

**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:** 04/27/2016

**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:** 220,274,282.20 RON

**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 April 27<sup>th</sup>, 2016.**

**Resolutions of the Extraordinary General Meeting of Carpatica Commercial Bank's Shareholders held on April 27<sup>th</sup>, 2016.**

Yours sincerely,

**General Manager,**  
Johan Gabriëls

**Financial Markets Dept,**  
Alina Maria Rusu

## Resolutions of the Ordinary General Meeting of Carpatica Commercial Bank's Shareholders held on April 27<sup>th</sup>, 2016

The Ordinary General Shareholders' Meeting of Banca Comerciala Carpatica S.A. (the "Meeting"), 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 RO11447021 (the "Bank"), with a RON 220,274,282.20 subscribed and paid-up share capital, 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. 1229 of 25 March 2016 and in the "Bursa" newspaper of 25 March 2016; also, the convening notice was sent to the Bucharest Stock Exchange and to the Financial Supervisory Authority through the current report no. 5776 dated 24 March, 2016, and by publishing the supplemented convening notice in the Official Gazette of Romania, part IV, no. 1494 of 14 April 2016 and in the "Bursa" newspaper of 13 April 2016; also, the supplemented convening notice was sent to the Bucharest Stock Exchange and to the Financial Supervisory Authority through the current report no. 7132 dated 12 April, 2016,

Legally and statutory assembled on 27 April 2016 at 13:00 hours, within the first convening, at "Sala Alfa" within Ramada Hotel, no. 2 Emil Cioran Street, Sibiu, Sibiu county, attended by a number of **20** shareholders in person, represented by proxy or who voted by correspondence, holding **1,523,015,587** shares with voting rights, representing **84.8553%** of the total voting rights, respectively **69.1418%** of Bank's share capital,

### DECIDES

#### Resolution no. 1

With a total number of **1,523,015,587** shares for which there have been expressed valid votes, respectively **1,523,015,587** validly expressed voting rights, representing **69.1418%** of Bank's capital and **84.8553%** of the total voting rights related to the shares representing Bank's capital, of which 1,522,304,170 votes "for" representing **99.9533%** from the total number of validly expressed votes in the Meeting, 711,417 votes "against" representing **0.0467%** from the total number of validly expressed votes in the Meeting and 0 "abstention" votes representing **0%** from the total number of validly expressed votes in the Meeting,

approves

**The individual annual financial statements as at 31.12.2015, prepared in accordance with the International Financial Reporting Standards, based on the reports presented by the Management Board and the Supervisory Board and of the auditor's financial report regarding the financial statements of the Bank.**

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#### Resolution no. 2

With a total number of **1,523,015,587** shares for which there have been expressed valid votes, respectively **1,523,015,587** validly expressed voting rights, representing **69.1418%** of Bank's capital and **84.8553%** of the total voting rights related to the shares

representing Bank's capital, of which 1,521,750,326 votes "**for**" representing **99.9169%** from the total number of validly expressed votes in the Meeting, 711,417 votes "**against**" representing **0.0467%** from the total number of validly expressed votes in the Meeting and 553,844 "**abstention**" votes representing **0.0364%** from the total number of validly expressed votes in the Meeting,

approves

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**The discharge of the Executive Board for the financial year 2015.**

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**Resolution no. 3**

With a total number of **1,523,015,587** shares for which there have been expressed valid votes, respectively **1,523,015,587** validly expressed voting rights, representing **69.1418%** of Bank's capital and **84.8553%** of the total voting rights related to the shares representing Bank's capital, of which 108,473,418 votes "**for**" representing **7.1223%** from the total number of validly expressed votes in the Meeting, 1,414,050,463 votes "**against**" representing **92.8454%** from the total number of validly expressed votes in the Meeting and 491,706 "**abstention**" votes representing **0.0323%** from the total number of validly expressed votes in the Meeting,

rejects

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**The revenues and expenses budget and of the business plan for the financial year 2016.**

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**Resolution no. 4**

With a total number of **1,523,015,587** shares for which there have been expressed valid votes, respectively **1,523,015,587** validly expressed voting rights, representing **69.1418%** of Bank's capital and **84.8553%** of the total voting rights related to the shares representing Bank's capital, of which 1,522,304,170 votes "**for**" representing **99.9533%** from the total number of validly expressed votes in the Meeting, 711,417 votes "**against**" representing **0.0467%** from the total number of validly expressed votes in the Meeting and 0 "**abstention**" votes representing **0%** from the total number of validly expressed votes in the Meeting,

approves

**The discharge of the Management Board regarding the mandates given by the resolutions of Carpatica's general meeting of shareholders for:**

**- 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 (mandate given by the OGMS Resolution no. 2/ 18 June 2015)**

**- decreasing and increasing the share capital of the Bank (mandate given by the EGMS Resolution no. 1 and 2/ 18 June 2015 and the EGMS Resolutions no. 1 and 2/ 09 October 2015)**

**- the empowerment of the Management Board to take the necessary measures in order to transfer to the one-tier management system (mandate given by the EGMS Resolution no. 5/ 18 June 2015).**

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### **Resolution no. 5**

With a total number of **1,523,015,587** shares for which there have been expressed valid votes, respectively **1,523,015,587** validly expressed voting rights, representing **69.1418%** of Bank's capital and **84.8553%** of the total voting rights related to the shares representing Bank's capital, of which 1,522,523,881 votes "for" representing **99.9677%** from the total number of validly expressed votes in the Meeting, 0 votes "against" representing **0%** from the total number of validly expressed votes in the Meeting and 491,706 "abstention" votes representing **0.0323%** from the total number of validly expressed votes in the Meeting,

approves

**The individual remuneration of the Management Board members for the year 2016, as follows:**

- **EUR 2,500/month, net amount, for the Chairman of the Management Board of the Bank;**
- **EUR 2,000/month, net amount, for each member of the Management Board of the Bank.**

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### **Resolution no. 6**

With unanimity of votes validly expressed in the Meeting

approves

**The empowerment of Mr. Merfea Bogdan to undertake all the legal formalities necessary for fulfilling all the publication requirements for the resolutions approved by the OGSM on 27.04.2016, 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. 7**

With unanimity of votes validly expressed in the Meeting

Approves

**The date of 17.05.2016 as record date for identifying the shareholders upon which the resolutions of the Ordinary General Meeting of Shareholders will take effect, in accordance with the provisions of art. 238 of Law 297/2004 on capital markets, as amended and supplemented.**

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**Chairman of the Meeting,  
Dragos Horia Manda**

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## **Resolutions of the Extraordinary General Meeting of Carpatica Commercial Bank's Shareholders held on April 27<sup>th</sup>, 2016**

The Extraordinary General Shareholders' Meeting of Banca Comerciala Carpatica S.A. (the "Meeting"), 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 RO 11447021 (the "Bank"), with a RON 220,274,282.20 subscribed and paid-up share capital, 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. 1229 of 25 March 2016 and in the "Bursa" newspaper of 25 March 2016; also, the convening notice was sent to the Bucharest Stock Exchange and to the Financial Supervisory Authority through the current report no. 5776 dated 24 March, 2016,

Legally and statutory assembled on 27 April 2016, within the first convening, at "Sala Alfa" within Ramada Hotel, no. 2 Emil Cioran Street, Sibiu, Sibiu county, attended by a number of **20** shareholders in person, represented by proxy or who voted by correspondence, holding **1,523,015,587** shares with voting rights, representing **84.8553%** of the total voting rights, respectively **69.1418%** of Bank's share capital,

### **DECIDES**

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

With unanimity of votes validly expressed by present or represented shareholders or by shareholders who voted by correspondence at the Meeting

approves

**The concluding by the Executive Board, during the financial year 2016, of:**

**- any document for obtaining, alienating, exchanging or collaterising assets included in the category of fixed assets of the Bank, when their value exceeds, separately or cumulatively, during a financial year, 20% of the total fixed assets, less receivables;**

**- any lease of tangible assets for a period of more than one year, when their individual or cumulated value towards a single co-contractor or towards persons involved or acting in concert exceeds 20% of the total fixed assets, less receivables, as of the execution date of the relevant legal document, and also associations for periods of more than one year, exceeding the same value.**

**In case of transition to the one-tier management system, the above approval is considered given to the Management Board.**

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#### **Resolution no. 2**

With unanimity of votes validly expressed by present or represented shareholders or by shareholders who voted by correspondence at the Meeting

approves

**The empowerment of Mr. Merfea Bogdan to undertake all the legal formalities necessary for fulfilling all the publication requirements for the resolutions approved by the EGSM on 27.04.2016, 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 unanimity of votes validly expressed by present or represented shareholders or by shareholders who voted by correspondence at the Meeting

approves

**The date of 17.05.2016 as record date for identifying the shareholders upon which the resolutions of the Extraordinary General Meeting of Shareholders will take effect, in accordance with the provisions of art. 238 of Law 297/2004 on capital markets, as amended and supplemented.**

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**Chairman of the Meeting,  
Dragos Horia Manda**

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