

No. 1114917 /28.04.2025

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

**Ref:** Resolutions of OGSM and EGSM held on 28 April 2025

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**Report date:** 28.04.2025

**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:** 11447021

**Order number in the Trade Register:** J2016009252405

**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:**

**Ordinary General Shareholders Meeting held on 28 April 2025**

Patria Bank SA („the Bank”) informs investors that on 28.04.2025 took place the Ordinary General Shareholders Meeting („the Meeting”), during which with a total number of 2,755,937,215 shares for which there have been expressed valid votes, respectively 2,755,937,215 voting rights validly expressed, representing 84.05286 % of the share capital of the Bank and 90.85537 % of the voting rights attached to the shares representing the share capital of the Bank, of which 2,755,937,215 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 a number of 0 votes were recorded as not expressed by the adoption of the "abstain" position, with regards to the following points on the Meeting's agenda:

1. Approval of the secretary of the meeting of Ms. Daniela Arcadia Hinescu, shareholder in Patria Bank S.A.
2. Approval of the statutory annual financial statements prepared for the financial year 2024, in accordance with the requirements of NBR Order no. 27/2010, with subsequent amendments, and with International Financial Reporting Standards (IFRS), accompanied by the Independent Auditor's Report.
3. Approval of the Board of Directors' Report prepared in accordance with the applicable legal provisions, including the Sustainability Statement.
4. Approval of the proposal for the distribution of the net profit realised in 2024, in the amount of LEI 35,167,893.70, as follows: (i) covering the loss resulting from the transition to IFRS 9 in the amount of LEI 4,874,688.65, (ii) covering the loss resulting from the application of IAS 29 (Accounting in Hyperinflationary Economies) to the share capital in the amount of LEI 5,242,682, (iii) allocating the amount of LEI 2,112,885.22 for legal reserves, and (iv) allocating the amount of LEI 22,937,637.83 to retained earnings.
5. Approval of the discharge of the Bank's Directors for the financial year 2024.

6. Approval of the Incomes and Expenditures Budget for 2025 and the Activity Programme for the financial year 2025.
7. Approval of the individual remuneration due to the members of the Board of Directors for the financial year 2025, respectively, a fixed cash remuneration in the net amount of 3,000 euros, and additional fixed remuneration, granted in shares, through a stock option plan agreement, up to a maximum limit of 50% of the total annual fixed remuneration fund payable to the members of the Board of Directors in cash.
8. Approval of the remuneration report for the Management of Patria Bank S.A. for the financial year 2024.
9. Approval of the Remuneration Policy for Management, edition April 2025.
10. Approval of the renewal of the mandate of independent administrator of Mr. Iuga Vasile for a period of 4 years from 28.04.2025.
11. Approval of the renewal of the mandate of independent administrator of Mr. Surdu Nicolae for a period of 4 years from 28.04.2025.
12. Approval of the extension of the quality of financial auditor of the Bank for the auditing of the financial statements of the Bank prepared in accordance with the International Financial Reporting Standards, for the financial years 2025-2027, of KPMG AUDIT SRL, order No. in the Trade Register J40/4439/2000, with unique registration code 12997279.
13. Approval of the empowering of any member of the Management Board to carry out the legal formalities required to fulfill the publicity conditions of the resolutions adopted by the OGSM on April 28, 2025, or April 29, 2025, as well as granting them the right to delegate the mandate for carrying out the aforementioned formalities to another person.
14. Approval of the Date of May 15, 2025 as Record Date for identifying the shareholders upon whom the effects of the OGSM resolution will apply, in accordance with the provisions of article 87(1) of Law No. 24/2017 regarding on issuers of financial instruments and market operations.
15. Approval of the Date of May 14, 2025 as Ex date.

### **Extraordinary General Shareholders Meeting held on 28 April 2025**

Patria Bank SA („the Bank”) informs investors that on 28.04.2025 took place the Extraordinary General Shareholders Meeting („the Meeting”), during which with a total number of 2,755,937,215 shares for which there have been expressed valid votes, respectively 2,755,937,215 voting rights validly expressed, representing 84.05286 % of the share capital of the Bank and 90.85537 % of the voting rights attached to the shares representing the share capital of the Bank, of which 2,755,937,215 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 a number of 0 votes were recorded as not expressed by the adoption of the "abstain" position, with regards to the following points on the Meeting's agenda:

1. Approval of the secretary of the meeting of Ms. Daniela Arcadia Hinescu, shareholder in Patria Bank S.A.

2. Approval of the implementation and execution of a “stock option plan” remuneration program, in accordance with the provisions of Law 227/2015 regarding the Fiscal Code, with subsequent amendments and completions, in line with the remuneration policies of the Bank, which involves the payment of variable remuneration to Bank employees, including members of the Board of Managers, and the payment of fixed remuneration to the Bank’s Directors, within the limits established by the OGSM for the remuneration of Directors, by granting the right to acquire shares free of charge, and the empowerment of the Bank’s Board of Directors to implement and execute this “stock option plan” remuneration program. The empowerment will include, but will not be limited to: establishing the criteria for granting shares to members of the Management Board and the Bank employees, establishing the criteria for granting fixed remuneration in shares to members of the Board of Directors, in compliance with all applicable legal provisions, the conditions for acquiring these shares, as well as the preparation and publication of the necessary documentation in accordance with applicable legal requirements, and making the necessary decisions for implementation/execution.
3. Approval of the reduction of the Bank’s share capital by cancelling the shares acquired by the Bank as a result of the partial repurchase of its own shares from the shareholders following the exercise by them of the right of withdrawal in accordance with Art. 134 para. (1) letter d) of the Companies Law no. 31/1990 in the context of the merger between Banca Comercială Carpatica S.A. as the absorbing company according to the Resolution of the Extraordinary General Shareholders Meeting of Banca Comercială Carpatica S.A. no. 1 of 05.10.2016 and Patria Bank S.A as absorbed company according to the Resolution of the Extraordinary General Shareholders Meeting of Patria Bank S.A. no. 22 of 08.11.2016, with the amount of RON 4,042,381.80, from RON 327,881,437.60 to RON 323,839,055.80, by cancelling a number of 40,423,818 shares with a nominal value of RON 0.10/share.
4. Approval of the amendment of Article 4.1 of the Bank's Articles of Association and empowerment of any member of the Management Board to sign the updated Articles of Association, as follows:  
„ 4.1 The share capital of the Bank is RON 323,839,055.80, subscribed and fully paid, divided in 3,238,390,558 shares with a nominal value of RON 0.1 each.”
5. Approval of the amendment of Articles 7.1 and 7.2 of the Bank's Articles of Association and empowerment of any member of the Management Board to sign the updated Articles of Association, respectively the updating and recodification of the CAEN codes associated with the Bank’s object of activity, in accordance with the new version of the Classification of Activities in the National Economy (CAEN Rev.3), approved by Order of the President of the National Institute of Statistics No 377/2024, as follows:  
7.1 The core business of the Bank is performance of banking and financial operations:  
6419 - Other monetary intermediation:  
a) collection of deposits and grant raising (CAEN Code 6419);  
b) loan granting, including, among others: consumer loans, mortgage loans, financing of business transactions, factoring with or without recourse, discounting, clearing (CAEN Code 6419; CAEN code 6492 - Other credit granting);  
c) payment operations (CAEN code 6419);  
d) issuance and management of means of payment, such as: credit cards, travellers’ cheques and similar, including issuance of electronic currency (CAEN code 6419);  
e) issuance of securities and pledging (CAEN code 6419);  
f) trading in its own name or in the name of clients, in keeping with the law, of:  
- money-market instruments, such as: cheques, bills of exchange, promissory notes, certificates of deposit (CAEN code 6419);  
- foreign exchange (CAEN code 6419);  
- securities and other transferable financial instruments (CAEN code 6419)  
- financial futures and options (CAEN code 6419)  
- exchange rate and interest rate instruments (CAEN code 6419)  
- units in collective investment undertakings (CAEN code 6419);

- g) participation in issues of securities and other financial instruments, by subscribing and investing thereof, or by investment and provision of services in connection with such issues (CAEN code 6612 - Financial transaction brokerage; CAEN code 6630 - fund management activities);
- h) consultancy on equity structuring, business strategies and other business matters, services for mergers and acquisitions and provision of other consultancy services (CAEN code 6619 - Activities auxiliary to financialintermediation, except insurance and pension funding);
- i) intermediation on the interbank market (CAEN code 6419);
- j) management of client portfolio and consultancy in connection therewith (CAEN code 6612 - Financial transaction brokerage; CAEN code 6630 fund management activities);
- k) custody and management of financial instruments (CAEN code 6419);
- l) provision of data supply and credit reference services (CAEN code 6419);
- m) rental of safety deposit boxes (CAEN code 6419);
- n) depositing of assets of investment funds and companies (CAEN code 6419);
- o) distribution of equity in investments funds and stock of investment companies (CAEN code 6499 - Other financial intermediation n.e.c., except insurance and pension funding);
- p) acting as operator of the Electronic Archive for Secured Transactions (CAEN code 6619 - Activities auxiliary to financial intermediation, except insurance and pension funding);
- q) operations with precious metals and objects made of precious metals (CAEN code 6419);
- r) acquisition of holdings in the capital of other entities (CAEN code 6421);
- s) renting of movable and immovable property, as per the law (CAEN code 6820)
- t) marketing of privately managed pension funds, and marketing of voluntary pension funds (CAEN code 6629).

7.2 The Bank also pursues the following services ancillary or connected to the code business:

- a) operations with movable and immovable property acquired further to execution of the Bank's claim (CAEN code 6811);
- b) provision of client services, including valuation of movable and immovable property for acceptance thereof as loan securities, expert review of technical and economic documentations and pre-feasibility and feasibility studies submitted by clients in support of their applications for investment loans (CAEN code 6619);
- c) domestic freight with own and rented means to cover for the Bank's general needs (monetary assets, gold and other precious metals, foreign currency, cheques, other commercial papers and settlement instruments, regular or other important vouchers, other similar assets (CAEN code 4941);
- d) in-house organization and delivery of professional training to employees (CAEN code 8559).
- e) financial operations in the mandate – negotiation and conclusion of insurance contracts in the name and on behalf of the companies specialized in this activity and provision of services in order to achieve these objectives (CAEN code 6622 – activities of insurance agents and brokers);
- f) Acting on behalf of and in the name of reliable service providers qualified for electronic transactions, in connection with products and services offered by the Bank, in providing qualified certificates for qualified electronic signatures, including identification of natural persons or the authorized representative of the legal entity requesting the issuance of qualified certificates by qualified reliable service providers (NACE Code 6310 - Data processing, hosting and related activities).

- 6. Approval of the empowerment of the Board of Directors to approve any amendments, additions, rectifications to the Bank's Articles of Association, related to item 5 above, within the process of updating and recodification of the CAEN codes associated with the Bank's object of activity, in accordance with the new version of the Classification of Activities in the National Economy (CAEN Rev.3), approved by Order of the President of the National Statistical Institute No. 377/2024, and any related operation, including the empowerment of any member of the Board of Managers to sign the updated Articles of Association.

7. Approval of the empowering of any member of the Management Board to carry out the legal formalities required to fulfill the publicity conditions of the resolutions adopted by the EGSM on April 28, 2025, or April 29, 2025, as well as granting them the right to delegate the mandate for carrying out the aforementioned formalities to another person.
8. Approval of Date of May 15, 2025 as Record Date for identifying the shareholders upon whom the effects of the EGSM resolution will apply, in accordance with the provisions of article 87(1) of Law no. 24/2017 regarding on issuers of financial instruments and market operations.
9. Approval of Date of May 14, 2025 as Ex date.

The Resolutions of Patria Bank's Ordinary General Shareholders Meeting and Extraordinary General Shareholders Meeting held on 28.04.2025 are available below.

General Manager  
Valentin Vancea

Director, Capital Markets and Investor Relations Division  
Razvan Pasol

**RESOLUTION OF THE ORDINARY GENERAL SHAREHOLDERS' MEETING OF  
PATRIA BANK S.A.  
No. 1 / 28.04.2025**

The Ordinary General Shareholders' Meeting of Patria Bank S.A. (the "**Assembly**"), a joint-stock company managed in a unitary system, established and operating in accordance with Romanian law, having its registered office in Bucharest, District 2, 42 Pipera Road, Globalworth Plaza Building, 8<sup>th</sup> and 10<sup>th</sup> floors, registered under the trade register number J2016009252405, European Unique Identifier (EUID) ROONRC.J2016009252405, unique registration code 11447021, tax attribute RO, registration number in the bank register RB-PJR-32-045/15.07.1999, with subscribed and paid-up share capital in the amount of LEI 327,881,437.60, (the "**Bank**"),

legally and statutorily convened, pursuant to art. 111, art. 113 and art. 117 of the Companies Law no. 31/1990, Law no. 24/2017 regarding issuers of financial instruments and market operations, and FSA Regulation No. 5/2018 regarding issuers of financial instruments and market operations, in conjunction with art. 9 of the Bank's Articles of Association, by publishing the convening notice in the Official Gazette of Romania, Part IV no. 1525/28.03.2025 and in the newspaper „Bursa”, edition of 28.03.2025, as well as by sending the convening notice to the Bucharest Stock Exchange and to the Financial Supervisory Authority on 27.03.2025 through the current report no 1101336,

legally and statutorily convened on **28.04.2025, at 10:00 AM**, during the first convening at the Bank`s registered office in **Bucharest, District 2, 42 Pipera Road, Globalworth Plaza building, 10<sup>th</sup> floor**, with the personal or by proxy presence, as well as voting by correspondence, of a number of 2 shareholders holding a number of 2,755,937,215 shares with voting rights, representing 90.85801% of the total voting rights, respectively 84.05286% of the Bank's share capital,

**DECIDED**

- 1** With a total number of 2,755,937,215 shares for which valid votes were cast, respectively 2,755,937,215 validly expressed voting rights, representing 84.05286% of the Bank's share capital and 90.85801% of the voting rights attached to the shares representing the Bank's share capital, of which 2,755,937,215 votes "for", representing 100% of the total number of votes cast by the shareholders present, represented, or who voted by



correspondence in the Assembly, and 0 votes "against" representing 0% of the total number of votes cast by the shareholders present, represented or who voted by correspondence in the Assembly, and a total of 0 unexpressed votes were recorded as a result of the "abstention" position

#### APPROVAL OF

**The secretary of the meeting of Mrs. Daniela Arcadia Hinescu, shareholder in Patria Bank S.A.**

- 2 With a total number of 2,755,937,215 shares for which valid votes were cast, respectively 2,755,937,215 validly expressed voting rights, representing 84.05286% of the Bank's share capital and 90.85801% of the voting rights attached to the shares representing the Bank's share capital, of which 2,755,937,215 votes "for", representing 100% of the total number of votes cast by the shareholders present, represented, or who voted by correspondence in the Assembly, and 0 votes "against" representing 0% of the total number of votes cast by the shareholders present, represented or who voted by correspondence in the Assembly, and a total of 0 unexpressed votes were recorded as a result of the "abstention" position

#### APPROVAL OF

**The statutory annual financial statements prepared for the financial year 2024, in accordance with the requirements of NBR Order no. 27/2010, with subsequent amendments, and with International Financial Reporting Standards (IFRS), accompanied by the Independent Auditor's Report.**

- 3 With a total number of 2,755,937,215 shares for which valid votes were cast, respectively 2,755,937,215 validly expressed voting rights, representing 84.05286% of the Bank's share capital and 90.85801% of the voting rights attached to the shares representing the Bank's share capital, of which 2,755,937,215 votes "for", representing 100% of the total number of votes cast by the shareholders present, represented, or who voted by correspondence in the Assembly, and 0 votes "against" representing 0% of the total number of votes cast by the shareholders present, represented or who voted by correspondence in the Assembly, and a total of 0 unexpressed votes were recorded as a result of the "abstention" position

#### APPROVAL OF

**The Board of Directors' Report prepared in accordance with the applicable legal provisions, including the Sustainability Statement.**

- 4 With a total number of 2,755,937,215 shares for which valid votes were cast, respectively 2,755,937,215 validly expressed voting rights, representing 84.05286% of the Bank's share capital and 90.85801% of the voting rights attached to the shares representing the Bank's share capital, of which 2,755,937,215 votes "for", representing 100% of the total number of votes cast by the shareholders present, represented, or who voted by correspondence in the Assembly, and 0 votes "against" representing 0% of the total number of votes cast by the shareholders present, represented or who voted by correspondence in the Assembly, and a total of 0 unexpressed votes were recorded as a result of the "abstention" position

**APPROVAL OF**

**The proposal for the distribution of the net profit realised in 2024, in the amount of LEI 35,167,893.70, as follows: (i) covering the loss resulting from the transition to IFRS 9 in the amount of LEI 4,874,688.65, (ii) covering the loss resulting from the application of IAS 29 (Accounting in Hyperinflationary Economies) to the share capital in the amount of LEI 5,242,682, (iii) allocating the amount of LEI 2,112,885.22 for legal reserves, and (iv) allocating the amount of LEI 22,937,637.83 to retained earnings.**

- 5 With a total number of 2,755,937,215 shares for which valid votes were cast, respectively 2,755,937,215 validly expressed voting rights, representing 84.05286% of the Bank's share capital and 90.85801% of the voting rights attached to the shares representing the Bank's share capital, of which 2,755,937,215 votes "for", representing 100% of the total number of votes cast by the shareholders present, represented, or who voted by correspondence in the Assembly, and 0 votes "against" representing 0% of the total number of votes cast by the shareholders present, represented or who voted by correspondence in the Assembly, and a total of 0 unexpressed votes were recorded as a result of the "abstention" position

**APPROVAL OF**

**The discharge of the Bank's Directors for the financial year 2024.**

- 6 With a total number of 2,755,937,215 shares for which valid votes were cast, respectively 2,755,937,215 validly expressed voting rights, representing 84.05286% of the Bank's share capital and 90.85801% of the voting rights attached to the shares representing the Bank's share capital, of which 2,755,937,215 votes "for", representing 100% of the total number of votes cast by the shareholders present, represented, or who voted by correspondence in the Assembly, and 0 votes "against" representing 0% of the total



number of votes cast by the shareholders present, represented or who voted by correspondence in the Assembly, and a total of 0 unexpressed votes were recorded as a result of the "abstention" position

APPROVAL OF

**The Incomes and Expenditures Budget for 2025 and the Activity Programme for the financial year 2025.**

- 7 With a total number of 2,755,937,215 shares for which valid votes were cast, respectively 2,755,937,215 validly expressed voting rights, representing 84.05286% of the Bank's share capital and 90.85801% of the voting rights attached to the shares representing the Bank's share capital, of which 2,755,937,215 votes "for", representing 100% of the total number of votes cast by the shareholders present, represented, or who voted by correspondence in the Assembly, and 0 votes "against" representing 0% of the total number of votes cast by the shareholders present, represented or who voted by correspondence in the Assembly, and a total of 0 unexpressed votes were recorded as a result of the "abstention" position

APPROVAL OF

**The individual remuneration due to the members of the Board of Directors for the financial year 2025, respectively, a fixed cash remuneration in the net amount of 3,000 euros, and additional fixed remuneration, granted in shares, through a stock option plan agreement, up to a maximum limit of 50% of the total annual fixed remuneration fund payable to the members of the Board of Directors in cash.**

- 8 With a total number of 2,755,937,215 shares for which valid votes were cast, respectively 2,755,937,215 validly expressed voting rights, representing 84.05286% of the Bank's share capital and 90.85801% of the voting rights attached to the shares representing the Bank's share capital, of which 2,755,937,215 votes "for", representing 100% of the total number of votes cast by the shareholders present, represented, or who voted by correspondence in the Assembly, and 0 votes "against" representing 0% of the total number of votes cast by the shareholders present, represented or who voted by correspondence in the Assembly, and a total of 0 unexpressed votes were recorded as a result of the "abstention" position

APPROVAL OF

**The remuneration report for the Management of Patria Bank S.A. for the financial year 2024.**

- 9 With a total number of 2,755,937,215 shares for which valid votes were cast, respectively 2,755,937,215 validly expressed voting rights, representing 84.05286% of the Bank's share capital and 90.85801% of the voting rights attached to the shares representing the Bank's share capital, of which 2,755,937,215 votes "for", representing 100% of the total number of votes cast by the shareholders present, represented, or who voted by correspondence in the Assembly, and 0 votes "against" representing 0% of the total number of votes cast by the shareholders present, represented or who voted by correspondence in the Assembly, and a total of 0 unexpressed votes were recorded as a result of the "abstention" position

APPROVAL OF

**The Remuneration Policy for Management, edition April 2025.**

- 10 With a total number of 2,755,937,215 shares for which valid votes were cast, respectively 2,755,937,215 validly expressed voting rights, representing 84.05286% of the Bank's share capital and 90.85801% of the voting rights attached to the shares representing the Bank's share capital, of which 2,755,937,215 votes "for", representing 100% of the total number of votes cast by the shareholders present, represented, or who voted by correspondence in the Assembly, and 0 votes "against" representing 0% of the total number of votes cast by the shareholders present, represented or who voted by correspondence in the Assembly, and a total of 0 unexpressed votes were recorded as a result of the "abstention" position

APPROVAL OF

**The renewal of the mandate of independent administrator of Mr. Iuga Vasile for a period of 4 years from 28.04.2025.**

- 11 With a total number of 2,755,937,215 shares for which valid votes were cast, respectively 2,755,937,215 validly expressed voting rights, representing 84.05286% of the Bank's share capital and 90.85801% of the voting rights attached to the shares representing the Bank's share capital, of which 2,755,937,215 votes "for", representing 100% of the total number of votes cast by the shareholders present, represented, or who voted by correspondence in the Assembly, and 0 votes "against" representing 0% of the total number of votes cast by the shareholders present, represented or who voted by correspondence in the Assembly, and a total of 0 unexpressed votes were recorded as a result of the "abstention" position

APPROVAL OF

**The renewal of the mandate of independent administrator of Mr. Surdu Nicolae for a period of 4 years from 28.04.2025.**

- 12** With a total number of 2,755,937,215 shares for which valid votes were cast, respectively 2,755,937,215 validly expressed voting rights, representing 84.05286% of the Bank's share capital and 90.85801% of the voting rights attached to the shares representing the Bank's share capital, of which 2,755,937,215 votes "for", representing 100% of the total number of votes cast by the shareholders present, represented, or who voted by correspondence in the Assembly, and 0 votes "against" representing 0% of the total number of votes cast by the shareholders present, represented or who voted by correspondence in the Assembly, and a total of 0 unexpressed votes were recorded as a result of the "abstention" position

**APPROVAL OF**

**The extension of the quality of financial auditor of the Bank for the auditing of the financial statements of the Bank prepared in accordance with the International Financial Reporting Standards, for the financial years 2025-2027, of KPMG AUDIT SRL, order No. in the Trade Register J40/4439/2000, with unique registration code 12997279.**

- 13** With a total number of 2,755,937,215 shares for which valid votes were cast, respectively 2,755,937,215 validly expressed voting rights, representing 84.05286% of the Bank's share capital and 90.85801% of the voting rights attached to the shares representing the Bank's share capital, of which 2,755,937,215 votes "for", representing 100% of the total number of votes cast by the shareholders present, represented, or who voted by correspondence in the Assembly, and 0 votes "against" representing 0% of the total number of votes cast by the shareholders present, represented or who voted by correspondence in the Assembly, and a total of 0 unexpressed votes were recorded as a result of the "abstention" position

**APPROVAL OF**

**The empowering of any member of the Management Board to carry out the legal formalities required to fulfill the publicity conditions of the resolutions adopted by the OGSM on April 28, 2025, or April 29, 2025, as well as granting them the right to delegate the mandate for carrying out the aforementioned formalities to another person.**

- 14** With a total number of 2,755,937,215 shares for which valid votes were cast, respectively 2,755,937,215 validly expressed voting rights, representing 84.05286% of the Bank's

share capital and 90.85801% of the voting rights attached to the shares representing the Bank's share capital, of which 2,755,937,215 votes "for", representing 100% of the total number of votes cast by the shareholders present, represented, or who voted by correspondence in the Assembly, and 0 votes "against" representing 0% of the total number of votes cast by the shareholders present, represented or who voted by correspondence in the Assembly, and a total of 0 unexpressed votes were recorded as a result of the "abstention" position

#### APPROVAL OF

**Date of May 15, 2025 as *Record Date* for identifying the shareholders upon whom the effects of the OGSM resolution will apply, in accordance with the provisions of article 87(1) of Law No. 24/2017 regarding on issuers of financial instruments and market operations.**

- 15** With a total number of 2,755,937,215 shares for which valid votes were cast, respectively 2,755,937,215 validly expressed voting rights, representing 84.05286% of the Bank's share capital and 90.85801% of the voting rights attached to the shares representing the Bank's share capital, of which 2,755,937,215 votes "for", representing 100% of the total number of votes cast by the shareholders present, represented, or who voted by correspondence in the Assembly, and 0 votes "against" representing 0% of the total number of votes cast by the shareholders present, represented or who voted by correspondence in the Assembly, and a total of 0 unexpressed votes were recorded as a result of the "abstention" position

#### APPROVAL OF

**Date of May 14, 2025 as *Ex date*.**

This Resolution has been drawn up and signed in Bucharest, in 2 original copies, each having a number of 8 pages, today **28.04.2025**.

**Chairman of the Meeting**

**Daniela-Elena Iliescu**

**Secretary of the Meeting**

**Daniela Arcadia Hinescu**

**RESOLUTION OF THE EXTRAORDINARY GENERAL SHAREHOLDERS'****MEETING OF****PATRIA BANK S.A.****No. 1 / 28.04.2025**

The Extraordinary General Shareholders' Meeting of Patria Bank S.A. (the "**Assembly**"), a joint-stock company managed in a unitary system, established and operating in accordance with Romanian law, having its registered office in Bucharest, District 2, 42 Pipera Road, Globalworth Plaza Building, 8<sup>th</sup> and 10<sup>th</sup> floors, registered under the trade register number J2016009252405, European Unique Identifier (EUID) ROONRC.J2016009252405, unique registration code 11447021, tax attribute RO, registration number in the bank register RB-PJR-32-045/15.07.1999, with subscribed and paid-up share capital in the amount of LEI 327,881,437.60, (the "**Bank**"),

legally and statutorily convened, pursuant to art. 111, art. 113 and art. 117 of the Companies Law no. 31/1990, Law no. 24/2017 regarding issuers of financial instruments and market operations, and FSA Regulation No. 5/2018 regarding issuers of financial instruments and market operations, in conjunction with art. 9 of the Bank's Articles of Association, by publishing the convening notice in the Official Gazette of Romania, Part IV no. 1525/28.03.2025 and in the newspaper „Bursa”, edition of 28.03.2025, as well as by sending the convening notice to the Bucharest Stock Exchange and to the Financial Supervisory Authority on 27.03.2025 through the current report no 1101336,

legally and statutorily convened on **28.04.2025, at 11:00 AM**, during the first convening at the Bank's registered office in **Bucharest, District 2, 42 Pipera Road, Globalworth Plaza building, 10<sup>th</sup> floor**, with the personal or by proxy presence, as well as voting by correspondence, of a number of 2 shareholders holding a number of 2,755,937,215 shares with voting rights, representing 90.85801% of the total voting rights, respectively 84.05286% of the Bank's share capital,

**DECIDED**

- 1) With a total number of 2,755,937,215 shares for which valid votes were cast, respectively 2,755,937,215 validly expressed voting rights, representing 84.05286% of the Bank's share capital and 90.85801% of the voting rights attached to the shares representing the Bank's share capital, of which 2,755,937,215 votes "for", representing 100% of the total number of votes cast by the shareholders present, represented, or who voted by correspondence in the Assembly, and 0 votes "against" representing 0% of the total number of votes cast by the shareholders present, represented or who voted by correspondence in the Assembly, and a total of 0 unexpressed votes were recorded as a result of the "abstention" position

**APPROVAL OF**

**the secretary of the meeting of Ms. Daniela Arcadia Hinescu, shareholder in Patria Bank S.A.**

- 2) With a total number of 2,755,937,215 shares for which valid votes were cast, respectively 2,755,937,215 validly expressed voting rights, representing 84.05286% of the Bank's share capital and 90.85801% of the voting rights attached to the shares representing the Bank's share capital, of which 2,755,937,215 votes "for", representing 100% of the total number of votes cast by the shareholders present, represented, or who voted by correspondence in the Assembly, and 0 votes "against" representing 0% of the total number of votes cast by the shareholders present, represented or who voted by correspondence in the Assembly, and a total of 0 unexpressed votes were recorded as a result of the "abstention" position

**APPROVAL OF**

**The implementation and execution of a “stock option plan” remuneration program, in accordance with the provisions of Law 227/2015 regarding the Fiscal Code, with subsequent amendments and completions, in line with the remuneration policies of the Bank, which involves the payment of variable remuneration to Bank employees, including members of the Board of Managers, and the payment of fixed remuneration to the Bank’s Directors, within the limits established by the OGSM for the remuneration of Directors, by granting the right to acquire shares free of charge, and the empowerment of the Bank’s Board of Directors to implement and execute this “stock option plan” remuneration program. The empowerment will include, but will not be limited to: establishing the criteria for granting shares to members of the Management Board and the Bank employees, establishing the criteria for granting fixed remuneration in shares to members of the Board of Directors, in compliance with all applicable legal provisions, the conditions for**



**acquiring these shares, as well as the preparation and publication of the necessary documentation in accordance with applicable legal requirements, and making the necessary decisions for implementation/execution.**

- 3) With a total number of 2,755,937,215 shares for which valid votes were cast, respectively 2,755,937,215 validly expressed voting rights, representing 84.05286% of the Bank's share capital and 90.85801% of the voting rights attached to the shares representing the Bank's share capital, of which 2,755,937,215 votes "for", representing 100% of the total number of votes cast by the shareholders present, represented, or who voted by correspondence in the Assembly, and 0 votes "against" representing 0% of the total number of votes cast by the shareholders present, represented or who voted by correspondence in the Assembly, and a total of 0 unexpressed votes were recorded as a result of the "abstention" position

#### **APPROVAL OF**

**The reduction of the Bank's share capital by cancelling the shares acquired by the Bank as a result of the partial repurchase of its own shares from the shareholders following the exercise by them of the right of withdrawal in accordance with Art. 134 para. (1) letter d) of the Companies Law no. 31/1990 in the context of the merger between Banca Comercială Carpatica S.A. as the absorbing company according to the Resolution of the Extraordinary General Shareholders Meeting of Banca Comercială Carpatica S.A. no. 1 of 05.10.2016 and Patria Bank S.A as absorbed company according to the Resolution of the Extraordinary General Shareholders Meeting of Patria Bank S.A. no. 22 of 08.11.2016, with the amount of RON 4,042,381.80, from RON 327,881,437.60 to RON 323,839,055.80, by cancelling a number of 40,423,818 shares with a nominal value of RON 0.10/share.**

- 4) With a total number of 2,755,937,215 shares for which valid votes were cast, respectively 2,755,937,215 validly expressed voting rights, representing 84.05286% of the Bank's share capital and 90.85801% of the voting rights attached to the shares representing the Bank's share capital, of which 2,755,937,215 votes "for", representing 100% of the total number of votes cast by the shareholders present, represented, or who voted by correspondence in the Assembly, and 0 votes "against" representing 0% of the total number of votes cast by the shareholders present, represented or who voted by correspondence in the Assembly, and a total of 0 unexpressed votes were recorded as a result of the "abstention" position

#### **APPROVAL OF**

**The amendment of Article 4.1 of the Bank's Articles of Association and empowerment of any member of the Management Board to sign the updated Articles of Association, as follows:**

**„4.1 The share capital of the Bank is RON 323,839,055.80, subscribed and fully paid, divided in 3,238,390,558 shares with a nominal value of RON 0.1 each.”**

- 5) With a total number of 2,755,937,215 shares for which valid votes were cast, respectively 2,755,937,215 validly expressed voting rights, representing 84.05286% of the Bank's share capital and 90.85801% of the voting rights attached to the shares representing the Bank's share capital, of which 2,755,937,215 votes "for", representing 100% of the total number of votes cast by the shareholders present, represented, or who voted by correspondence in the Assembly, and 0 votes "against" representing 0% of the total number of votes cast by the shareholders present, represented or who voted by correspondence in the Assembly, and a total of 0 unexpressed votes were recorded as a result of the "abstention" position

#### **APPROVAL OF**

**The amendment of Articles 7.1 and 7.2 of the Bank's Articles of Association and empowerment of any member of the Management Board to sign the updated Articles of Association, respectively the updating and recodification of the CAEN codes associated with the Bank's object of activity, in accordance with the new version of the Classification of Activities in the National Economy (CAEN Rev.3), approved by Order of the President of the National Institute of Statistics No 377/2024, as follows:**

**7.1 The core business of the Bank is performance of banking and financial operations:**  
**6419 - Other monetary intermediation:**

- a) collection of deposits and grant raising (CAEN Code 6419);
- b) loan granting, including, among others: consumer loans, mortgage loans, financing of business transactions, factoring with or without recourse, discounting, clearing (CAEN Code 6419; CAEN code 6492 - Other credit granting);
- c) payment operations (CAEN code 6419);
- d) issuance and management of means of payment, such as: credit cards, travellers' cheques and similar, including issuance of electronic currency (CAEN code 6419);
- e) issuance of securities and pledging (CAEN code 6419);
- f) trading in its own name or in the name of clients, in keeping with the law, of:

- money-market instruments, such as: cheques, bills of exchange, promissory notes, certificates of deposit (CAEN code 6419);
- foreign exchange (CAEN code 6419);
- securities and other transferable financial instruments (CAEN code 6419)
- financial futures and options (CAEN code 6419)
- exchange rate and interest rate instruments (CAEN code 6419)
- units in collective investment undertakings (CAEN code 6419);
- g) participation in issues of securities and other financial instruments, by subscribing and investing thereof, or by investment and provision of services in connection with such issues (CAEN code 6612 - Financial transaction brokerage; CAEN code 6630 - fund management activities);
- h) consultancy on equity structuring, business strategies and other business matters, services for mergers and acquisitions and provision of other consultancy services (CAEN code 6619 - Activities auxiliary to financialintermediation, except insurance and pension funding);
- i) intermediation on the interbank market (CAEN code 6419);
- j) management of client portfolio and consultancy in connection therewith (CAEN code 6612 - Financial transaction brokerage; CAEN code 6630 fund management activities);
- k) custody and management of financial instruments (CAEN code 6419);
- l) provision of data supply and credit reference services (CAEN code 6419);
- m) rental of safety deposit boxes (CAEN code 6419);
- n) depositing of assets of investment funds and companies (CAEN code 6419);
- o) distribution of equity in investments funds and stock of investment companies (CAEN code 6499 - Other financial intermediation n.e.c., except insurance and pension funding);
- p) acting as operator of the Electronic Archive for Secured Transactions (CAEN code 6619 - Activities auxiliary to financial intermediation, except insurance and pension funding);
- q) operations with precious metals and objects made of precious metals (CAEN code 6419);
- r) acquisition of holdings in the capital of other entities (CAEN code 6421);
- s) renting of movable and immovable property, as per the law (CAEN code 6820)
- t) marketing of privately managed pension funds, and marketing of voluntary pension funds (CAEN code 6629).

**7.2 The Bank also pursues the following services ancillary or connected to the code business:**

- a) operations with movable and immovable property acquired further to execution of the Bank's claim (CAEN code 6811);**
- b) provision of client services, including valuation of movable and immovable property for acceptance thereof as loan securities, expert review of technical and economic documentations and pre-feasibility and feasibility studies submitted by clients in support of their applications for investment loans (CAEN code 6619);**
- c) domestic freight with own and rented means to cover for the Bank's general needs (monetary assets, gold and other precious metals, foreign currency, cheques, other commercial papers and settlement instruments, regular or other important vouchers, other similar assets (CAEN code 4941);**
- d) in-house organization and delivery of professional training to employees (CAEN code 8559).**
- e) financial operations in the mandate – negotiation and conclusion of insurance contracts in the name and on behalf of the companies specialized in this activity and provision of services in order to achieve these objectives (CAEN code 6622 – activities of insurance agents and brokers);**
- f) Acting on behalf of and in the name of reliable service providers qualified for electronic transactions, in connection with products and services offered by the Bank, in providing qualified certificates for qualified electronic signatures, including identification of natural persons or the authorized representative of the legal entity requesting the issuance of qualified certificates by qualified reliable service providers (NACE Code 6310 - Data processing, hosting and related activities).**

- 6)** With a total number of 2,755,937,215 shares for which valid votes were cast, respectively 2,755,937,215 validly expressed voting rights, representing 84.05286% of the Bank's share capital and 90.85801% of the voting rights attached to the shares representing the Bank's share capital, of which 2,755,937,215 votes "for", representing 100% of the total number of votes cast by the shareholders present, represented, or who voted by correspondence in the Assembly, and 0 votes "against" representing 0% of the total number of votes cast by the shareholders present, represented or who voted by correspondence in the Assembly, and a total of 0 unexpressed votes were recorded as a result of the "abstention" position

**APPROVAL OF**

**The empowerment of the Board of Directors to approve any amendments, additions, rectifications to the Bank's Articles of Association, related to item 5 above, within the process of updating and recodification of the CAEN codes associated with the Bank's object of activity, in accordance with the new version of the Classification of Activities in the National Economy (CAEN Rev.3), approved by Order of the President of the National Statistical Institute No. 377/2024, and any related operation, including the empowerment of any member of the Board of Managers to sign the updated Articles of Association.**

- 7) With a total number of 2,755,937,215 shares for which valid votes were cast, respectively 2,755,937,215 validly expressed voting rights, representing 84.05286% of the Bank's share capital and 90.85801% of the voting rights attached to the shares representing the Bank's share capital, of which 2,755,937,215 votes "for", representing 100% of the total number of votes cast by the shareholders present, represented, or who voted by correspondence in the Assembly, and 0 votes "against" representing 0% of the total number of votes cast by the shareholders present, represented or who voted by correspondence in the Assembly, and a total of 0 unexpressed votes were recorded as a result of the "abstention" position

**APPROVAL OF**

**The empowering of any member of the Management Board to carry out the legal formalities required to fulfill the publicity conditions of the resolutions adopted by the EGSM on April 28, 2025, or April 29, 2025, as well as granting them the right to delegate the mandate for carrying out the aforementioned formalities to another person.**

- 8) With a total number of 2,755,937,215 shares for which valid votes were cast, respectively 2,755,937,215 validly expressed voting rights, representing 84.05286% of the Bank's share capital and 90.85801% of the voting rights attached to the shares representing the Bank's share capital, of which 2,755,937,215 votes "for", representing 100% of the total number of votes cast by the shareholders present, represented, or who voted by correspondence in the Assembly, and 0 votes "against" representing 0% of the total number of votes cast by the shareholders present, represented or who voted by correspondence in the Assembly, and a total of 0 unexpressed votes were recorded as a result of the "abstention" position

**APPROVAL OF**

**Date of May 15, 2025 as Record Date for identifying the shareholders upon whom the effects of the EGSM resolution will apply, in accordance with the provisions of article 87(1) of Law no. 24/2017 regarding on issuers of financial instruments and market operations.**

- 9) With a total number of 2,755,937,215 shares for which valid votes were cast, respectively 2,755,937,215 validly expressed voting rights, representing 84.05286% of the Bank's share capital and 90.85801% of the voting rights attached to the shares representing the Bank's share capital, of which 2,755,937,215 votes "for", representing 100% of the total number of votes cast by the shareholders present, represented, or who voted by correspondence in the Assembly, and 0 votes "against" representing 0% of the total number of votes cast by the shareholders present, represented or who voted by correspondence in the Assembly, and a total of 0 unexpressed votes were recorded as a result of the "abstention" position

**APPROVAL OF**

**Date of May 14, 2025 as *Ex date*.**

This Resolution has been drawn up and signed in Bucharest, in 2 original copies, each having a number of 8 pages, today **28.04.2025**.

**Chairman of the Meeting**

**Daniela-Elena Iliescu**

**Secretary of the Meeting**

**Daniela Arcadia Hinescu**