

No. 1800-/01/29/2016

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

**Ref:** Current report on Nextebank's subscription of BCC's newly issued shares within the Private Placement

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**Current report** according to FSA Regulation no 1/2006

**Report date:** /01/29/2016

**Name of Issuer:** Banca Comerciala Carpatica

**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 110,137,141.10

### **1. Important events**

e) Other events

Banca Comerciala Carpatica S.A. ("BCC") informs all shareholders and investors on the following:

Through the Extraordinary General Shareholders Meeting (EGSM) Resolution from 18 June 2015 and EGSM Resolution no. 2 from 09 October 2015, it was decided that the unsubscribed BCC shares within the preference rights exercising period to be offered for subscription within a private placement to be initiated according to art. 183 para (3) letter a) of Law no. 297/2004 ("Private Placement").

BCC informed all shareholders and investors via the market report no. 1467/26 January 2016 on the acceptance by the Executive Board of Nextebank's binding offer to subscribe the total number of 986,663,916 newly issued shares at a price of 0.1001 Lei / share, offered within the Private Placement. As a result, Nextebank SA subscribed on 29 January 2016 all shares offered within the Private Placement, i.e. a total number of 986,663,916 newly issued shares at a price of 0.1001 Lei / share.

Nextebank (in cooperation with BCC, where applicable) will submit to the relevant authorities (National Bank of Romania, the Financial Supervisory Authority and the Competition Council) all the requests for permits / approvals required in connection with the acquisition by Nextebank of a participation in Banca Comerciala Carpatica.

Yours sincerely,

**General Manager,**  
Johan Gabriëls

## JOINT PRESS RELEASE OF NEXTEBANK AND BANCA COMERCIALA CARPATICA

### **Press Release regarding completion of the acquisition of a majority stake in Banca Comerciala Carpatica by Nextebank SA**

Nextebank S.A. („Nextebank”) has finalized on 29 January 2016 the acquisition of a majority stake of 54.79% of the share capital of Banca Comerciala Carpatica („Banca Carpatica”), through a two-steps transaction: acquisition of shares from the Group of shareholders controlled by Mr. Ilie Carabulea and subscription of all the un-subscribed shares in the share capital increase process initiated by Banca Carpatica in June 2015. The completion of the transaction occurred after receipt of all the relevant approvals from National Bank of Romania and Financial Supervisory Authority, while the notification of the resulting economic concentration was also filed with the Competition Council.

„The completion of the transaction of acquisition by Nextebank of the majority stake in Banca Carpatica represents a very important first stage for the growth plans of both credit institutions. After the completion of all necessary legal procedures, we intend to start a merger process between Banca Carpatica and Nextebank. We hope that, together with the teams of both banks, we will build a local successful bank, profitable and operating based on an innovative business model. We intend to capitalize on a series of opportunities identified in the Romanian banking sector, using the excellent common resources, i.e. liquidity and diversified banking platform, dedicated and experienced staff, which constitute a solid basis for our future growth strategy, both organic growth and through mergers & acquisitions” declared Mr Horia Manda, Chairman of the Board of Directors of Nextebank.

Mr. Johan Gabriëls, CEO of Banca Carpatica said: „The last 2 years have been a challenging period for Banca Carpatica. It took a huge effort to manage the bank, to deal with the bank's legacy issues and NPLs portfolio and to build trust with the shareholders, clients and our regulators. Yes we had our differences as difficult decisions had to be taken but I always felt to support of my core team and nothing could stop us in fulfilling the mandate to bring new capital for supporting our future business growth. A restructured Banca Carpatica with its valuable excess liquidity is certainly one of those once in a while obvious opportunities that a visionary investor simply must pursue. We welcome Horia Manda – Chairman of Nextebank and Nextebank team, as we are certain that together the two banks will be stronger and shortly will have an important role within Romanian banking sector.”

Nextebank SA is owned starting with 30 April 2014 by Emerging Europe Accesion Fund („EEAF”). EEAF is a private equity fund, successor of Balkan Accession Fund, and its major investors are institutional investors like: BERD, EIF, DEG si BSTDB. EEAF is the third private equity fund whose investment adviser is Axxess Capital Partners.