

No.: 50820/13.08.2019

To: FINANCIAL SUPERVISORY AUTHORITY (FSA) - Financial instruments and investments sector
BUCHAREST STOCK EXCHANGE

Ref: OGSM and EGSM Decisions 13.08.2019

Current report: according to the FSA Regulation no. 5/2018

Report date: 13.08.2019

Name of the issuer: PATRIA BANK SA

Headquarters: Bucharest, District 2, Globalworth Plaza Building, Pipera no 42, floors 7, 8 and 10

Phone / Fax No: 0372538725 / 0212063902

Unique Registration Code with the Trade Register: RO 11447021

Order number in the Trade Register: J40/9252/2016

Subscribed and paid-in share capital: RON 311,533,057.50

The regulated market where the instruments are traded: Bucharest Stock Exchange

Important events to be reported

The Decisions of the Ordinary General Shareholders Meeting and Extraordinary General Shareholders Meeting of Patria Bank SA dated August 13, 2019 are presented below.

Deputy General Manager
Lucica Pitulice

Director, Capital Markets & Investors Relations Division
Razvan Pasol

RESOLUTION OF THE ORDINARY GENERAL SHAREHOLDERS MEETING OF**PATRIA BANK S.A.****No. 1 / 13.08.2019**

The Ordinary General Shareholders Meeting of Patria Bank S.A. (the "**Assembly**"), company managed under unitary system, incorporated and operating under Romanian law, registered at the Trade Registry Office before Bucharest Court under no. J40/9252/2016, sole registration number RO 11447021, with registered office in 42 Pipera Road, Globalworth Plaza building, floors 7, 8 and 10, District 2, Bucharest, Romania, with a subscribed and paid up share capital of RON 311,533,057.50, registered with Banking Register under no. PJR-32-045/15.07.1999 (the "**Bank**"),

legally and statutory convened, in accordance with art. 117 from the Law no. 31/1990 regarding companies, as republished, Law no. 24/2017 regarding on issuers of financial instruments and market operations, ASF Regulation no. 5/2018 on issuers of financial instruments and market operations and with art. 9 from the Bank's Articles of Association, by publishing the convening notice in the Official Gazette of Romania, Part IV no. 2867/12.07.2019 and in the newspaper "Bursa" from 12.07.2019, as well as by submitting the convening notice to the Bucharest Stock Exchange and to the Financial Supervisory Authority through the current report no. 41580 dated 11.07.2019, updated and republished in the Official Gazette of Romania, Part IV no. 3180/01.08.2019 and in the newspaper "Bursa" from 01.08.2019, as well as by submitting the convening notice to the Bucharest Stock Exchange and to the Financial Supervisory Authority at the date of 31.07.2019, through the current report no. 47086 respectively through the current report no. 43228/01.08.2019.

Legally and statutory met on **13.08.2019, at 10:00 hours**, within the first convening at **Bank's registered office in Bucharest, District 2, 42 Pipera Road, Globalworth Plaza building, 7th Floor** by personal presence or by proxy representation of a number of **3** who own a number of **2,596,360,583** shares having voting rights attached, representing **90,4717 %** of the total voting rights, respectively **83,3414 %** from the Bank's share capital,

DECIDED

1. With unanimity of validly expressed votes held by the shareholders present, representatives at the Assembly

APPROVAL OF

The appointment of KPMG AUDIT SRL, legal entity incorporated and functioning in accordance with Romanian law, with registered office in Bucharest, District 1, 69-71 București-Ploiești Road, ground floor, room 02, registered with the Trade Registry Office under number J40/4439/2000, fiscal identification code 12997279, as financial auditor of the Bank for auditing the financial statements of the Bank, for the financial year 2019-2021, prepared in accordance with the International Financial Reporting Standards, according to Romanian National Bank Order no.27/2010 as further amended, and the ending of the mandate of the financial auditor, Princewaterhouse Coopers Audit S.R.L. (C.U.I. 4282940).

2. With unanimity of validly expressed votes held by the shareholders present, representatives at the Assembly

APPROVAL OF

Empowering 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 OGSM on 13 August 2019, as well as approval of the power of these members to appoint other persons in order to fulfil the formalities mentioned above.

3. With unanimity of validly expressed votes held by the shareholders present, representatives at the Assembly

APPROVAL OF

Date of 3 September 2019 as *Record Date* for the purpose of identifying the shareholders upon which the resolution of the ordinary meeting of shareholders, in accordance with the provisions of article 86(1) of Law no. 24/2017 regarding on issuers of financial instruments and market operations.

4. With unanimity of validly expressed votes held by the shareholders present, representatives at the Assembly

APPROVAL OF

Date of 2 September 2019 as *Ex date*.

This Resolution has been drawn up and signed in Bucharest, in 4 original copies, each having a number of 2 pages, today 13 August 2019.

Chairman of the Meeting

Secretary of the Meeting

Daniela-Elena Iliescu

Vera Rusen

RESOLUTION OF THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING OF**PATRIA BANK S.A.****No. 1 / 13.08.2019**

The Ordinary General Shareholders Meeting of Patria Bank S.A. (the "**Assembly**"), company managed under unitary system, incorporated and operating under Romanian law, registered at the Trade Registry Office before Bucharest Court under no. J40/9252/2016, sole registration number RO 11447021, with registered office in 42 Pipera Road, Globalworth Plaza building, floors 7, 8 and 10, District 2, Bucharest, Romania, with a subscribed and paid up share capital of RON 311,533,057.50, registered with Banking Register under no. PJR-32-045/15.07.1999 (the "**Bank**"),

legally and statutory convened, in accordance with art. 117 from the Law no. 31/1990 regarding companies, as republished, Law no. 24/2017 regarding on issuers of financial instruments and market operations, ASF Regulation no. 5/2018 on issuers of financial instruments and market operations and with art. 9 from the Bank's Articles of Association, by publishing the convening notice in the Official Gazette of Romania, Part IV no. 2867/12.07.2019 and in the newspaper "Bursa" from 12.07.2019, as well as by submitting the convening notice to the Bucharest Stock Exchange and to the Financial Supervisory Authority through the current report no. 41580 dated 11.07.2019, updated and republished in the Official Gazette of Romania, Part IV no. 3180/01.08.2019 and in the newspaper "Bursa" from 01.08.2019, as well as by submitting the convening notice to the Bucharest Stock Exchange and to the Financial Supervisory Authority at the date of 31.07.2019, through the current report no. 47086 respectively through the current report no. 43228/01.08.2019.

Legally and statutory met on **13.08.2019, at 10:30 hours**, within the first convening at **Bank's registered office in Bucharest, District 2, 42 Pipera Road, Globalworth Plaza building, 7th Floor** by personal presence or by proxy representation or correspondence voting of a number of **3** who own a number of **2,596,360,583** shares having voting rights attached, representing **90,4717 %** of the total voting rights, respectively **83,3414 %** from the Bank's share capital,

DECIDED

5. With unanimity of validly expressed votes held by the shareholders present, representatives at the Assembly

APPROVAL OF

The issuance of a maximum number of 10,000 unsecured, non-convertible and subordinated bonds, denominated in EUR, with nominal value of EUR 500/bond and a total value of maximum EUR 5,000,000, in dematerialized form, with an eight-year maturity (the

„Bonds”), at an interest rate (coupon rate) of no more 6.5 %/per annum, payable semi-annually, to be placed without drawing up a prospectus through a private placement, respectively through an offer addressed to: (i) qualified investors and (ii) to fewer than 150 natural or legal persons, other than qualified investors, per Member State, in compliance with the legal provisions and regulations regarding Tier II capital requirements, established in compliance with the Romanian legal framework in force (the „Offer”).

6. With unanimity of validly expressed votes held by the shareholders present, representatives at the Assembly

REJECTION OF

The admission to trading of the Bonds on the regulated market operated by the Bucharest Stock Exchange, after successfully closing of the Offer, and approval of the undertaking by the Bank of all required actions and formalities, including preparation of the admission to trading prospectus for the Bonds („Admission to Trading”).

- 2.¹ With unanimity of validly expressed votes held by the shareholders present, representatives at the Assembly

APPROVAL OF

Admission to the trading of the Bonds on a market administered by the Bucharest Stock Exchange, following the successful conclusion of the Offer, as well as of the Bank's undertaking of all the necessary actions and formalities for this purpose ("Admission to Trading") and empowerment The Board of Directors of the Bank to decide on which markets managed by the Bucharest Stock Exchange will be admitted to trading the Bonds.

7. With unanimity of validly expressed votes held by the shareholders present, representatives at the Assembly

APPROVAL OF

Appointment of Tradeville S.A. financial investments services company, a legal entity established and operating in accordance with the Romanian Law, with its registered office in Bucharest, Calea Vitan no. 6A, block B, Tronson B, floor 3, district 3, registered with Trade Register under no.J40/5868/1996, sole registration code 8694021, as the Offer's Intermediary and the Intermediary of the Admission to Trading procedure.

8. With unanimity of validly expressed votes held by the shareholders present, representatives at the Assembly

APPROVAL OF

The empowerment of the Board of Directors, with the possibility of sub delegation, depending on the case, in order to carry out all the operations and/or procedures for the implementation of the above points 1-3 and to finalize the Offer and the Admission to Trading, in compliance with the terms and conditions approved by the EGMS, to perform the following:

- a) to issue any decision and to fulfill any necessary legal documents and actions, useful and/or convenient for the performance of the decisions of the EGMS, including, without limitation, the negotiation, establishment and approval of the Bonds' final conditions, respectively the final number of Bonds, issuing price of the Bonds and interest rate of the Bonds, as well as the other final terms and conditions of the Bonds, contractual conditions, interest rates, fees and charges, collaterals, the setting of the date of the initiation of the procedures for the Bonds' issue and the subscription period, as well as the negotiation, approval and signing of any of the contracts with the Offers's Intermediary and potential consultants, and performance of any required acts and legal actions, in compliance with the EGMS decisions; and
- b) to approve/negotiate any contracts and/or arrangements regarding the Bonds and/or the Offer and /or the Admission to Trading and any other arrangements, including Bonds presentation documents, prospectus for Admission to Trading, any contracts, certificates, statements, registers, notices, addendums and any other required acts and documents, to perform any formalities and to authorize and / or to execute any other actions necessary to give full effect to the issuance of the Bonds and / or the Offer and / or the Admission to Trading (as the case may be) and to empower the Bank's representatives to sign any such documents , to carry out any such formalities and to carry out any such actions;

9. With unanimity of validly expressed votes held by the shareholders present, representatives at the Assembly

APPROVAL OF

Empowering 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 EGSM on 13 August 2019, as well as approval of the power of these members to appoint other persons in order to fulfil the formalities mentioned above.

10. With unanimity of validly expressed votes held by the shareholders present, representatives at the Assembly

APPROVAL OF

Date of 3 September 2019 as *Record Date* for the purpose of identifying the shareholders upon which the resolution of the ordinary meeting of shareholders, in accordance with the provisions of article 86(1) of Law no. 24/2017 regarding on issuers of financial instruments and market operations.

11. With unanimity of validly expressed votes held by the shareholders present, representatives at the Assembly

APPROVAL OF

Date of 2 September 2019 as *Ex date*.

This Resolution has been drawn up and signed in Bucharest, in 4 original copies, each having a number of 4 pages, today 13 August 2019.

Chairman of the Meeting

Secretary of the Meeting

Daniela-Elena Iliescu

Vera Rusen