Yours sincerely,

**Chairman of the Directorate**  
Johan Gabriëls

**Financial Markets Dept,**  
Alina Maria Rusu

## Resolutions of the Ordinary General Meeting of Carpatica Commercial Bank's Shareholders held on June 18<sup>th</sup>, 2015

The Ordinary General Shareholders' Meeting of Banca Comerciala Carpatica S.A. (the "Meeting") a company managed under a 2 tier system, incorporated and operating in accordance with Romanian law, having its registered seat in Sibiu county, Sibiu, 1 Autogării St., registered with the Trade Registry Office attached to the Sibiu Tribunal under number J32/80/1999, fiscal identification code 11447021, with a subscribed and paid up share capital of 314,629,049.40 lei (the "Bank") legally and statutorily convened, in accordance with the provisions of art. 113 and art. 117 par. (1) of Law 31/1990 on companies republished, art. 243 of Law 297/2004 on capital markets, art. 5 of Romanian National Securities Commission Regulation 6/2009 on exercising certain shareholders' rights in the general meetings of companies and art. 13 and art.15 of the Bank's articles of association, by publishing the convening notice in the Official Gazette of Romania, part IV, no. 2431 of May 15<sup>th</sup>, 2015 and in the "Bursa" newspaper of May 15<sup>th</sup>, 2015 and the convening notice with the completed agenda in the Official Gazette of Romania, part IV, no. 2708 of June 05<sup>th</sup>, 2015 and in the "Bursa" newspaper of June 05<sup>th</sup>, 2015; also, the convening notice was sent to the Bucharest Stock Exchange and to the Financial Supervisory Authority through the current report no. 10954 dated May 15<sup>th</sup>, 2015, and the convening notice with the completed agenda was sent to the Bucharest Stock Exchange and to the Financial Supervisory Authority through the current report no. 12310 dated June 4<sup>th</sup> 2015,

Legally and statutory assembled on June 18<sup>th</sup>, 2015 at 10.00 hours, at Sala Polivalenta within Sibiu Business Center, 5 Nicolaus Olahus Street, 550055, Corp B, Second floor, Sibiu, Sibiu county on the first convening, attended by a number of **48** shareholders in person, represented by proxy or who voted by correspondence, holding 614,519,670 shares with voting rights, representing **45.4652%** of the total voting rights, respectively **19.5316%** of Bank's share capital,

### DECIDES

#### Resolution no. 1

With a total number of 614,469,670 shares for which there have been expressed valid votes, respectively 614,469,670 validly expressed voting rights, representing **19.5300%** of Bank's capital and **45.4615%** of the total voting rights related to the shares representing Bank's capital, of which 331,318,513 votes "for", representing **53.9194%** of the total valid voting rights expressed within the Assembly, 215,768,824 votes "against" representing **35.1146%** of the total valid voting rights expressed within the Assembly and 67,382,333 "abstention" votes representing **10.9659%** of the total valid voting rights expressed within the Assembly,

approves

**The appointment of Deloitte Audit SRL, having its address at No. 4-8 Nicolae Titulescu St, Est entry, 2<sup>nd</sup> floor, Sector 1, Bucharest, as financial auditor of the Bank for auditing the annual financial statements of the Bank as at 2015, 2016 and 2017 and establishing the duration of the audit contract at 3 years.**

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#### Note on the OGMS agenda point no. 2 on the election of two Supervisory Board members

Given that the Bank did not receive any candidates proposals within the legal deadline and therefore there were no candidates to be subjected to shareholders' election and

approval, this agenda point was not subjected to vote, and therefore there was no resolution adopted regarding this agenda point.

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### **Resolution no. 2**

With a total number of 614,469,670 shares for which there have been expressed valid votes, respectively 614,469,670 validly expressed voting rights, representing **19.5300%** of Bank's capital and **45.4615%** of the total voting rights related to the shares representing Bank's capital, of which 614,469,670 votes "for" representing **100%** of the total valid voting rights expressed within the Assembly,

approves

**That 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 Meeting on 18.06.2015, as well as approval of the power of these members to appoint other persons in order to fulfil the formalities mentioned above.**

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### **Resolution no. 3**

With a total number of 614,469,670 shares for which there have been expressed valid votes, respectively 614,469,670 validly expressed voting rights, representing **19.5300%** of Bank's capital and **45.4615%** of the total voting rights related to the shares representing Bank's capital, of which 599,473,668 votes "for" representing **97.5595%** of the total valid voting rights expressed within the Assembly, 20,000 votes "against" representing **0.0033%** of the total valid voting rights expressed within the Assembly and 14,976,002 "abstention" votes representing **2.4372%** of the total valid voting rights expressed within the Assembly,

approves

**The 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.**

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### **Resolution no. 4**

With a total number of 614,469,670 shares for which there have been expressed valid votes, respectively 614,469,670 validly expressed voting rights, representing **19.5300%** of Bank's capital and **45.4615%** of the total voting rights related to the shares representing Bank's capital, of which 614,469,670 votes "for" representing **100%** of the total valid voting rights expressed within the Assembly,

approves

**the date of 06.07.2015 as record date for identifying the shareholders upon whom the resolution of the Meeting will take effect, in accordance with the provisions of art. 238 of Law 297/2004 on capital markets.**

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## **Resolutions of the Extraordinary General Meeting of Carpatica Commercial Bank's Shareholders held on June 18<sup>th</sup>, 2015**

The Extraordinary General Shareholders' Meeting of Banca Comerciala Carpatica S.A. (the "Meeting") a company managed under a 2 tier system, incorporated and operating in accordance with Romanian law, having its registered seat in Sibiu county, Sibiu, 1 Autogării St., registered with the Trade Registry Office attached to the Sibiu Tribunal under number J32/80/1999, fiscal identification code 11447021, with a subscribed and paid up share capital of 314,629,049.40 lei (the "Bank") legally and statutorily convened, in accordance with the provisions of art. 113 and art. 117 par. (1) of Law 31/1990 on companies republished, art. 243 of Law 297/2004 on capital markets, art. 5 of Romanian National Securities Commission Regulation 6/2009 on exercising certain shareholders' rights in the general meetings of companies and art. 14 and art.15 of the Bank's articles of association, by publishing the convening notice in the Official Gazette of Romania, part IV, no. 2431 of May 15<sup>th</sup>, 2015 and in the "Bursa" newspaper of May 15<sup>th</sup>, 2015 and the convening notice with the completed agenda in the Official Gazette of Romania, part IV, no. 2708 of June 05<sup>th</sup>, 2015 and in the "Bursa" newspaper of June 05<sup>th</sup>, 2015; also, the convening notice was sent to the Bucharest Stock Exchange and to the Financial Supervisory Authority through the current report no. 10954 dated May 15<sup>th</sup>, 2015, and the convening notice with the completed agenda was sent to the Bucharest Stock Exchange and to the Financial Supervisory Authority through the current report no. 12310 dated June 4<sup>th</sup> 2015,

Legally and statutory assembled on June 18<sup>th</sup>, 2015 at 11.00 hours, at Sala Polivalenta within Sibiu Business Center, 5 Nicolaus Olahus Street, 550055, Corp B, Second floor, Sibiu, Sibiu county on the first convening, attended by a number of **48** shareholders in person, represented by proxy or who voted by correspondence, holding 614,519,670 shares with voting rights, representing **45.4652%** of the total voting rights, respectively **19.5316%** of Bank's share capital,

### **DECIDES**

#### **Resolution no. 1**

With a total number of 614,469,670 shares for which there have been expressed valid votes, respectively 614,469,670 validly expressed voting rights, representing **19.5300%** of Bank's capital and **45.4615%** of the total voting rights related to the shares representing Bank's capital, of which 604,637,696 votes "for" representing **98.3919%** from the total number of votes held by present or represented shareholders in the Assembly, 3,802,999 votes "against" representing **0.6189%** from the total number of votes held by present or represented shareholders in the Assembly and 6,028,975 "abstention" votes representing **0.9811%** from the total number of votes held by present or represented shareholders in the Assembly,

approves

**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.**

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### **Resolution no. 2**

With a total number of 614,469,670 shares for which there have been expressed valid votes, respectively 614,469,670 validly expressed voting rights, representing **19.5300%** of Bank's capital and **45.4615%** of the total voting rights related to the shares representing Bank's capital, of which 602,503,508 votes "for" representing **98.0446%** from the total number of votes held by present or represented shareholders in the Assembly, 5,937,187 votes "against" representing **0.9662%** from the total number of votes held by present or represented shareholders in the Assembly and 6,028,975 "abstention" votes representing **0.9811%** from the total number of votes held by present or represented shareholders in the Assembly,

approves

**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:**

- a. 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.**
- b. 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.**
- c. 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.**
- d. 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.**
- e. The preference rights shall be tradable on the spot regulated market operated by Bucharest Stock Exchange, according to the specific regulations of this market.**
- f. 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.**
- g. 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.**
- h. 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.**
- i. 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.

- j. The share capital increase is made for ensuring the implementation of the development plans of the Bank.
- k. 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.

**I. 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.

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**Resolution no. 3**

With a total number of 614,469,670 shares for which there have been expressed valid votes, respectively 614,469,670 validly expressed voting rights, representing **19.5300%** of Bank's capital and **45.4615%** of the total voting rights related to the shares representing Bank's capital, of which 604,272,140 votes "for" representing **98.3324%** from the total number of votes held by present or represented shareholders in the Assembly, 4,168,555 votes "against" representing **0.6783%** from the total number of votes held by present or represented shareholders in the Assembly and 6,028,975 "abstention" votes representing **0.9811%** from the total number of votes held by present or represented shareholders in the Assembly,

approves

**The amending the articles of association of the Bank as follows:**

**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."**

**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.**

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#### **Resolution no. 4**

With a total number of 614,469,670 shares for which there have been expressed valid votes, respectively 614,469,670 validly expressed voting rights, representing **19.5300%** of Bank's capital and **45.4615%** of the total voting rights related to the shares representing Bank's capital, of which 450,504,365 votes "for" representing **73.3100%** from the total number of votes held by present or represented shareholders in the Assembly, 109,041,269 votes "against" representing **17.7441%** from the total number of votes held by present or represented shareholders in the Assembly and 54,924,036 "abstention" votes representing **8.9377%** from the total number of votes held by present or represented shareholders in the Assembly,

approves

**Decreasing the number of the Supervisory Board's members from 5 to 3 and 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."**

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#### **Resolution no. 5**

With a total number of 614,469,670 shares for which there have been expressed valid votes, respectively 614,469,670 validly expressed voting rights, representing **19.5300%** of Bank's capital and **45.4615%** of the total voting rights related to the shares representing Bank's capital, of which 572,777,386 votes "for" representing **93.2073%** from the total number of votes held by present or represented shareholders in the Assembly, 0 votes "against" representing **0%** from the total number of votes held by present or represented shareholders in the Assembly and 41,692,284 "abstention" votes representing **6.7845%** from the total number of votes held by present or represented shareholders in the Assembly,

approves

**The empowerment of the Management Board to take the necessary measures in order to transfer to a one tier management system.**

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## **Resolution no. 6**

With a total number of 614,469,670 shares for which there have been expressed valid votes, respectively 614,469,670 validly expressed voting rights, representing **19.5300%** of Bank's capital and **45.4615%** of the total voting rights related to the shares representing Bank's capital, of which 614,469,113 votes "for" representing **99.9918%** from the total number of votes held by present or represented shareholders in the Assembly, 0 votes "against" representing **0%** from the total number of votes held by present or represented shareholders in the Assembly and 557 "abstention" votes representing **0.0001%** from the total number of votes held by present or represented shareholders in the Assembly,

approves

**That 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 Meeting on 18.06.2015, as well as approval of the power of these members to appoint other persons in order to fulfil the formalities mentioned above.**

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## **Resolutions of the Extraordinary General Meeting no. 2 of Carpatica Commercial Bank's Shareholders held on June 18<sup>th</sup>, 2015**

The Extraordinary General Shareholders' Meeting of Banca Comerciala Carpatica S.A. (the "no. 2 Meeting") a company managed under a 2 tier system, incorporated and operating in accordance with Romanian law, having its registered seat in Sibiu county, Sibiu, 1 Autogării St., registered with the Trade Registry Office attached to the Sibiu Tribunal under number J32/80/1999, fiscal identification code 11447021, with a subscribed and paid up share capital of 314,629,049.40 lei (the "Bank") legally and statutorily convened, in accordance with the provisions of art. 113 and art. 117 par. (1) of Law 31/1990 on companies republished, art. 243 of Law 297/2004 on capital markets, art. 5 of Romanian National Securities Commission Regulation 6/2009 on exercising certain shareholders' rights in the general meetings of companies and art. 14 and art.15 of the Bank's articles of association, by publishing the convening notice in the Official Gazette of Romania, part IV, no. 2438 of May 18<sup>th</sup>, 2015 and in the "Bursa" newspaper of May 18<sup>th</sup>, 2015; also, the convening notice was sent to the Bucharest Stock Exchange and to the Financial Supervisory Authority through the current report no. 11073 dated May 15<sup>th</sup>, 2015,

Legally and statutory assembled on June 18<sup>th</sup>, 2015 at 12.00 hours, at Sala Polivalenta within Sibiu Business Center, 5 Nicolaus Olahus Street, 550055, Corp B, Second floor, Sibiu, Sibiu county on the first convening, attended by a number of **48** shareholders in person, represented by proxy or who voted by correspondence, holding 614,519,670 shares with voting rights, representing **45.4652%** of the total voting rights, respectively **19.5316%** of Bank's share capital,

## **DECIDES**

### **Note on the EGMS no. 2 agenda point no. 1 on the merger offer received from Nextebank SA**

Regarding this agenda point, the majority stipulated by law for taking a decision has not been met, as the votes were expressed as follows:

From a total number of 614,469,670 shares for which there have been expressed valid votes, respectively 614,469,670 validly expressed voting rights, representing **19.5300%** of Bank's capital and **45.4615%** of the total voting rights related to the shares representing Bank's capital, there were 28,648,172 votes "for" representing **4.6619%** from the total number of votes held by present or represented shareholders in the Assembly, 500,843,689 votes "against" representing **81.5017%** from the total number of votes held by present or represented shareholders in the Assembly and 84,977,809 "abstention" votes representing **13.8283%** from the total number of votes held by present or represented shareholders in the Assembly.

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### **Resolution no. 1**

With a total number of 614,469,670 shares for which there have been expressed valid votes, respectively 614,469,670 validly expressed voting rights, representing **19.5300%** of Bank's capital and **45.4615%** of the total voting rights related to the shares representing Bank's capital, of which 414,045,976 votes "for" representing **67.3772%** from the total number of votes held by present or represented shareholders in the Assembly, 130,421,887 votes "against" representing **21.2234%** from the total number of votes held by present or represented shareholders in the Assembly and 70,001,807 "abstention" votes representing **11.3913%** from the total number of votes held by present or represented shareholders in the Assembly,

approves

**That 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 Meeting on 18.06.2015, as well as approval of the power of these members to appoint other persons in order to fulfil the formalities mentioned above.**

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### **Resolution no. 2**

With a total number of 614,469,670 shares for which there have been expressed valid votes, respectively 614,469,670 validly expressed voting rights, representing **19.5300%** of Bank's capital and **45.4615%** of the total voting rights related to the shares representing Bank's capital, of which 414,045,976 votes "for" representing **67.3772%** from the total number of votes held by present or represented shareholders in the Assembly, 130,421,887 votes "against" representing **21.2234%** from the total number of votes held by present or represented shareholders in the Assembly and 70,001,807 "abstention" votes representing **11.3913%** from the total number of votes held by present or represented shareholders in the Assembly,

approves

**the date of 06.07.2015 as record date for identifying the shareholders upon whom the resolution of the Meeting will take effect, in accordance with the provisions of art. 238 of Law 297/2004 on capital markets.**

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**Chairman of the Directorate,  
Johan Gabriëls**