

Nr. 14817/09.07.2015

To: Financial Supervisory Authority - Financial Instruments and Investments Sector  
Bucharest Stock Exchange

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Subject: Current report related to an information received by the Bank from a group of shareholders

The current report under Regulation C.N.V.M. no. 1/2006

Date of report: 09.07.2015

Name of Issuer: Banca Comerciala Carpatica

Headquarters: Sibiu, Str. Autogarii no. 1

Phone / fax: 0269/233985, 0269/233371

Unique Registration Code with the Trade Registry: RO11447021

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

Capital subscribed and paid: 314,629,049.40 RON

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

#### 1. Important events

##### e) Other events

According to Art. 113 of Regulation no. 1/2006 on issuers and operations with securities, we inform you the following:

On July 8, 2015 the management of the Bank has been informed that J.C. Flowers & Co. concluded a memorandum of understanding with certain minority shareholders of BCC who are acting in concert with Mr. Ilie Carabulea. The memorandum was entered in conjunction with the offer submitted by J.C. Flowers & Co. to BCC to underwrite, subject to certain conditions, the capital increase approved by BCC's general shareholders meeting on June 18, 2015.

Through the memorandum of understanding the respective shareholders agreed to enter into exclusive discussions with J.C. Flowers & Co. in relation to, among others:

- selling to funds advised by J.C. Flowers & Co. certain of the shares the respective shareholders hold in BCC; and
- either not exercising nor trading their pre-emption rights in connection with the above-mentioned share capital increase, or transferring such rights to funds advised by J.C. Flowers & Co. in compliance with the applicable Romanian capital markets laws and regulations.

The sale of the shares to funds advised by J.C. Flowers & Co. is subject to the completion of certain conditions and obtaining certain approvals agreed in the memorandum of understanding.

We are sending you in Appendix 1 the press release that the Bank intends to launch.

Director General Adjunct,

Elena Bădeanu

## Appendix 1

### **Certain shareholders of Banca Comerciala Carpatica' have started exclusive negotiations with J.C. Flowers & Co. about a 110M RON injection of fresh capital**

On June 18, 2015 the shareholders of Banca Comerciala Carpatica offered their full support in opening a new phase in the bank's development, by approving the capital reduction followed by a capital increase of the bank and mandating the management to implement such decisions.

The management also confirms that it has received from J.C. Flowers & Co., a global private equity firm, a letter of intent to underwrite in full the approved capital increase (approx. RON 110 million). Concurrent to the capital increase, JC Flowers & Co expects to acquire additional shares from certain existing shareholders of Banca Comerciala Carpatica. J.C. Flowers & Co.'s offer is subject to certain conditions.

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In the next period the Bank shall enter in a confirmatory due-diligence process, unfolded by J.C. Flowers & Co. and its advisers. Should the proposed transaction be consummated, Banca Comerciala Carpatica will benefit from a strong leading shareholder for the future, with deep know-how and expertise in the sector. In addition, the proposed capital injection will also ensure that the bank is comfortably capitalized to support future growth of the business.

In relation with the Memorandum of Understanding, the Bank will grant an exclusivity period for the confirmatory due diligence to J.C. Flowers & Co.

July 9<sup>th</sup>, 2015