

No. 46064/02.08.2018

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

Ref: Decisions of OGSM and EGSM dated 02.08.2018

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

Report date: 02.08.2018

Name of the issuer: PATRIA BANK SA

Headquarters: Bucharest, 31 Ion Brezoianu, Actor Street, 1st, 2nd and attic

Phone / Fax No: 0372538725 / 021 3133044

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 274,165,692.20

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

Inside information

According to art. 234 par. (1) letter e) of the FSA Regulation no. 5/2018 regarding the issuers of financial instruments and market operations, Patria Bank SA informs the investors regarding the decisions taken during the OGSM and EGSM dated August 2, 2018.

DEPUTY GENERAL MANAGER

VALENTIN VANCEA

DEPUTY GENERAL MANAGER

LUCICA PITULICE

**DECISIONS OF THE
ORDINARY GENERAL SHAREHOLDERS MEETING
OF PATRIA BANK SA FROM AUGUST 2, 2018**

The ordinary general shareholders meeting of Patria Bank S.A. (the "**Assembly**"), company managed under unitary system, incorporated and operating under Romanian law, registered at the Trade Registry Office before Bucharest Court under no. J40/9252/2016, sole registration number RO 11447021, with registered office in Bucharest, District 1, 31 Brezoianu Ion Actor Street, floors 1, 2 and attic and actual office in 42 Pipera Road, Globalworth Plaza building, floors 7, 8 and 10, District 2, Bucharest, Romania, with a subscribed and paid up share capital of RON 274,165,692.20, registered with Banking Register under no. PJR-32-045/15.07.1999 (the "**Bank**"),

legally and statutory convened, in accordance with the provisions of article 119, para. (1) and (2) of Law no 31/1990 regarding companies as republished, Law no. 24/2017 regarding the issuers of financial instruments and market operations ("Law 24/2017"), FSA Regulation no. 5/2018 regarding the issuers of financial instruments and market operations corroborated with art. 9 from the Bank's articles of association, by publishing the convening notice in the Official Gazette of Romania, Part IV no. 2506/02.07.2018 and in the newspaper "Bursa" from 02.07.2018, as well as by submitting the convening notice to the Bucharest Stock Exchange and to the Financial Supervisory Authority at the date of 29.06.2018, through the current report no. 37786, updated and republished in the Official Gazette of Romania, Part IV no. 2761/20.07.2018 and in the newspaper "Bursa" from 20.07.2017, as well as by submitting the convening notice to the Bucharest Stock Exchange and to the Financial Supervisory Authority at the date of 18.07.2018, through the current report no. 43228,

Legally and statutory met on 02.08.2018, **at 10:00 hours**, within the first convening at his premises in Bucharest, District 1, 31 Brezoianu Ion Actor Street, floors 1,2 and attic, room E, by personal presence or by proxy representation or correspondence voting of a number of 6 shareholders who own a number of 2,207,554,103 shares having voting rights attached, representing 88.4378% of the total voting rights, respectively 80.5190% from the Bank's share capital,

DECIDED

1. With a total number of 2,207,554,103 shares for which there have been expressed valid votes, respectively 2,207,554,103 voting rights validly expressed, representing 80.5190% of the share capital of the Bank and 88.4378% of the voting rights attached to the shares representing the share capital of the Bank, of which 0 (zero) votes "for" representing 0.00% of the total number of votes expressed by the shareholders present, representatives or persons who have voted by correspondence in the Assembly, 2,206,654,103 votes "against" representing 99.959% of the total number of votes expressed by the shareholders present, representatives or persons who have voted by correspondence in the Assembly and 900,000 "abstentions" representing 0.041% of the total number of votes expressed by the shareholders present, representatives or persons who have voted by correspondence in the Assembly.

REJECTION OF

Revocation of the members of the Board of Directors of Patria Bank SA.

2. With a total number of 2,207,554,103 shares for which there have been expressed valid votes, respectively 2,207,554,103 voting rights validly expressed, representing 80.5190% of the share capital of the Bank and 88.4378% of the voting rights attached to the shares representing the share capital of the Bank, of which 1,459,239 votes "for" representing 0.066% of the total number of votes expressed by the shareholders present, representatives or persons who have voted by correspondence in the Assembly, 2,205,194,864 votes "against" representing 99.893% of the total number of votes expressed by the shareholders present, representatives or persons who have voted by correspondence in the Assembly and 900,000 "abstentions" representing 0.041% of the total number of votes expressed by the shareholders present, representatives or persons who have voted by correspondence in the Assembly.

REJECTION OF

Remuneration of the members of the new Board of Directors of Patria Bank SA.

3. With a total number of 2,207,554,103 shares for which there have been expressed valid votes, respectively 2,207,554,103 voting rights validly expressed, representing 80.5190% of the share capital of the Bank and 88.4378% of the voting rights attached to the shares representing the share capital of the Bank, of which 2,206,654,103 votes "for" representing 99.959% of the total number of votes expressed by the shareholders present, representatives or persons who have voted by correspondence in the Assembly, 0 (zero) votes "against" representing 0.00% of the total number of votes expressed by the shareholders present, representatives or persons who have voted by correspondence in the Assembly and 900,000 "abstentions" representing 0.041% 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 Committee to carry out the legal formalities required to fulfill the conditions for the publicity of the resolutions adopted by the OGMS on 02.08.2018 and / or 03.08.2018, as well as granting them the right to delegate to another person the mandate to carry out the abovementioned formalities.

4. With a total number of 2,207,554,103 shares for which there have been expressed valid votes, respectively 2,207,554,103 voting rights validly expressed, representing 80.5190% of the share capital of the Bank and 88.4378% of the voting rights attached to the shares representing the share capital of the Bank, of which 2,206,654,103 votes "for" representing 99.959% of the total number of votes expressed by the shareholders present, representatives or persons who have voted by correspondence in the Assembly, 0 (zero) votes "against" representing 0.00% of the total number of votes expressed by the shareholders present, representatives or persons who have voted by correspondence in the Assembly and 900,000 "abstentions" representing 0.041% 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 21st of August 2018 as *Record Date* for the purpose of identifying the shareholders upon which the resolution of the OGSM will produce effects, in accordance with the provisions of article 86(1) of Law no. 24/2017 regarding the issuers of financial instruments and market operations

5. With a total number of 2,207,554,103 shares for which there have been expressed valid votes, respectively 2,207,554,103 voting rights validly expressed, representing 80.5190% of the share capital of the Bank and 88.4378% of the voting rights attached to the shares representing the share capital of the Bank, of which 2,206,654,103 votes "for" representing 99.959% of the total number of votes expressed by the shareholders present, representatives or persons who have voted by correspondence in the Assembly, 0 (zero) votes "against" representing 0.00% of the total number of votes expressed by the shareholders present, representatives or persons who have voted by correspondence in the Assembly and 900,000 "abstentions" representing 0.041% 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 20th of August 2018 as *Ex date*

**DECISIONS OF THE
EXTRAORDINARY GENERAL SHAREHOLDERS MEETING
OF PATRIA BANK SA FROM AUGUST 2, 2018**

The extraordinary general shareholders meeting of Patria Bank S.A. (the "**Assembly**"), company managed under unitary system, incorporated and operating under Romanian law, registered at the Trade Registry Office before Bucharest Court under no. J40/9252/2016, sole registration number RO 11447021, with registered office in Bucharest, District 1, 31 Brezoianu Ion Actor Street, floors 1, 2 and attic and actual office in 42 Pipera Road, Globalworth Plaza building, floors 7, 8 and 10, District 2, Bucharest, Romania, with a subscribed and paid up share capital of RON 274,165,692.20, registered with Banking Register under no. PJR-32-045/15.07.1999 (the "**Bank**"),

legally and statutory convened, in accordance with the provisions of article 119, para. (1) and (2) of Law no 31/1990 regarding companies as republished, Law no. 24/2017 regarding the issuers of financial instruments and market operations ("Law 24/2017"), FSA Regulation no. 5/2018 regarding the issuers of financial instruments and market operations corroborated with art. 9 from the Bank's articles of association, by publishing the convening notice in the Official Gazette of Romania, Part IV no. 2506/02.07.2018 and in the newspaper "Bursa" from 02.07.2018, as well as by submitting the convening notice to the Bucharest Stock Exchange and to the Financial Supervisory Authority at the date of 29.06.2018, through the current report no. 37786, updated and republished in the Official Gazette of Romania, Part IV no. 2761/20.07.2018 and in the newspaper "Bursa" from 20.07.2017, as well as by submitting the convening notice to the Bucharest Stock Exchange and to the Financial Supervisory Authority at the date of 18.07.2018, through the current report no. 43228,

Legally and statutory met on 02.08.2018, **at 11:30 hours**, within the first convening at his premises in Bucharest, District 1, 31 Brezoianu Ion Actor Street, floors 1,2 and attic, room E, by personal presence or by proxy representation or correspondence voting of a number of 5 shareholders who own a number of 2,198,239,563 shares having voting rights attached, representing 88.0646% of the total voting rights, respectively 80.1792% from the Bank's share capital,

DECIDED

1. With a total number of 2,198,239,563 shares for which there have been expressed valid votes, respectively 2,198,239,563 voting rights validly expressed, representing 80.1792% of the share capital of the Bank and 88.0646% of the voting rights attached to the shares representing the share capital of the Bank, of which 0 (zero) votes "for" representing 0.00% of the total number of votes held by the shareholders present, representatives or persons who have voted by correspondence in the Assembly, 2,197,339,563 votes "against" representing 99.959% of the total number of votes held by the shareholders present, representatives or persons who have voted by correspondence in the Assembly and 900,000 "abstentions" representing 0.041% of the total number of votes held by the shareholders present, representatives or persons who have voted by correspondence in the Assembly

REJECTION OF

Submitting an action for liability against the administrators for damages caused to the company by breaching their duties towards the company, according to the provisions of art. 155 of the Law no. 31/1990.

2. With a total number of 2,198,239,563 shares for which there have been expressed valid votes, respectively 2,198,239,563 voting rights validly expressed, representing 80.1792% of the share capital of the Bank and 88.0646% of the voting rights attached to the shares representing the share capital of the Bank, of which 0 (zero) votes "for" representing 0.00% of the total number of votes held by the shareholders present, representatives or persons who have voted by correspondence in the Assembly, 2,197,339,563 votes "against" representing 99.959% of the total number of votes held by the shareholders present, representatives or persons who have voted by correspondence in the Assembly and 900,000 "abstentions" representing 0.041% of the total number of votes held by the shareholders present, representatives or persons who have voted by correspondence in the Assembly

REJECTION OF

Designation the person in charge to take action against the administrators in court.

3. With a total number of 2,198,239,563 shares for which there have been expressed valid votes, respectively 2,198,239,563 voting rights validly expressed, representing 80.1792% of the share capital of the Bank and 88.0646% of the voting rights attached to the shares representing the share capital of the Bank, of which 2,197,339,563 votes "for" representing 99.959% of the total number of votes held by the shareholders present, representatives or persons who have voted by correspondence in the Assembly, 0 (zero) votes "against" representing 0.00% of the total number of votes held by the shareholders present, representatives or persons who have voted by correspondence in the Assembly and 900,000 "abstentions" representing 0.041% of the total number of votes held by the shareholders present, representatives or persons who have voted by correspondence in the Assembly

APPROVAL OF

The share capital increase of the Bank with the amount of maximum RON 100,000,000.00, from RON 274,165,692.20 to maximum RON 374,165,692.20 by issuing, without issuance premium, a number of 1.000.000 new, nominative, ordinary, dematerialized shares, each having a nominal value of 0.1 RON/share. The share capital increase is made, according to article 88 of Law no. 24/2017 regarding on issuers of financial instruments and market operations, through: i) conversion, up to RON 23,750,000 (representing the RON equivalent of the amount of EUR 5,000,000.00 at the estimated exchange rate of 4.7500 RON/EUR which will be updated with the NBR exchange rate on the date of subscription) of the subordinated loan granted to the Bank by ECAF Financial Services BV on 29th of March 2018 and through ii) additional cash contribution, with rendering the preference right for all Bank's shareholders.

4. With a total number of 2,198,239,563 shares for which there have been expressed valid votes, respectively 2,198,239,563 voting rights validly expressed, representing 80.1792% of the share capital of the Bank and 88.0646% of the voting rights attached to the shares representing the share capital of the Bank, of which 2,197,339,563 votes "for" representing 99.959% of the total number of votes held by the shareholders present, representatives or persons who have voted by correspondence in the Assembly, 0 (zero) votes "against" representing 0.00% of the total number of votes held by the shareholders present, representatives or persons who have voted by correspondence in the Assembly and 900,000 "abstentions" representing 0.041% of the total number of votes held by the shareholders present, representatives or persons who have voted by correspondence in the Assembly

APPROVAL OF

The conversion of the Patria Bank S.A's debt towards EAAF Financial Services BV, up to RON 23,750,000 (representing the RON equivalent of the amount of EUR 5,000,000 at the estimated exchange rate of 4.7500 RON/EUR which will be updated as of the date of subscription), arising from the subordinated loan agreement dated 29th of March 2018, as subsequently amended, in the amount of EUR 5,000,000.00, into nominative shares of Patria Bank SA as part of the share capital increase mentioned to the above point.

5. With a total number of 2,198,239,563 shares for which there have been expressed valid votes, respectively 2,198,239,563 voting rights validly expressed, representing 80.1792% of the share capital of the Bank and 88.0646% of the voting rights attached to the shares representing the share capital of the Bank, of which 2,197,339,563 votes "for" representing 99.959% of the total number of votes held by the shareholders present, representatives or persons who have voted by correspondence in the Assembly, 0 (zero) votes "against" representing 0.00% of the total number of votes held by the shareholders present, representatives or persons who have voted by correspondence in the Assembly and 900,000 "abstentions" representing 0.041% of the total number of votes held by the shareholders present, representatives or persons who have voted by correspondence in the Assembly

APPROVAL OF

The share capital increase is made in order to sustain the development plans of the Bank, through offering newly issued shares mentioned at above point 1 to all shareholders of Patria Bank S.A. registered in the shareholders registry as of the Record Date. Each shareholder registered in the shareholders registry as of the Record Date will be entitled to subscribe new shares based on its preference right, proportionally with the number of the shares owned, respectively 2.741656922 preference rights for a new share. The applicable rounding algorithm is at the bottom, according to the provisions of art. 90 para (4) of the Law no. 24/2017 regarding on issuers of financial instruments and market operations. The issuance price for one newly issued share subscribed as a result of exercising the preference right by the shareholders registered in the shareholders registry as of the Record Date will be 0.1 RON/share, respectively will be equal to the nominal value of a share.

6. With a total number of 2,198,239,563 shares for which there have been expressed valid votes, respectively 2,198,239,563 voting rights validly expressed, representing 80.1792% of the share capital of the Bank and 88.0646% of the voting rights attached to the shares representing the share capital of the Bank, of which 2,197,339,563 votes "for" representing 99.959% of the total number of votes held by the shareholders present, representatives or persons who have voted by correspondence in the Assembly, 0 (zero) votes "against" representing 0.00% of the total number of votes held by the shareholders present, representatives or persons who have voted by correspondence in the Assembly and 900,000 "abstentions" representing 0.041% of the total number of votes held by the shareholders present, representatives or persons who have voted by correspondence in the Assembly

APPROVAL OF

The period for exercising the preference right will be one month starting from the date set out in the offer proportionate prospectus, which shall be prepared for the capital increase based on the preference right. The preference rights are not tradable.

7. With a total number of 2,198,239,563 shares for which there have been expressed valid votes, respectively 2,198,239,563 voting rights validly expressed, representing 80.1792% of the share capital of the Bank

and 88.0646% of the voting rights attached to the shares representing the share capital of the Bank, of which 2,197,339,563 votes "for" representing 99.959% of the total number of votes held by the shareholders present, representatives or persons who have voted by correspondence in the Assembly, 0 (zero) votes "against" representing 0.00% of the total number of votes held by the shareholders present, representatives or persons who have voted by correspondence in the Assembly and 900,000 "abstentions" representing 0.041% of the total number of votes held by the shareholders present, representatives or persons who have voted by correspondence in the Assembly

APPROVAL OF

Empowering the Board of Directors to undertake any measure which is necessary for implementing the resolution regarding the share capital increase, including, but not limited to:

- (i) Selecting an intermediary and signing the related agreement for the intermediation of share capital increase;**
- (ii) Concluding agreements for the any services needed for drawing up the documentation for implementing the share capital increase, such as: drafting and signing the proportionate prospectus for the exercise of the preference right, the actual implementation of the share capital increase and any other operation needed for executing the present EGSM Resolution;**
- (iii) a) cancelling the unsubscribed shares or b) offering the unsubscribed shares to the Bank's shareholders who have subscribed all the shares available for subscription, inside the exercise of the right of preference period, followed by the cancelling of the unsubscribed shares in this phase, and/or c) offering, without the obligation to set out the prospect, of the unsubscribed shares to the third parties, as a sell offer addressed exclusively to the qualified investors and/or a sell offer addressed to a number of less 150 natural or legal persons, other than qualified investors, followed by the cancelling of the unsubscribed shares in this phase;**
- (iv) Adopting all decisions which are necessary for the implementation of the resolution regarding the share capital increase, including but not limited to establish the issuing price in case the unsubscribed shares shall be offered to third parties;**
- (v) Amending art. 4 from the articles of association of the Bank in accordance with the results of the share capital increase.**

8. With a total number of 2,198,239,563 shares for which there have been expressed valid votes, respectively 2,198,239,563 voting rights validly expressed, representing 80.1792% of the share capital of the Bank and 88.0646% of the voting rights attached to the shares representing the share capital of the Bank, of which 2,197,339,563 votes "for" representing 99.959% of the total number of votes held by the shareholders present, representatives or persons who have voted by correspondence in the Assembly, 0 (zero) votes "against" representing 0.00% of the total number of votes held by the shareholders present, representatives or persons who have voted by correspondence in the Assembly and 900,000 "abstentions" representing 0.041% of the total number of votes held by the shareholders present, representatives or persons who have voted by correspondence in the Assembly

APPROVAL OF

Empowering any member of the Management Committee to carry out the legal formalities required to fulfil the conditions for the publicity of the resolutions adopted by the EGMS on 02.08.2018 and/or 03.08.2018, as

well as granting them the right to delegate to another person the mandate to carry out the abovementioned formalities.

9. With a total number of 2,198,239,563 shares for which there have been expressed valid votes, respectively 2,198,239,563 voting rights validly expressed, representing 80.1792% of the share capital of the Bank and 88.0646% of the voting rights attached to the shares representing the share capital of the Bank, of which 2,197,339,563 votes "for" representing 99.959% of the total number of votes held by the shareholders present, representatives or persons who have voted by correspondence in the Assembly, 0 (zero) votes "against" representing 0.00% of the total number of votes held by the shareholders present, representatives or persons who have voted by correspondence in the Assembly and 900,000 "abstentions" representing 0.041% of the total number of votes held by the shareholders present, representatives or persons who have voted by correspondence in the Assembly

APPROVAL OF

Date of 21st of August 2018 as *Record Date* for the purpose of identifying the shareholders upon which the resolution of the EGSM will produce effects, in accordance with the provisions of article 86(1) of Law no. 24/2017 regarding the issuers of financial instruments and market operations

10. With a total number of 2,198,239,563 shares for which there have been expressed valid votes, respectively 2,198,239,563 voting rights validly expressed, representing 80.1792% of the share capital of the Bank and 88.0646% of the voting rights attached to the shares representing the share capital of the Bank, of which 2,197,339,563 votes "for" representing 99.959% of the total number of votes held by the shareholders present, representatives or persons who have voted by correspondence in the Assembly, 0 (zero) votes "against" representing 0.00% of the total number of votes held by the shareholders present, representatives or persons who have voted by correspondence in the Assembly and 900,000 "abstentions" representing 0.041% of the total number of votes held by the shareholders present, representatives or persons who have voted by correspondence in the Assembly

APPROVAL OF

Date of 20th of August 2018 as *Ex date*

11. With a total number of 2,198,239,563 shares for which there have been expressed valid votes, respectively 2,198,239,563 voting rights validly expressed, representing 80.1792% of the share capital of the Bank and 88.0646% of the voting rights attached to the shares representing the share capital of the Bank, of which 2,197,339,563 votes "for" representing 99.959% of the total number of votes held by the shareholders present, representatives or persons who have voted by correspondence in the Assembly, 0 (zero) votes "against" representing 0.00% of the total number of votes held by the shareholders present, representatives or persons who have voted by correspondence in the Assembly and 900,000 "abstentions" representing 0.041% of the total number of votes held by the shareholders present, representatives or persons who have voted by correspondence in the Assembly

APPROVAL OF

Date of 22nd of August 2018 as *Payment Date*, according to the provisions of Article 178, paragraph (4) of FSA Regulation no. 5/2018 regarding the issuers of and the operations with securities.