

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

Ref: Convening of Patria Bank SA Ordinary General Shareholders Meeting and Extraordinary General Meeting for April 26/27, 2021

Report date: 25.03.2021

Name of the issuer: PATRIA BANK SA

Headquarters: Bucharest, 42, Pipera Road, Globalworth Plaza Building, Floors 8 and 10

Phone / Fax No: 0800 410 310 / +40 372 007 732

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:

Convening of Patria Bank SA Ordinary General Shareholders Meeting and respectively Extraordinary General Shareholders Meeting for April 26/27, 2021

Ordinary General Shareholders Meeting (OGSM)

Patria Bank SA informs that by the Board of Directors Decision no. 59 dated 24.03.2021 the following decisions were taken:

1. The Patria Bank SA Ordinary General Shareholders Meeting (OGSM) Convening on April 26, 2021 (first convening)/April 27, 2021 (second convening) 10:30 hours, at the Bank registered office in Bucharest, District 2, 42 Pipera Road, Globalworth Plaza Building, floor 10, for all the shareholders registered with the Depozitarul Central SA as of April 16, 2021, set as the Reference date for the OGSM
2. Date of May 14, 2021 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
3. Date of May 13, 2021 as *Ex date*,
4. The Convening Notice of OGSM as per Annex and the topics on the agenda as proposed for the shareholders:
 - I. Election of the secretary of the meeting, with the following proposals: Mr. Georgian Eugen Constantin, shareholder in Patria Bank S.A. and in his absence Mr. Adrian Cojocar, shareholder in Patria Bank S.A.
 - II. Approval of individual and consolidated annual financial statements as of 31.12.2020, prepared in accordance with the International Financial Reporting Standards, accompanied by the reports of the Board of Directors and the Report of the Bank's financial auditor.

- III. Approval of the proposal for the distribution of the net profit realized in 2020, in the amount of RON 2,797,394.65 as follows: legal reserves in amount of RON 305,498 and retained earnings in amount of RON 2,491,896.65.
- IV. Approval of the discharge for the Bank's members of the Board of Directors for the financial year 2020.
- V. Approval of the Incomes and Expenditures Budget for 2021 and the Activity Plan for the 2021 financial year.
- VI. Approval of the Remuneration Policy for the management.
- VII. Approval of the individual remuneration due to the members of the Board of Directors for the financial year 2021
- VIII. Renewal of the mandate of independent administrator of Mr. Iuga Vasile for a period of 4 years starting with 27.04.2021.
- IX. Renewal of the mandate of independent administrator of Mr. Surdu Nicolae for a period of 4 years starting with 27.04.2021.
- X. 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 April 26, 2021 or April 27, 2021, as well as approval of the power of these members to appoint other persons in order to fulfil the formalities mentioned above.
- XI. According to Article 2, paragraph 2, letter f), l) and Article 176 from ASF Regulation no. 5/2018 on issuers of financial instruments and market operations, approving:
 - a) Date of May 14, 2021 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.
 - b) Date of May 13, 2021 as Ex date, according to the provisions of article. 2 par 2 letter l) of FSA Regulation no. 5/2018 with regard to the exercise of certain rights of the shareholders within general shareholders meetings.

Extraordinary General Shareholders Meeting (EGSM)

Patria Bank SA informs that by the Board of Directors Decision no. 59 dated 24.03.2021 the following decisions were taken:

- 1. The Patria Bank SA Extraordinary General Shareholders Meeting (EGSM) Convening on April 26, 2021 (first convening)/April 27, 2021 (second convening) 10:00 hours, at the Bank registered office in Bucharest, District 2, 42 Pipera Road, Globalworth Plaza Building, floor 10, for all the shareholders registered with the Depozitarul Central SA as of April 16, 2021, set as the Reference date for the EGSM
- 2. Date of May 14, 2021 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
- 3. Date of May 13, 2021 as Ex date,

4. The Convening Notice as per Annex and the topics on the agenda as proposed for the shareholders:
 - I. Election of the secretary of the meeting, with the following proposals: Mr. Georgian Eugen Constantin, shareholder in Patria Bank S.A. and in his absence Mr. Adrian Cojocar, shareholder in Patria Bank S.A.
 - II. Approval of the amendment of art. 8.1 of the Articles of Association of the Bank, as follows:

Initial form:

„8.1 The governing body of the Bank is the general shareholders meeting. The general shareholders meetings are ordinary and extraordinary. ”

New form:

“8.1 The General shareholders meetings are ordinary and extraordinary.”
 - III. Approval of the amendment of art. 17.5 of the Articles of Association of the Bank, as follows:

Initial form:

„17.5. The meetings of the Management Board take place weekly or whenever necessary. The resolutions of the Management Board are adopted with the absolute majority of the votes of the members, namely with 50% + 1 of the total number the managers that form the Management Board. The vote cannot be cast by proxy. The details about the decision-making process and any other organizational details are set under the provisions of the Statute of the Management Board, which is adopted by resolution of the Board of Directors.”

New form:

„17.5. The meetings of the Management Board take place weekly or whenever necessary. The resolutions of the Management Board are adopted by at least half of the total number of the managers that form the Management Board. If the General Manager participates in the Meetings of the Management Board and has the right to vote, in the event of a tie, the General Manager shall have the casting vote. The vote cannot be cast by proxy. The details about the decision-making process and any other organizational details are set under the provisions of the Organization and Functioning Regulation of the Management Board, which is adopted by resolution of the Board of Directors”
 - IV. Approval of the empowering of any member of the Management Board to sign the updated Articles of Association of the Bank as a result of the amendments made to the Articles of Association of the Bank.
 - V. 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 April 26, 2021 or April 27, 2021, as well as approval of the power of these members to appoint other persons in order to fulfil the formalities mentioned above.
 - VI. According to Article 2, paragraph 2, letter f), I) and Article 176 from ASF Regulation no. 5/2018 on issuers of financial instruments and market operations, approving:

- a) Date of **May 14, 2021** as Record Date for the purpose of identifying the shareholders upon which the resolution of the extraordinary 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.
- b) Date of **May 13, 2021** as *Ex date*, according to the provisions of article. 2 par 2 letter I) of FSA Regulation no. 5/2018 on the issuers of financial instruments and market operations, with regard to the exercise of certain rights of the shareholders within EGSM.

General Manager

Director, Capital Markets and Investor Relations Division

Daniela Iliescu

Razvan Pasol

CONVENING NOTICE

The Board of Directors of PATRIA BANK S.A., a joint stock company managed under a unitary system, incorporated and operating in accordance with Romanian law, registered with the Trade Registry Office attached to the Bucharest Tribunal under number J40/9252/2016, fiscal identification code RO 11447021, having its registered office in Bucharest, District 2, 42 Pipera Road, Globalworth Plaza building, floors 8 and 10, postal code 020112 with a subscribed and paid up share capital of RON 311.533.057,50 and the registered number in the Banking Register PJR-32-045/15.07.1999 (the "**Bank**" or "**Patria Bank**"), in accordance with the provisions of article 111, article 113 and article 117 of Companies Law 31/1990, Law no. 24/2017 regarding on issuers of financial instruments and market operations ("**Law 24/2017**"), FSA Regulation no. 5/2018 on issuers of financial instruments and market operations ("**R5/2018**"), and of article 9 of the Bank's Articles of Association,

Convenes:

THE ORDINARY GENERAL SHAREHOLDERS MEETING ("OGSM")

on **April 26, 2021, 10:30 hours**, at the Bank registered office in Bucharest, District 2, 42 Pipera Road, Globalworth Plaza Building, floor 10, for all the shareholders registered with the Depozitarul Central SA as of **April 16, 2021**, set as the **Reference date** for the OGSM, having the following agenda:

1. Election of the secretary of the meeting, with the following proposals: Mr. Georgian Eugen Constantin, shareholder in Patria Bank S.A. and in his absence Mr. Adrian Cojocar, shareholder in Patria Bank S.A..
2. Approval of individual and consolidated annual financial statements as of 31.12.2020, prepared in accordance with the International Financial Reporting Standards, accompanied by the reports of the Board of Directors and the Report of the Bank's financial auditor.
3. Approval of the proposal for the distribution of the net profit realized in 2020, in the amount of RON 2,797,394.65 as follows: legal reserves in amount of RON 305,498 and retained earnings in amount of RON 2,491,896.65.
4. Approval of the discharge for the Bank's members of the Board of Directors for the financial year 2020.
5. Approval of the Incomes and Expenditures Budget for 2021 and the Activity Plan for the 2021 financial year.
6. Approval of the Remuneration Policy for the management.
7. Approval of the individual remuneration due to the members of the Board of Directors for the financial year 2021.
8. Renewal of the mandate of independent administrator of Mr. Iuga Vasile for a period of 4 years starting with 27.04.2021.
9. Renewal of the mandate of independent administrator of Mr. Surdu Nicolae for a period of 4 years starting with 27.04.2021.
10. 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 **April 26, 2021** or **April 27, 2021**, as well as approval of the power of these members to appoint other persons in order to fulfil the formalities mentioned above.
11. According to Article 2, paragraph 2, letter f), l) and Article 176 from ASF Regulation no. 5/2018 on issuers of financial instruments and market operations, approving:
 - a. Date of **May 14, 2021** 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.

b. Date of **May 13, 2021** as *Ex date*, according to the provisions of article. 2 par 2 letter l) of FSA Regulation no. 5/2018 on the issuers of financial instruments and market operations, with regard to the exercise of certain rights of the shareholders within OGSM.

Only persons registered as shareholders at the reference date of **April 16, 2021** ("**Reference Date**") in the Bank's shareholders' registry kept with Depozitarul Central S.A. are entitled to participate and vote in the OGSM.

on **April 26, 2021, 10:00 hours**, at the Bank registered office in Bucharest, District 2, 42 Pipera Road, Globalworth Plaza Building, floor 10, for all the shareholders registered with Depozitarul Central SA's register of shareholders as of **April 16, 2021**, set as the **Reference date** for the EGSM, having the following agenda:

1. Election of the secretary of the meeting, with the following proposals: Mr. Georgian Eugen Constantin, shareholder in Patria Bank S.A. and in his absence Mr. Adrian Cojocar, shareholder in Patria Bank S.A..
2. Approval of the amendment of art. 8.1 of the Articles of Association of the Bank, as follows:

Initial form:

„8.1 The governing body of the Bank is the general shareholders meeting. The general shareholders meetings are ordinary and extraordinary.”

New form:

“8.1 The General shareholders meetings are ordinary and extraordinary.”

3. Approval of the amendment of art. 17.5 of the Articles of Association of the Bank, as follows:

Initial form:

„17.5. The meetings of the Management Board take place weekly or whenever necessary. The resolutions of the Management Board are adopted with the absolute majority of the votes of the members, namely with 50% + 1 of the total number the managers that form the Management Board. The vote cannot be cast by proxy. The details about the decision-making process and any other organizational details are set under the provisions of the Statute of the Management Board, which is adopted by resolution of the Board of Directors.”

New form:

„17.5. The meetings of the Management Board take place weekly or whenever necessary. The resolutions of the Management Board are adopted by at least half of the total number of the managers that form the Management Board. If the General Manager participates in the Meetings of the Management Board and has the right to vote, in the event of a tie, the General Manager shall have the casting vote. The vote cannot be cast by proxy. The details about the decision-making process and any other organizational

details are set under the provisions of the Organization and Functioning Regulation of the Management Board, which is adopted by resolution of the Board of Directors.”

4. Approval of the empowering of any member of the Management Board to sign the updated Articles of Association of the Bank as a result of the amendments made to the Articles of Association of the Bank.
5. 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 April 26, 2021 or April 27, 2021, as well as approval of the power of these members to appoint other persons in order to fulfil the formalities mentioned above.
6. According to Article 2, paragraph 2, letter f), l) and Article 176 from ASF Regulation no. 5/2018 on issuers of financial instruments and market operations, approving:
 - 6.1. Date of **May 14, 2021** as Record Date for the purpose of identifying the shareholders upon which the resolution of the extraordinary 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.
 - 6.2. Date of **May 13, 2021** as *Ex date*, according to the provisions of article. 2 par 2 letter l) of FSA Regulation no. 5/2018 on the issuers of financial instruments and market operations, with regard to the exercise of certain rights of the shareholders within EGSM.

Only persons registered as shareholders at the reference date of **April 16, 2021** ("Reference Date") in the Bank's shareholders' registry kept with Depozitarul Central S.A. are entitled to participate and vote in the EGSM.

Important information about the situation caused by COVID-19 pandemic

Given the current situation caused by COVID-19 pandemic, the preventive measures taken by Romanian authorities such as gatherings of persons restrictions and any other preventive measures that may be taken by them, in order to protect its shareholders and other participants at OGSM/EGSM, the Bank expressly recommends to its shareholders to use electronic means/remote interactions regarding OGSM/EGSM, in compliance with the terms and conditions provided in the Convener, such as :

- (a) Accessing the materials related to OGSM/EGSM, in electronic format, avoiding, as far as it is possible, their transmission on paper support by mail, courier services or personal pick-up from the Bank's premises. All materials related to the points on the OGSM/EGSM agenda will be available on the website of the Bank (www.patriabank.ro, [About Patria/Investors/Annual General Meetings/GSM notices and documents](#) section), according to those mentioned in Convener;
- (b) Transmision by shareholders by e-mail, using the qualified electronic signature, according to Regulation (EU) no. 910/2014 on electronic identification and trust services for electronic transactions in the internal market and repealing Directive 1999/93/EC ("eIDAS"), to the address capital@patriabank.ro, according to those mentioned in Convener, insofar as it is possible, as an alternative to sending by mail, courier services or personal to the Bank's premises, proposals for the introduction of new items on the agenda or, as the case, draft of the resolution for the items included or proposed to be included on the agenda and the questions related to OGSM/EGSM;
- (c) Transmission by shareholders by e-mail, using the qualified electronic signature, as per eIDAS, according to those described in the present Convener, of general proxy or, as the case may be, of special proxy, avoiding, insofar as it is possible, of their transmission on paper support by mail, courier services or personal submitting at the Bank's premises;
- (d) Voting by correspondence and, preferably, by e-mail, using the qualified electronic signature, as per eIDAS, according to those mentioned in the present Convener, avoiding, insofar as it is possible, of their transmission on paper support by mail, courier services or personal submitting at the Bank's premises;

Also, the Bank informs the shareholders, related to OGSM/EGSM, the following:

- (a) The Bank will have the possibility to apply the measures and restrictions in force at the date of OGSM/EGSM, regarding the limitation of the number of participants to events held indoor, depending to the express decisions taken by the authorities;
- (b) **We draw attention that participation in public events/meetings held indoor, under the conditions imposed by the authorities at the time, exposes participants to possible contamination with COVID-19, and the Bank and or its management and or directors of the Bank cannot be held liable for such risk.**

Shareholders' proposals in respect to the general shareholders meeting

One or several shareholders, individually or jointly representing at least 5% of the Bank's share capital (hereinafter referred to as the "**Initiators**") are entitled:

- (a) to add new items on the agenda of the OGSM/EGSM, provided that each item is accompanied by a justification or by a draft of resolution proposed to be adopted by the OGSM/EGSM; and
- (b) to present drafts of resolutions for items included or proposed to be included in the agenda of the OGSM/EGSM.

Initiators' proposals regarding the inclusion of new items on the agenda, as well as the draft resolutions for the items proposed to be included on the agenda of the OGSM/EGSM, accompanied by copy of the valid identification documents of the **Initiator** (in case of natural persons – identity bulletin/card and in case of legal persons - identity bulletin/card of the legal representative registered in the Bank's shareholders' list issued by Depozitarul Central S.A.), may be transmitted as follows:

- a) submitted at the registered office of the Bank in Bucharest, district 2, 42 Pipera Road, Globalworth Plaza building, floor 10, by **April 09, 2021**, until the Bank's closing hour **17:30**, in sealed envelope, being clearly inscribed with upper case letters "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF April 26/27, 2021**".
- b) sent to the registered office of the Bank in Bucharest, district 2, 42 Pipera Road, Globalworth Plaza building, floor 10, through any courier with recorded delivery, so that to be registered to the Bank registered office until **April 09, 2021**, until the Bank's closing, **hour 17:30**, in sealed envelope, being clearly inscribed with upper case letters "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF April 26/27, 2021**".
- c) sent by e-mail having attached an qualified electronic signature, as per eIDAS, by **April 09, 2021**, until the Bank's closing **hour 17:30**, at capital@patriabank.ro, having "**FOR THE**

GENERAL MEETING OF SHAREHOLDERS OF April 26/27, 2021" in the subject line.

The agenda completed with the items proposed by the above-mentioned shareholders will be published in compliance with the requirements provided by law and by the articles of association for the convening of the OGMS/EGMS, no later than **April 13, 2021**.

Proposals for candidates for the position of independent directors

The shareholders of the Bank, regardless of their participation in the share capital, as well as the current members of the Board of Directors of the Bank may submit proposals for candidates for appointment as independent members of the Board of Directors, including information on name, place of residence and professional qualification. persons proposed for the position of member of the Board of Directors accompanied by (i) a copy of the valid identity document of the shareholder / current member of the Board of Directors of the Bank (in case of natural persons, bulletin/identity card, respectively in case of legal entities, bulletin/identity card of the legal representative registered in the list of shareholders of the Bank issued by the Central Depository), (ii) curriculum vitae of the proposed person and (iii) statement on the candidate's own responsibility showing that the person concerned is not in any of the situations of incompatibility provided by the norm or that he / she intends to waive any incompatibility in order to be approved and that he / she accepts the mandate in the event that he / she is elected.

Nominations together with the above-mentioned documents may be submitted as follows:

- a) delivered to the registered office in Bucharest, district 2, 42 Pipera Road, Globalworth Plaza building, floor 10, in sealed envelope, clearly inscribed and uppercase letters "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF April 26/27, 2021**", by **April 15, 2021**, until the Bank's closing hour 17:30, at the latest.
- b) send to the registered office in Bucharest, district 2, 42 Pipera Road, Globalworth Plaza building, floor 10, using any form of delivery with acknowledgement of receipt, so that its receipt may be recorded by the Bank's registry, in sealed envelope, clearly inscribed and upper case letters "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF April 26/27, 2021**", by **April 15, 2021**, until the Bank's closing hour 17:30.
- c) sent via e-mail with qualified electronic signature, as per eIDAS, by **April 15, 2021**, until the Bank's closing **hour 17:30**, to the e-mail address capital@patriabank.ro.ro, with the following text "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF April 26/27, 2021**" mentioned in the subject line.

The list containing information about the name, domicile and professional qualification of the persons proposed to be elected as independent members of the Board of Directors will be available to shareholders on the Bank's website (<https://www.patriabank.ro>) and at the Bank's headquarters, which can be consulted and completed by them.

The full list of nominated candidates for the position of independent member of the Board of Directors, together with the curriculum vitae of the nominated candidates and a note on the candidates' fulfillment of the eligibility criteria for the position of independent member of the Board of Directors will be published on the Bank's website (<https://www.patriabank.ro>) with at least 10 calendar days prior to the OGMS / EGMS date.

The evaluation criteria for assessing the suitability of the candidates proposed for the exercise of the mandate of independent director are: dedication of sufficient time (have the capacity to allocate sufficient time and effort to effectively perform their duties, including understanding the Bank's activity, its main risks and implications of the activity, as well as the business and risk management strategy), criteria for adequate knowledge, skills and experience (candidates must have sufficient experience to enable them to constructively challenge management decisions and effectively supervise the Bank's activity), criteria of adequacy at the collective level, general criteria on reputation, honesty, integrity and independent thinking, fulfillment of the legal requirements of independence.

Questions related to the general shareholders meeting

The Bank's shareholders, regardless of their participation to the share capital, may address questions in writing in relation to the items included in the agenda of the OGSM/EGSM, accompanied by a copy of the valid identification document of the shareholder (in case of natural persons, identity bulletin/card and in case of legal persons, identity bulletin/card of the legal representative registered in the list of Bank's shareholders issued by Depozitarul Central S.A.) to the registered office of the Bank in Bucharest, district 2, 42 Pipera Road, Globalworth Plaza building, floor 10, by **April 21, 2021**, until the Bank's closing **hour 17:30**, in sealed envelope, being clearly inscribed with upper case letters **"FOR THE GENERAL MEETING OF SHAREHOLDERS OF April 26/27, 2021"**.

The shareholders may sent questions to the registered office of the Bank in Bucharest, district 2, 42 Pipera Road, Globalworth Plaza building, floor 10, through any courier with recorded delivery, so that to be registered to the Bank registered office by **April 21, 2021**, until the Bank's closing **hour 17:30**, in sealed envelope, being clearly inscribed with upper case letters **"FOR THE GENERAL MEETING OF SHAREHOLDERS OF April 26/27, 2021"**.

The shareholders may address such questions also by e-mail with qualified electronic signature, as per eIDAS, accompanied by a copy of the valid identification document of the shareholder (in case of natural persons, identity bulletin/card and, in case of legal persons, identity bulletin/card of the legal representative registered in the list of Bank's shareholders issued by Depozitarul Central S.A.) by **April 21, 2021**, until the Bank's closing **hour 17:30**, at capital@patriabank.ro, having "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF April 26/27, 2021**" in the subject line.

The right to ask questions and the Bank's obligation to respond may be made conditional on the protection of the confidentiality and interests of the Bank.

Attending the general shareholders meeting

The access of the shareholders registered in the shareholders registry as at the Reference Date and entitled to attend the GSM is permitted based on simple proof of their identity, made, (i) in case of natural persons, with the identity document or, (ii) in case of legal persons, with the identity document of the legal representative, and (iii) in case of legal person and natural person attending the meeting by means of a representative, with the proxy given to the natural person representing such shareholders, in compliance with the relevant applicable legislation.

Shareholders who, as at the *Reference Date*, are registered in the shareholders registry of the Bank, kept by Depozitarul Central S.A. may attend the OGSM/EGSM in person or by proxy, each shareholder having the right to appoint another natural or legal person as representative for participating and voting on his behalf in the OGSM/EGSM, in accordance with the provisions of art. 92 alin. (11) - (16) of Law no. 24/2017.

When participating by proxy, shareholders shall appoint representatives by special proxies, prepared in accordance with the sample of special proxy provided to the shareholders by the Bank, both in Romanian and in English, or by a general proxy granted under the conditions presented below.

General and special proxy

The general proxy is valid only if: (i) it is granted for a period not exceeding 3 years, unless the parties have expressly provided for a longer period, (ii) it expressly enables the representative of the shareholder who granted such proxy to vote on all issues under debate in the general meetings of Bank's shareholders, including acts of disposal and (iii) it is given by the shareholder, acting in capacity of customer, to an intermediary, as defined by art. 2 par. (1) point 20 of Law 24/2017, or to a lawyer. Shareholders of the Bank shall not be represented in

the OGSM/EGSM based on a general proxy given to a person who is subject to a conflict of interest that may arise in particular in the following cases:

- a) is a majority shareholder of Bank, or other entity controlled by such shareholder;
- b) is a member of an administrative, management or supervisory body of the Bank, of a majority shareholder or of a controlled entity as provided in section a) above;
- c) is an employee or an auditor of the Bank or of a majority shareholder or of a controlled entity as provided in section a) above;
- d) is a spouse or relative up to the fourth degree inclusively of one of the natural persons referred to in sections a) to c) above.

The general proxy shall contain at least the following information:

1. the name of the shareholder;
2. name of the representative (to whom the proxy is granted);
3. date of proxy and its period of validity, in compliance with the law; proxies bearing a later date have the effect of revoking previously dated proxies;
4. indication that the shareholder empowers the representative to attend and vote on his behalf by general proxy in the general shareholders meeting for the entire holding of the shareholder at the Reference Date, expressly specifying the company/companies for which the general proxy is to be used. The validity of general proxy ceases in accordance with par. 2 of article 202 of FSA Regulation no. 5/2018.

According to par. (4) of article 200 of FSA Regulation no. 5/2018 a shareholder may appoint a single person to represent him in the OGSM/EGSM. However, if a shareholder holds shares of the Bank in several securities accounts, this restriction shall not prevent that shareholder to appoint a distinctive representative for shares held in each securities account with respect to a specific general meeting. Nonetheless, the shareholder is forbidden to express different votes in respect of the shares held by him in the share capital of the Bank.

The special proxies shall contain specific voting instructions for each item on the agenda of the OGSM/EGSM and the representative shall have the obligation to vote in accordance with the instructions of the shareholder who appointed him. If there are discussions during OGSM/EGSM, according to the legal provisions, on items not included on the agenda, the representative may cast the ballot regarding these items in accordance with the interest of the represented shareholder.

A special proxy is valid exclusively for the meeting for which it was requested.

Moreover, according to article 200, par. 5 of FSA Regulation no. 5/2018 a shareholder may appoint one or several alternate representatives by special proxy to ensure that shareholder's representation in the OGSM/EGSM in case the representative appointed by special proxy is unable to fulfill its mandate. If several alternate representatives are appointed by proxy, the order in which they are to exercise their mandate shall be set.

In accordance with the provisions of article 92, para (11) of Law no. 24/2017, in case a shareholder is represented by a credit institution that provides custody services, he may vote in OGSM/EGSM based on the voting instructions received by means of electronic communication, without being necessary the drafting of a special or general proxy by the shareholder. The custodian votes in OGSM/EGSM exclusively according to and within the limits of the instructions received by the

shareholder clients on the *Reference Date*. To this end, the representative of the custodian will provide evidence that the shareholder is the customer of the custodian and that the representative was appointed by the custodian to represent the shareholder in OGSM/EGSM.

In case of the special proxy, an original copy, filled in English or Romanian language and signed by the shareholder, accompanied by a copy of the identity document of that shareholder (in case of natural persons – bulletin/identity card, and respectively for legal persons – bulletin/identity card of the legal representative registered in the list of Bank shareholders issued by Depozitarul Central S.A.), shall be submitted to the Bank's registered office in Bucharest, district 2, 42 Pipera Road, Globalworth Plaza building, floors 10, according to article 11.2. of the Articles of Association - 2 working days before the general meeting - respectively by **April 22, 2021**, until the Bank's closing **hour 17:30**, in sealed envelope, clearly inscribed with upper case letters **"FOR THE GENERAL MEETING OF SHAREHOLDERS OF April 26/27, 2021"** and the representative shall carry with him an original copy of his special proxy in the OGSM/EGSM.

The special proxy may be sent to the registered office of the Bank in Bucharest, district 2, 42 Pipera Road, Globalworth Plaza building, floors 10, through any courier with recorded delivery, so that to be registered to the Bank registered office, according to article 11.2 of the Articles of Association – 2 working days before the general meeting - respectively until **April 22, 2021**, until the Bank's closing **hour 17:30**, in sealed envelope, clearly inscribed with upper case letters **"FOR THE GENERAL MEETING OF SHAREHOLDERS OF April 26/27, 2021"**.

The special proxy may be sent also by e-mail with qualified electronic signature, as per eIDAS, accompanied by valid identification documents, within the dead line provided by article. 11.2 of article of association of the Bank, namely by **April 22, 2021**, until the Bank's

closing **hour 17:30**, to the e-mail address capital@patriabank.ro, with the following text "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF April 26/27, 2021**" mentioned in the subject line.

In case of the general proxy, before it is first used, a copy of the general proxy certified under signature by the representative as true copy of the original, accompanied by a copy of the identity document of the shareholder (in case of natural persons – bulletin/identity card, and respectively for legal persons – bulletin/identity card of the legal representative recorded on the list of Bank shareholders issued by Depozitarul Central S.A.) and a written sworn statement of the intermediary or the attorney as set out below, shall be submitted to the Bank's registered office in Bucharest, district 2, 42 Pipera Road, Globalworth Plaza building, floors 10, within the dead line provided by article. 11.2 of article of association of the Bank - at least 2 working days before the general meeting, namely by **April 22, 2021**, until the Bank's closing **hour 17:30**, in sealed envelope, clearly inscribed with upper case letters "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF April 26/27, 2021**" and the representative shall carry with him an original copy of the general proxy in the OGSM/EGSM.

The general proxy may be delivered to the registered office in Bucharest, district 2, 42 Pipera Road, Globalworth Plaza building, floor 10, in sealed envelope, using any form of delivery with acknowledgement of receipt, clearly inscribed and upper case letters "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF April 26/27, 2021**", so that its receipt may be recorded by the Bank's registry within the dead line provided by article. 11.2 of Article of Association of the Bank - at least 2 working days before the general meeting- namely by **April 22, 2021**, until the Bank's closing **hour 17:30**.

The general proxy may be sent also by e-mail having an qualified electronic signature, as per eIDAS, accompanied by valid identification documents, within the dead line provided by article. 11.2 of article of association of the Bank, namely by **April 22, 2021**, until the Bank's closing **hour 17:30**, to the e-mail address capital@patriabank.ro, with the following text "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF April 26/27, 2021**" mentioned in the subject line.

Certified copies of the general proxies shall be kept by the Bank, this being mentioned in the minutes of the OGSM/EGSM.

The person who was given a general or a special proxy may not be substituted by another person unless this right was expressly given by the shareholder in the proxy. In case the proxy is a legal person, it can exercise its mandate through any person who is a member of its management or executive body or through its employees.

Shareholders may appoint and revoke their representative by electronic means of data transmission, the revocation being effective and binding to the Bank if it is received by the Bank until the time limit for submitting/sending proxies.

If the person representing in person the shareholder in the OGSM/EGSM is different from the person who voted by correspondence, then for the former's vote to be valid, the representative shall present the OGSM/EGSM with a written revocation of the vote by correspondence, signed by the shareholder or by the representative who expressed the vote by correspondence. This is not necessary if the shareholder or his legal representative is present at the OGSM/EGSM.

Special provisions regarding the general proxy

The Bank shall accept a general proxy to participate and vote in the OGSM/EGSM given by a shareholder, in capacity of customer, to an intermediary as defined in art. 2 par. (1) pt. 20 of Law no. 24/2017, as amended and supplemented, or to a lawyer, without requesting additional documents relating to such shareholder, if the general proxy complies with FSA Regulation no. 5/2018, is signed by the relevant shareholder and accompanied by an affidavit given by the legal representative of the intermediary or by the lawyer who received a general proxy, affidavit affirming that:

- (i) authorization is granted by such shareholder, in capacity of customer, to his intermediary or, where appropriate, to his lawyer;
- (ii) general proxy is signed by the shareholder, including the attachment of extended electronic signature, if necessary.

The affidavit referred to above shall be submitted to the issuer in original, signed and, without further formalities related to its form. The affidavit is submitted to the Bank together with the general proxy, in the terms and conditions set out above.

Vote by correspondence

The Bank's shareholders registered, as at the *Reference Date*, in the registry of shareholders of the Bank kept by Depozitarul Central S.A. have the opportunity to vote by correspondence using the ballot papers for vote by correspondence made available to shareholders by the Bank, both in Romanian and in English language.

The vote by correspondence may be cast by a representative only if that representative has received from the shareholder whom he represents a special/general proxy, which shall be submitted with the Bank in accordance with the provisions above mentioned.

When voting by correspondence, the ballot paper, filled in Romanian or English language and signed, together with a copy of the identity document of the shareholder (in case of natural persons – bulletin/identity card, and respectively for legal persons – bulletin/identity card of the legal representative, registered in the list of Bank shareholders issued by Depozitarul Central S.A.), can be delivered as follows:

- a) delivered to the registered office in Bucharest, district 2, 42 Pipera Road, Globalworth Plaza building, floor 10, in sealed envelope, clearly inscribed and upper case letters "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF April 26/27, 2021**", by **April 22, 2021**, until the Bank's closing **hour 17:30**, at the latest.
- b) send to the registered office in Bucharest, district 2, 42 Pipera Road, Globalworth Plaza building, floor 10, using any form of delivery with acknowledgement of receipt, so that its receipt may be recorded by the Bank's registry, in sealed envelope, clearly inscribed and upper case letters "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF April 26/27, 2021**", by **April 22, 2021**, until the Bank's closing hour 17:30.
- c) sent via e-mail with qualified electronic signature, as per eIDAS, by **April 22, 2021**, until the Bank's closing hour 17:30, to the e-mail address capital@patriabank.ro, with the following text "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF April 26/27, 2021**" mentioned in the subject line.

Other provisions regarding OGSM/EGSM

In case of shareholders who are legal persons or entities without legal personality, the capacity of legal representative is established based on the list of shareholders valid as at the Reference Date, received from Depozitarul Central S.A. Documents certifying the capacity of legal representative, drafted in any foreign language other than the English language, shall be accompanied by a translation made by a sworn translator into Romanian or English language. The issuer shall not require legalization or apostille for documents certifying the capacity of legal representative of a shareholder.

In all above described cases when a reference is made to a shareholder's representative registered in the list of shareholders issued by Depozitarul Central S.A., if that respective representative is not registered as such in the records of Depozitarul Central S.A., a confirmation of company details issued by the Trade Register, or any other equivalent document, in original or copy certified for conformity with the original, issued by any qualified authority of the state in which the shareholder is legally registered and which certifies the capacity of legal representative, shall be sent for the identification of the representative of the shareholder who is a legal person, and shall not be older than 3 months before the date when the convening notice for the OGSM/EGSM is published.

Any failure to send the special proxies/ballots for correspondence voting by the above mentioned dates is sanctioned by loss of the right to vote by proxy/by correspondence in the OGSM/EGSM. The special proxies/ballots for correspondence voting which do not contain at least the details enclosed in the sample forms made available by the Bank, shall not be binding to the Bank, and the general proxies which do not contain the minimum information required by legal provisions shall not be binding to the Bank either.

If on April 26, 2021 (date of the first convening of OGSM/EGSM) the legal and statutory requirements of validity for holding the OGSM/EGSM are not met, the respective OGSM/EGSM is convened on April 27, 2021 (date of the second convening) in the same location, at the same time, and having the same agenda.

The documents concerning the points included on the agenda of the OGSM/EGSM, this convening notice, the total number of shares and the voting rights existing at the date of the call, as well as the drafts of the OGSM/EGSM decisions, the special proxies and the ballots for correspondence voting in the OGSM/EGSM shall be made available to the shareholders, in Romanian and in English language, **starting with March 26, 2021**, at the Bank's registered office, and shall be also made available on the website of the Bank (www.patriabank.ro, **About Patria/Investors/ Annual General Meetings** section).

As at the date of the convening, the registered share capital of the Bank is represented by 3,115,330,575 nominative shares, each share giving the right to one vote, except for a number of 245,490,909 shares for which the voting rights have been suspended by the National Bank of Romania; thus, the total number of voting rights at the date of the convening is of 2,869,839,666 voting rights.

The draft resolutions proposed by shareholders shall be posted on the website of the Bank as soon as possible, after being received by the Bank.

Additional information can be obtained from the email address capital@patriabank.ro and from the website of the Bank www.patriabank.ro.

President of the Board of Directors

Dragos Horia Manda

PATRIA BANK S.A.