

No. 1063304/18.12.2024

To: FINANCIAL SUPERVISORY AUTHORITY (FSA)

BUCHAREST STOCK EXCHANGE

Ref: Partial redemption of shares as a result of the withdrawal of shareholders who did not vote in favor of approving the merger project of Banca Comerciala Carpatica S.A. and Patria Bank S.A.

Report date: 18.12.2024

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: 327.881.437,60 lei

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

Information about the partial redemption of shares as a result of the withdrawal of the shareholders who did not vote in favor of approving the merger project of Banca Comerciala Carpatica S.A. and Patria Bank S.A.

On October 5, 2016, both the Extraordinary General Meeting of Shareholders of Banca Comerciala Carpatica S.A. and the Extraordinary General Meeting of Shareholders of Patria Bank S.A. took place for the approval of the merger project of the two banks; the merger was implemented with effective date May 1, 2017.

The two banks granted, upon request, under the conditions of art. 134 and art. 103 of Law no. 31/1990 regarding the companies, with the subsequent modifications and completions and with the observance of the limitations imposed by the legislation applicable to credit institutions, the withdrawal right of the shareholders from the two banks that did not vote in favor of approving the merger project of the two banks, under the conditions and in accordance with the withdrawal procedures that were made available to the shareholders on that occasion and which are available at <https://www.patriabank.ro/d/42>, respectively at <https://www.patriabank.ro/d/613> ("Withdrawal Procedures"). The terms used in capital letters in this current report have the same meaning as the terms defined in the Withdrawal Procedures, as well as in the materials related to the Extraordinary General Meeting of Shareholders of Patria Bank dated 28.07.2017 by which it was decided to reduce the share capital by canceling a number of shares.

Taking into account the limitations imposed by the legislation applicable to credit institutions, Patria Bank SA requested the National Bank of Romania to approve the partial redemption of its own shares in the amount of RON 6,000,000 proportionally from the shareholders who exercised their right of withdrawal during the merger process in accordance to the provisions of the Withdrawal Procedures.

By letter dated 16.12.2024, the National Bank of Romania communicated the prior approval of the partial redemption of Patria Bank's own shares in the amount of RON 6,000,000.

We specify that, following the reduction of the share capital approved by Extraordinary General Meeting of Shareholders of Patria Bank dated 28.07.2017 ('EGSM') the number of shares held by each shareholder has been reduced accordingly and the price per share to be paid by the Bank as part of the redemption was recalculated. Within the EGSM, Patria Bank presented the calculation algorithm related to the redemption operation as a result of the withdrawal requests (available on the Patria Bank website: <https://www.patriabank.ro/d/659>), an algorithm that aims to preserve the rights of shareholders who have exercised the right of withdrawal in accordance with the Withdrawal Procedures.

Having in view the prior approval of the National Bank of Romania mentioned above, the total number of shares subject to the current partial repurchase operation from the shareholders who have exercised their right of withdrawal in the merger process in accordance with the Withdrawal Procedures is 40,424,989 shares. Also, taking into account the above details, the price to be paid to the shareholders of the former Patria Bank (the bank participating in the merger) who exercised their right of withdrawal is **0.146437 lei/share**, and the price to be paid to the shareholders of the former Banca Comerciala Carpatica (bank participating in the merger) who exercised their right of withdrawal, is **0.148427 lei/share**, according to the evaluation reports of the two banks, to the exchange rate of the shares of the two banks participating in the merger and to the capital reduction operation of Patria Bank.

The number of shares that can be redeemed from each Eligible Shareholder with a withdrawal request and who did not sell the shares held at the time of submitting the withdrawal request ("Partially Redeemable Shares") is represented by the rounded value calculated as the Number of New Eligible Shares held by the shareholder (which resulted after the adjustment for the bank's share capital reduction operation) multiplied by the partial redemption factor of 16.430572% ("Partial Redemption Factor"). The Partial Redemption Factor is computed as a ratio between the amount approved by the National Bank of Romania for partial repurchase and the initial total value of the Eligible Shares which have been the subject of withdrawal requests calculated in accordance with the Withdrawal Procedures, number adjusted following the Bank's share capital reduction operation.

The partial redemption of the shares and the payment of the price of the Partial Redeemable Shares can be made only on condition of the lock-up (blocking or Romanian: *indisponibilizare*) of the Partial Redeemable Shares in Section I of the Central Depository starting with the Date of Lock-up and until the date of the transfer of ownership. Each shareholder who has exercised the right of withdrawal in accordance with the Withdrawal Procedures must carry out the procedures for lock-up of the Partial Redeemable Shares, including paying the fee due to the Central Depository according to the Withdrawal Procedure. The obligation of Patria Bank to redeem shares refers exclusively to the Partial Redeemable Shares that are blocked in Section I of the Central Depository on the Date of Lock-up; therefore, if the shareholder who filed a withdrawal request does not take the necessary steps in order to lock-up the Partial Redeemable Shares, Patria Bank no longer has the obligation to repurchase the Partial Redeemable Shares.

The Lock-up Date for this partial redemption in accordance with the Withdrawal Procedures is January 14, 2025.

If all the conditions mentioned in the Withdrawal Procedures and in this current report are met:

- a. payment of the price of the Partial Redeemable Shares locked-up on the Date of Lock-up will be made in 15 working days from the Date of Lock-up in accordance with the Withdrawal Procedure, respectively February 5, 2025, date which is considered the Payment Date and the date on which the obligation to pay the withdrawal price for this partial redemption is due; and

- b. the ownership right over the Partial Redeemable Shares locked-up on the Date of Lock-up will be transferred to Patria Bank within maximum three working days from the Payment Date, by direct transfer operated in the shareholders register by the Central Depository according to the applicable regulations and taking into account Central Depository's specific procedures related to direct transfers.

Additional information (including information on the number of shares that can be repurchased from each eligible shareholder, as well as on the obligations of shareholders in connection with the lock-up) regarding the above-mentioned can be obtained by email to the following email address: capital@patriabank.ro .

General Manager
Valentin Vancea

Deputy General Manager
Georgiana Stanciulescu