

No. 643757/28.04.2022

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

**Ref:** Decisions of EGSM and OGSM held on 28 April 2022

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**Report date:** 28.04.2022

**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 327,881,437.60 lei

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

### **Important events to be reported:**

#### **Extraordinary General Shareholders Meeting held on 28 April 2022**

Patria Bank SA („**the Bank**”) informs investors that on 28.04.2022 took place the Extraordinary General Shareholders Meeting („**the Meeting**”), during which, following the valid casting of a number of 2,764,789,416 votes, representing 84.32% of the Bank's share capital and 91.15% of voting rights attached to shares representing the Bank's share capital, Decision number 1 regarding point 1 of the agenda was adopted, namely: „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.”, with a number of 2,764,789,416 votes amounting to 100% of the total number of votes cast by shareholders who were present, represented or who had cast their votes by mail in the Meeting.

As for the other points on the Meeting's agenda:

2. Approval of the issuance by the Bank of 10,000 unsecured, non-convertible, subordinated bonds denominated in EUR, with a nominal value of EUR 500 / bond and a total nominal value of EUR 5,000,000, with the possibility of increasing the issue by decision of the Board of Directors up to a maximum of 20,000 unsecured, non-convertible, subordinated bonds, denominated in EUR, with a nominal value of EUR 500 / bond and a maximum total nominal value of EUR 10,000,000. The bonds will be issued in dematerialized form, with a maturity of 8 years ("Bonds"), with a fixed interest rate (coupon rate), payable semiannually, at a price equal to the nominal value, respectively 500 EUR / Bond to be placed without drawing up a prospectus, through a private placement, respectively in the form of an offer addressed to (i) qualified investors and / or (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 accordance with the Romanian legislative framework in force (the "Offer"). If necessary, the Bank may issue even less than 10,000 Bonds.

3. Approval 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 in this regard („Admission to Trading").

4. Approval of the empowerment of the Board of Directors, with the possibility of sub delegation, depending on the case, in order to establish the period of development of the Offer depending on the evolution of the conditions on the financial markets and the execution of all the operations and/or procedures for the implementation of the above points 2-3 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:

(i) to approve the appointment of the intermediary or intermediaries of the Offer and of the Admission to Trading procedure;

(ii) to analyze the opportunity and decide to increase the Bonds issue up to a maximum of 20,000 Bonds with a maximum total nominal value of EUR 10,000,000, according to point 2 above;

(iii) 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, the 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 documents related to the Offer and to the Admission to Trading, the negotiation and signing of any contracts with the Intermediary and potential consultants, and performance of any required acts and legal actions, in compliance with the related EGMS decisions; and

(iv) 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 issue 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;

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 28, 2022 or April 29, 2022, 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 16, 2022 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 87(1) of Law no. 24/2017 regarding on issuers of financial instruments and market operations.

6.2. Date of May 13, 2022 as Ex date,

the number of votes cast "for" was 8,862,201 representing 0.32% of the total number of votes cast by shareholders who who were present, represented or who had cast their votes by mail in the Meeting, 0 votes „against" and 2,755,927,215 "abstention" votes representing 99.68% of the total number of votes cast by shareholders who who were present, represented or who had cast their votes by mail in the Meeting.

Therefore, for the above-mentioned points of the Meeting's agenda no decisions could be adopted in the Meeting as the quorum requirements for the valid adoption of the decisions was not met.

The Decision of Patria Bank's Extraordinary General Shareholders Meeting held on 28.04.2022, for point 1 of the agenda, is available below.

### **Ordinary General Shareholders Meeting held on 28 April 2022**

The Decision of Patria Bank's Ordinary General Shareholders Meeting held on 28.04.2022 is available below.

General Manager

Burak Yildiran

Director, Capital Markets and Investor Relations Division

Razvan Pasol

**RESOLUTION OF THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING OF****PATRIA BANK S.A.****No. 1 / 28.04.2022**

The Extraordinary General Shareholders Meeting of Patria Bank S.A. (the "**Assembly**"), company managed under unitary system, incorporated and operating under Romanian law with registered office in Bucharest, District 2, 42 Pipera Road, Globalworth Plaza building, floors 8 and 10, registered at the Trade Registry Office before Bucharest Court under no. J40/9252/2016, European Unique Identifier (EUID) ROONRC.J40/9252/2016, sole registration number 11447021, fiscal attribute RO, registered with Banking Register under no. PJR-32-045/15.07.1999, with a subscribed and paid up share capital of RON 327,881,437.60, (the "**Bank**"),

legally and statutory convened, in accordance with art. 111, art. 113 și art. 117 from the Companies Law no. 31/1990, Law no. 24/2017 regarding on issuers of financial instruments and market operations, FSA 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. 1263/28.03.2022 and in the newspaper „Bursa” from 28.03.2022, as well as by submitting the convening notice to the Bucharest Stock Exchange and to the Financial Supervisory Authority through the current report no 626863 dated 25.03.2022,

Legally and statutory met on **28.04.2022, at 10:00 hours**, within the first convening at Bank's registered office in **Bucharest, District 2, 42 Pipera Road, Globalworth Plaza building, 10<sup>th</sup> Floor** by personal presence or by proxy representation or correspondence voting of a number of 5 shareholders who own a number of 2.764.789.416 shares having voting rights attached, representing 91.15 % of the total voting rights, respectively 84.32 % from the Bank's share capital,

**DECIDED**

- 1** With a total number of 2,764,789,416 shares for which there have been expressed valid votes, respectively 2,764,789,416 voting rights validly expressed, representing 84.32 % of the share capital of the Bank and 91.15 % of the voting rights attached to the shares representing the share capital of the Bank, of which 2,764,789,416 votes "for" representing 100 % of the total number of votes expressed by the shareholders present, representatives or persons who have voted by correspondence in the Assembly, 0 votes "against" representing 0 % of the total number of votes expressed by the shareholders present, representatives or persons who have voted by correspondence in the Assembly and 0 "abstentions" representing 0 % of the total number of votes expressed by the shareholders present, representatives or persons who have voted by correspondence in the Assembly

**APPROVAL OF**

**The secretary of the meeting: Mr. Georgian Eugen Constantin, shareholder in Patria Bank S.A. and in his absence Mr. Adrian Cojocar, shareholder in Patria Bank S.A.**

This Resolution has been drawn up and signed in Bucharest, in 2 original copies, each having a number of 2 pages, today **28.04.2022**.

**Chairman of the Meeting**

**Secretary of the Meeting**

**Daniela-Elena Iliescu**

**Georgian Eugen Constantin**

**RESOLUTION OF THE ORDINARY GENERAL SHAREHOLDERS MEETING OF****PATRIA BANK S.A.****No. 1 / 28.04.2022**

The Ordinary General Shareholders Meeting of Patria Bank S.A. (the "**Assembly**"), company managed under unitary system, incorporated and operating under Romanian law with registered office in Bucharest, District 2, 42 Pipera Road, Globalworth Plaza building, floors 8 and 10, registered at the Trade Registry Office before Bucharest Court under no. J40/9252/2016, European Unique Identifier (EUID) ROONRC.J40/9252/2016, sole registration number 11447021, fiscal attribute RO, registered with Banking Register under no. PJR-32-045/15.07.1999, with a subscribed and paid up share capital of RON 327,881,437.60, (the "**Bank**"),

legally and statutory convened, in accordance with art. 111, art. 113 și art. 117 from the Companies Law no. 31/1990, Law no. 24/2017 regarding on issuers of financial instruments and market operations, FSA 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. 1263/28.03.2022 and in the newspaper „Bursa” from 28.03.2022, as well as by submitting the convening notice to the Bucharest Stock Exchange and to the Financial Supervisory Authority through the current report no 626863 dated 25.03.2022,

Legally and statutory met on **28.04.2022, at 11:00 hours**, within the first convening at Bank's registered office in **Bucharest, District 2, 42 Pipera Road, Globalworth Plaza building, 10<sup>th</sup> Floor** by personal presence or by proxy representation or correspondence voting of a number of 5 shareholders who own a number of 2,764,789,416 shares having voting rights attached, representing 91.15 % of the total voting rights, respectively 84.32 % from the Bank's share capital,

**DECIDED**

- 1** With a total number of 2,764,789,416 shares for which there have been expressed valid votes, respectively 2,764,789,416 voting rights validly expressed, representing 84.32 % of the share capital of the Bank and 91.15 % of the voting rights attached to the shares representing the share capital of the Bank, of which 2,764,789,416 votes "for" representing 100 % of the total number of votes expressed by the shareholders present, representatives or persons who have voted by correspondence in the Assembly, 0 votes "against" representing 0 % of the total number of votes expressed by the shareholders present, representatives or persons who have voted by correspondence in the Assembly and 0 "abstentions" representing 0 % of the total number of votes expressed by the shareholders present, representatives or persons who have voted by correspondence in the Assembly

**APPROVAL OF**

**The secretary of the meeting: Mr. Georgian Eugen Constantin, shareholder in Patria Bank S.A. and in his absence Mr. Adrian Cojocar, shareholder in Patria Bank S.A.**

- 2 With a total number of 2,764,789,416 shares for which there have been expressed valid votes, respectively 2,764,789,416 voting rights validly expressed, representing 84.32 % of the share capital of the Bank and 91.15 % of the voting rights attached to the shares representing the share capital of the Bank, of which 2,764,789,416 votes "for" representing 100 % of the total number of votes expressed by the shareholders present, representatives or persons who have voted by correspondence in the Assembly, 0 votes "against" representing 0 % of the total number of votes expressed by the shareholders present, representatives or persons who have voted by correspondence in the Assembly and 0 "abstentions" representing 0 % of the total number of votes expressed by the shareholders present, representatives or persons who have voted by correspondence in the Assembly

#### APPROVAL OF

**Individual and consolidated annual financial statements as of 31.12.2021, 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 With a total number of 2,764,789,416 shares for which there have been expressed valid votes, respectively 2,764,789,416 voting rights validly expressed, representing 84.32 % of the share capital of the Bank and 91.15 % of the voting rights attached to the shares representing the share capital of the Bank, of which 2,764,789,416 votes "for" representing 100 % of the total number of votes expressed by the shareholders present, representatives or persons who have voted by correspondence in the Assembly, 0 votes "against" representing 0 % of the total number of votes expressed by the shareholders present, representatives or persons who have voted by correspondence in the Assembly and 0 "abstentions" representing 0 % of the total number of votes expressed by the shareholders present, representatives or persons who have voted by correspondence in the Assembly

#### APPROVAL OF

**The proposal for the distribution of the net profit recorded in 2021, in the amount of RON 9,461,644.61, as follows: the allocation of the amount of RON 771,400.37 for legal reserves and RON 8,690,244.24 in retained earnings.**

- 4 With a total number of 2,764,789,416 shares for which there have been expressed valid votes, respectively 2,764,789,416 voting rights validly expressed, representing 84.32 % of the share capital of the Bank and 91.15 % of the voting rights attached to the shares representing the share capital of the Bank, of which 2,764,789,416 votes "for" representing 100 % of the total number of votes expressed by the shareholders present, representatives or persons who have voted by correspondence in the Assembly, 0 votes "against" representing 0 % of the total number of votes expressed by the shareholders present, representatives or persons who have voted by correspondence in the Assembly and 0 "abstentions" representing 0 % of the total number of votes expressed by the shareholders present, representatives or persons who have voted by correspondence in the Assembly

#### APPROVAL OF

**The discharge for the Bank's members of the Board of Directors for the financial year 2021.**



- 5 With a total number of 2,764,789,416 shares for which there have been expressed valid votes, respectively 2,764,789,416 voting rights validly expressed, representing 84.32 % of the share capital of the Bank and 91.15 % of the voting rights attached to the shares representing the share capital of the Bank, of which 2,764,789,416 votes "for" representing 100 % of the total number of votes expressed by the shareholders present, representatives or persons who have voted by correspondence in the Assembly, 0 votes "against" representing 0 % of the total number of votes expressed by the shareholders present, representatives or persons who have voted by correspondence in the Assembly and 0 "abstentions" representing 0 % of the total number of votes expressed by the shareholders present, representatives or persons who have voted by correspondence in the Assembly

#### APPROVAL OF

#### **The Incomes and Expenditures Budget for 2022 and the Activity Plan for the 2022 financial year.**

- 6 With a total number of shares for which there have been expressed valid votes, respectively voting  
With a total number of 2,764,789,416 shares for which there have been expressed valid votes, respectively 2,764,789,416 voting rights validly expressed, representing 84.32 % of the share capital of the Bank and 91.15 % of the voting rights attached to the shares representing the share capital of the Bank, of which 2,764,788,446 votes "for" representing 99,99996 % of the total number of votes expressed by the shareholders present, representatives or persons who have voted by correspondence in the Assembly, 970 votes "against" representing 0,00004 % of the total number of votes expressed by the shareholders present, representatives or persons who have voted by correspondence in the Assembly and 0 "abstentions" representing 0 % of the total number of votes expressed by the shareholders present, representatives or persons who have voted by correspondence in the Assembly

#### APPROVAL OF

#### **The individual remuneration due to the members of the Board of Directors for the financial year 2022, respectively EUR 3,000/month in net amount for non-executive members of the Board of Directors of the Bank. The Bank will calculate the gross amount, taking into account taxes and legal contributions charged to the income payer and to the beneficiary of the remuneration and the net amount will be paid to the beneficiary of the remuneration. The remuneration will be paid on a monthly basis, in accordance with the procedures for paying the salaries of the Bank's employees.**

- 7 With a total number of 2,764,789,416 shares for which there have been expressed valid votes, respectively 2,764,789,416 voting rights validly expressed, representing 84.32 % of the share capital of the Bank and 91.15 % of the voting rights attached to the shares representing the share capital of the Bank, of which 2,764,789,416 votes "for" representing 100 % of the total number of votes expressed by the shareholders present, representatives or persons who have voted by correspondence in the Assembly, 0 votes "against" representing 0 % of the total number of votes expressed by the shareholders present, representatives or persons who have voted by correspondence in the Assembly and 0 "abstentions" representing 0 % of the total number of votes expressed by the shareholders present, representatives or persons who have voted by correspondence in the Assembly

## APPROVAL OF

**The remuneration report for the financial year 2021.**

- 8 With a total number of 2,764,789,416 shares for which there have been expressed valid votes, respectively 2,764,789,416 voting rights validly expressed, representing 84.32 % of the share capital of the Bank and 91.15 % of the voting rights attached to the shares representing the share capital of the Bank, of which 2,764,789,416 votes "for" representing 100 % of the total number of votes expressed by the shareholders present, representatives or persons who have voted by correspondence in the Assembly, 0 votes "against" representing 0 % of the total number of votes expressed by the shareholders present, representatives or persons who have voted by correspondence in the Assembly and 0 "abstentions" representing 0 % of the total number of votes expressed by the shareholders present, representatives or persons who have voted by correspondence in the Assembly

## APPROVAL OF

**The extension of the quality of financial auditor of the Bank for auditing the financial statements of the Bank prepared in accordance with the International Financial Reporting Standards, for the financial years 2022-2024, of KPMG AUDIT SRL, legal entity incorporated and functioning in accordance with Romanian law, registered with the Trade Registry Office under number J40/4439/2000, fiscal identification code 12997279.**

- 9 With a total number of 2,764,789,416 shares for which there have been expressed valid votes, respectively 2,764,789,416 voting rights validly expressed, representing 84.32 % of the share capital of the Bank and 91.15 % of the voting rights attached to the shares representing the share capital of the Bank, of which 2,764,789,416 votes "for" representing 100 % of the total number of votes expressed by the shareholders present, representatives or persons who have voted by correspondence in the Assembly, 0 votes "against" representing 0 % of the total number of votes expressed by the shareholders present, representatives or persons who have voted by correspondence in the Assembly and 0 "abstentions" representing 0 % of the total number of votes expressed by the shareholders present, representatives or persons who have voted by correspondence in 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 April 28, 2022 or April 29, 2022, as well as approval of the power of these members to appoint other persons in order to fulfil the formalities mentioned above.**

- 10 With a total number of 2,764,789,416 shares for which there have been expressed valid votes, respectively 2,764,789,416 voting rights validly expressed, representing 84.32 % of the share capital of the Bank and 91.15 % of the voting rights attached to the shares representing the share capital of the Bank, of which 2,764,789,416 votes "for" representing 100 % of the total number of votes expressed by the shareholders present, representatives or persons who have voted by correspondence in the Assembly, 0 votes "against" representing 0 % of the total number of votes expressed by the shareholders present, representatives or persons who have voted by correspondence in the Assembly and 0 "abstentions" representing 0 % of the total number of votes



expressed by the shareholders present, representatives or persons who have voted by correspondence in the Assembly

**APPROVAL OF**

**Date of May 16, 2022 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 87(1) of Law no. 24/2017 regarding on issuers of financial instruments and market operations.**

- 11** With a total number of 2,764,789,416 shares for which there have been expressed valid votes, respectively 2,764,789,416 voting rights validly expressed, representing 84.32 % of the share capital of the Bank and 91.15 % of the voting rights attached to the shares representing the share capital of the Bank, of which 2,764,789,416 votes "for" representing 100 % of the total number of votes expressed by the shareholders present, representatives or persons who have voted by correspondence in the Assembly, 0 votes "against" representing 0 % of the total number of votes expressed by the shareholders present, representatives or persons who have voted by correspondence in the Assembly and 0 "abstentions" representing 0 % of the total number of votes expressed by the shareholders present, representatives or persons who have voted by correspondence in the Assembly

**APPROVAL OF**

**Date of May 13, 2022 as Ex date**

This Resolution has been drawn up and signed in Bucharest, in 2 original copies, each having a number of 5 pages, today **28.04.2022**.

**Chairman of the Meeting**

**Secretary of the Meeting**

**Daniela-Elena Iliescu**

**Georgian Eugen Constantin**