



Nr. 16264/13.03.2013

To: NATIONAL SECURITIES COMMISSION
BUCHAREST STOCK EXCHANGE

Subject: Current Report on Convening GMS on April 25, 2013

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

Date of report: 13.03.2013

Name of Issuer: Carpatica Commercial Bank

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 the Regulation no. 1/2006 on issuers and operations with securities and the Law 297/2004 regarding the capital market, the Executive Board of Carpatica Commercial Bank meeting on March 12, 2013 convened Ordinary and Extraordinary General Meeting of Shareholders on April 25, 2013:

We attach the convening notice of the GMS for the 25th of April 2013.

Yours sincerely,

Chairman of the Executive Board,
Ion Dobrică

General Secretary and Shareholders Dep.
Rodica Velțan



CARPATICA COMMERCIAL BANK S.A.

Convening Notice

The Board of Directors of CARPATICA COMMERCIAL BANK, company managed in a two-tier system, founded and operating in accordance with Romanian legislation, registered at the Trade Register Office Sibiu under No. J32/80/1999, Fiscal Identification Code RO 11447021, based in Sibiu str. Autogării nr. 1, Sibiu county, with subscribed and paid capital of 314.629.049,40 RON, (the *Bank*), in accordance with Article 117 of Law 31/1990 regarding companies, republished, corroborated with Art. 16 of the Constitutive Act of the Bank, calls:

THE ORDINARY AND EXTRAORDINARY GENERAL MEETINGS OF SHAREHOLDERS

On **25th of April 2013, 10:00 am, respectively 11:00 am**, to „Alfa” hall of the RAMADA Hotel in Sibiu, str. Emil Cioran, nr. 2, Sibiu county, for all the shareholders registered with the Central Depository by the end of **April 09, 2013**, set as **reference date** for holding this meeting.

ORDINARY GENERAL MEETING OF SHAREHOLDERS

Agenda

1. Presentation and approval of individual and consolidated annual financial statements at December 31, 2012, prepared in compliance with the International Financial Reporting Standards, based on the Board of Directors Reports, Supervisory Board Report and on the reports of the financial auditor of the Bank.
2. Approval of the profit distribution for the fiscal year 2012.
3. Approval to discharge the Board of Directors for the fiscal year 2012.
4. Approval of the income and expenditure budget for 2013 and of the Business Plan for the fiscal year 2013.
5. Approval of the remuneration due to the members of the Supervisory Board for the fiscal year 2013.
6. Appointment of the financial auditor of the bank and setting the duration of the financial audit contract.
7. Setting the date of May 15, 2013, as date of registration to identify shareholders who are affected by decisions of the Ordinary General Meeting of Shareholders, in accordance with art. 238 of Law no. 297/2004 regarding the capital market.

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

Agenda

1. Approval of the conclusion by the Board of Directors during the financial year 2013, by:
 - legal acts by the bank to acquire, to alienate, to change or constitute under warranty assets classified as fixed assets,
 - legal acts by the bank leases tangible assets for more than one year from the same counterparty or persons involved or affiliated,
 - association acts for more than one year,

whose value exceeds, individually or cumulatively, during the financial year, 20% of the total fixed assets of the bank, less claims.



2. Approval of the persons who will make the legal formalities required to meet conditions of advertising the decisions adopted by general meetings dated April 25, 2013 and / or April 26, 2013 and granted the right to delegate to another person the mandate for making mentioned formalities.
3. Setting the date of May 15, 2013, as date of registration to identify shareholders who are affected by decisions of the Extraordinary General Meeting of Shareholders, in accordance with art. 238 of Law no. 297/2004 regarding the capital market.

Only Carpatica Commercial Bank shareholders registered on **April 09, 2013, reference date**, with the Shareholders Register held by the Central Depository may attend and vote at the meeting.

Proposals of the shareholders concerning the General Meeting of Shareholders

One or more shareholders representing, either individually or jointly, at least 5% of the share capital (referred to as "initiators") are entitled:

- to introduce new matters on the agenda of the general meeting, which must be accompanied by copies of valid identity documents of the initiator (ID card for natural persons, respectively registration certificate for legal persons) being also necessary that for each point to have a justification or a draft resolution to be adopted by the general meeting.
- to present draft resolutions for items included or to be included on the agenda of the general meeting

Shareholder proposals, accompanied by the copies of valid ID documents of the initiator, may be submitted as follows:

- a) To the Bank Head office located in Sibiu, Autogării Str., no. 1, postal code 550135, by the end of April 05, 2013, 17:30, the bank's closing time, in a sealed envelope, mentioning clearly and in capital letters „FOR THE GENERAL MEETING OF SHAREHOLDERS DATED APRIL 25, 2013”
- b) sent by e-mail with embedded extended electronic signature, according to Law. 455/2001 regarding electronic signature, by the end of April 05, 2013, 17:30, the bank's closing time, to e-mail address capital@carpatica.ro, mentioning the subject „FOR THE GENERAL MEETING OF SHAREHOLDERS DATED APRIL 25, 2013”

Questions concerning General Shareholders Meeting

The Bank's shareholders, regardless of their participations, may submit written questions concerning the items on the agenda of the general meeting, accompanied by copies of valid identity documents to the Bank Head office located in Sibiu, Autogării Str., no. 1, postal code 550135, by the end of April 23, 2013, 17:30 hour, in a sealed envelope, mentioning clearly and in capital letters „FOR THE GENERAL MEETING OF SHAREHOLDERS DATED APRIL 25, 2013”

The Bank's shareholders may send such questions via e-mail with embedded extended electronic signature, according to Law. 455/2001 regarding electronic signature, accompanied by copies of valid identity documents, by the end of April 23, 2013, 17:30, the bank's closing time, to e-mail address capital@carpatica.ro, mentioning the subject „FOR THE GENERAL MEETING OF SHAREHOLDERS DATED APRIL 25, 2013”

Participation in the General Shareholders Meeting

Individual shareholders may attend to the meeting directly or they may be represented with the empowerment given to another shareholder or a person other than a shareholder, on the basis of a special power of attorney



Corporate shareholders may attend the meeting by the legal representative, or by a person appointed by them under the terms of their Constitutive Act.

Special Power of Attorney

The forms for Special Power of Attorney (available in Romanian and in English) can be obtained on behalf of the shareholders seeking to mandate another person to represent them, excluding the Board of Directors members and of the Supervisory Board, from the Bank's head office and of the Bank's website (www.carpatica.ro, [About us / Shareholders / General Meeting of Shareholders](#) section) starting with **March 25, 2013**. Original special power of attorney (available in Romanian or in English), filled in and signed, accompanied by copies of valid identity documents (ID card for natural persons, respectively registration certificate for legal persons), will be submitted/sent to the bank's head office located in Sibiu, Autogării Str. no. 1, by the end of **April 23, 2013** (dispatch postmarked), in a sealed envelope, mentioning clearly and in capital letters „FOR THE GENERAL MEETING OF SHAREHOLDERS DATED APRIL 25, 2013”, the second copy will be handed / sent to the representative, who will carry it to the meeting.

Special Power of Attorney may be sent by e-mail with embedded extended electronic signature, according to Law. 455/2001 regarding electronic signature, accompanied by copies of valid identity documents, by the end of **April 23, 2013, 17:30**, the bank's closing time, to e-mail address capital@carpatica.ro, mentioning the subject „FOR THE GENERAL MEETING OF SHAREHOLDERS DATED APRIL 25, 2013”

Vote by correspondence

The Bank shareholders registered with the Central Depository by the end of April 09, 2013, the reference date, may vote by correspondence, before the general meeting, by using the correspondence voting form (available in Romanian and in English). Voting form can be obtained starting with **March 25, 2013**, from the Bank's Head office and on the website of the Bank www.carpatica.ro, [About us / Shareholders / General Meeting of Shareholders](#) section.

If using the vote by correspondence, the form (available in Romanian or in English), filled in and signed, accompanied by copies of valid identity documents (ID card for natural persons, respectively registration certificate for legal persons and ID card of the legal representative), may be sent as follows:

- a) To the Bank Head office located in Sibiu, Autogării Str., no. 1, postal code 550135, by any form of courier with return receipt, **in order to be recorded as received to the registration of the Bank no later than April 23, 2013, 17:30**, the bank's closing time, in a sealed envelope, mentioning clearly and in capital letters „FOR THE GENERAL MEETING OF SHAREHOLDERS DATED APRIL 25, 2013”
- b) by e-mail with embedded extended electronic signature, according to Law. 455/2001 regarding electronic signature, by the end of **April 23, 2013, 17:30**, the bank's closing time, to e-mail address capital@carpatica.ro, mentioning the subject „FOR THE GENERAL MEETING OF SHAREHOLDERS DATED APRIL 25, 2013”.

Please note that registration office is closed on non-working days.

Documents related to the General Shareholders Meeting

Financial statements and reports of the Executive and Supervisory Board will be available on the website of the bank (www.carpatica.ro, [About us / Shareholders / General Meeting of Shareholders](#) section), in accordance with the legal provisions.

Starting with March 25, 2013, the convening notice, the total number of shares and voting rights at the date of convening (starting with April 16, 2013 shareholders may consult the total number of shares and voting rights at the reference date, the informative material being filled out by the new information), documents, informative materials, and draft resolutions regarding General Shareholders Meeting, concerning the agenda, according to the law, may be consulted and procured by the shareholders from the bank's head office (Sibiu, Autogării, Str., nr. 1, tel. 0269/233985), General Secretariat and Shareholders Department and from the web site www.carpatica.ro, [About us / Shareholders / General Meeting of Shareholders](#) section. The share capital of Carpatica Commercial Bank is represented by 3.146.290.494 common shares, each share entitling to one vote.



**BANCA COMERCIALA
CARPATICA**

In case of non-statutory legal quorum conditions on April 25, 2013, the following Ordinary and Extraordinary Shareholders' Meeting is convened for April 26, 2013, maintaining the agenda, time and venue.

Additional information can be obtained from the General Secretariat and Shareholders Department, phone: 0269/205.130, 0269/233.985; website: www.carpatica.ro.

**Chairman of the Executive Board,
Ion Dobrica**