

CONVENING NOTICE

The Board of Directors of PATRIA BANK S.A., a joint stock company managed under a unitary system, incorporated and operating in accordance with Romanian law, registered with the Trade Registry Office attached to the Bucuresti Tribunal under number J40/9252/2016, fiscal identification code RO 11447021, having its registered office in Bucharest, district 1, 31 BREZOIANU ION ACTOR, floors 1, 2 and attic, with a subscribed and paid up share capital of RON 376.239.921,30 and the registered number in the Banking Register PJR-32-045/15.07.1999 (the "**Bank**"), in accordance with the provisions of article 117 of Companies Law 31/1990, as republished, and of article 9 of the Bank's Articles of Association,

Convenes:

THE ORDINARY GENERAL SHAREHOLDERS MEETING ("OGSM")

on **28th of July 2017, 10:00 hours**, at the Bank registered office in Bucharest, district 1, 31 Ion Brezoianu Actor, floors 1, 2 and attic, room E, for all the shareholders registered with the Central Depository as of **18.07.2017**, set as the **reference date** for the OGSM, having the following agenda:

1. Approval of the income and expenditure budget and the activity plan for the 2017 financial year
2. Appointment of Mr. IUGA VASILE as independent member of the Board of Directors of Patria Bank SA, in accordance with the provisions of article 138² of Companies Law 31/1990, as republished and as subsequently amended and supplemented.
3. Approval of the remuneration due to the members of the Board of Directors.
4. Appointment of the financial auditor PricewaterhouseCoopers Audit SRL for a contractual term of 3 years, respectively for the financial years 2017, 2018 and 2019.
5. Approval of the persons who will undertake all the legal formalities necessary for fulfilling all the publication requirements for the resolutions approved by the OGSM on 28.07.2017 and/or 29.07.2017, as well as approval of the power to appoint other person in order to fulfil the formalities mentioned above.
6. Approval of 11.08.2017 as ex-date, according to the art. 2 and 5 point 11 of the CNMV Regulation no. 6/2009 regarding the exercising of certain rights of shareholders during the general meetings of the companies.
7. Approval of **12.08.2017** as record date for identifying the shareholders upon whom the resolutions of the Ordinary General Shareholders Meeting have effect, in accordance with the provisions of article 86 (1) of Law no. 24/2017 regarding the issuers of financial instruments and market operations as subsequently amended and supplemented.

THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING ("EGSM")

on **28.07.2017, 11:30 hours**, at the Bank registered office in Bucharest, district 1, 31 Ion Brezoianu Actor, floors 1, 2 and attic, room E, for all the shareholders registered with the Central Depository at the end of **18.07.2017**, set as the **reference date** for the EGSM, having the following agenda:

1. Approving the decrease of the share capital of the Bank with the amount of RON 149.118.190, from RON 376.239.912,30 to RON 227.121.731,30, by cancelling a number of 1.491.181.900 shares having a nominal value of 0.1 RON, pro-rata with the percentage held by each shareholder in the share capital of the Bank at the record date as well as setting of a price having the value of RON 0 (zero) for the compensation of the fraction of shares resulting from the enforcing of the algorithm and rounding up of the results, in accordance with the legal provisions in force. The share capital decrease is made for the scope of partially covering the cumulated loss of the Bank registered as of 31.12.2016 in amount of RON 149.118.190
2. Amending the articles of association of the Bank, as follows:
 - Point. 4.1 of Article. 4 (*Share capital*) from Chapter 2 (*Share capital and Bank's funds*) is modified and shall have the following content:

"4.1 *The share capital of the Bank is 227,121,731.30 lei, subscribed and fully paid, divided in 2.271.217.313 shares with a nominal value of 0.1 lei each.*"
3. Approval of empowering for any member of the Management Committee to sign the up-dated version of the articles of association of the Bank, in accordance with the amendments approved at the above point 2.
4. According to Article 129^{2*)} from CNVM Regulation no. 1/2006 regarding the issuers and operations with securities, approving:
 - (i) Date of 24.10.2017 as *Record Date*, for the purpose of identifying the shareholders upon which the EGSM resolution regarding the share capital decrease will have effect, in accordance with the provisions of article 86 (1) of Law no. 24/2017 regarding the issuers of financial instruments and market operations.
 - (ii) Date of 23.10.2017 as *Ex date* in accordance with the provisions art. 2 and 5 point 11 of the CNMV Regulation no. 6/2009 regarding the exercising of certain rights of shareholders during the general meetings of the companies.
 - (iii) Date of 25.10.2017 as *Payment date* according to the provisions of Article 129^{2*)} (4) from CNVM Regulation no. 1/2006 regarding the issuers and operations with securities.
5. Approving the partial covering of the cumulated accounting loss registered at 31.12.2016, from the following elements:
 - ❖ Share capital: 149.118.190 RON
 - ❖ Inflation generated adjustments to the share capital: 3.439.216 RON
6. Approval of empowering of any member of the Management Committee to undertake all the legal formalities necessary for fulfilling all the publication requirements for the resolutions approved by the EGSM on 28.07.2017 and/or 29.07.2017, as well as approval of the power to appoint other person in order to fulfil the formalities mentioned above.

Only persons who, as at the Reference Date of **18.07.2017**, are registered as shareholders in the Bank's shareholders' registry kept with Depozitarul Central S.A. are entitled to participate and vote in the EGSM and OGSM.

Shareholders' proposals in respect to the general shareholders meeting

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

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

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

- a) submitted at the registered seat of the Bank in Bucharest, district 1, 31 Ion Brezoianu Actor, floors 1, 2 and attic, by **12.07.2017**, until the Bank's closing hour **17:30**, in sealed envelope, being clearly inscribed with upper case letters "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF 28/29 JULY 2017**".
- b) sent by e-mail having attached an embedded and extended electronic signature, as provided under Law no. 455/2001 on electronic signature, by **12.07.2017**, until the Bank's closing hour **17:30**, at capital@patriabank.ro, having "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF 28/29 JULY 2017**" in the subject line.

The agenda supplemented with the items proposed by the above mentioned shareholders shall be published in accordance with the requirements of the law and the provisions of the articles of association regarding the convening of the OGSM and EGSM, by **17.07.2017** at the latest.

Questions related to the general shareholders meeting

The Bank's shareholders, regardless of their participation to the share capital, may address questions in writing in relation to the items included in the agenda of the OGSM and EGSM, accompanied by a copy of the valid identification document of the shareholder (in case of natural persons, identity bulletin/card and in case of legal persons, identity bulletin/card of the legal representative registered in the list of Bank's shareholders issued by Depozitarul Central S.A.) to the registered seat of the Bank in Bucharest, district 1, 31 Ion Brezoianu Actor, floors 1, 2 and attic, by **27.07.2017**, until the Bank's closing hour **17:30**, in sealed envelope, being clearly inscribed with upper case letters "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF 28/29 JULY 2017**".

The shareholders may address such questions also by e-mail having attached an embedded and extended electronic signature, as provided under Law no. 455/2001 on electronic signature, accompanied by a copy of the valid identification document of the shareholder (in case of natural persons, identity bulletin/card and, in case of legal persons, identity bulletin/card of the legal representative registered in the list of Bank's shareholders issued by Depozitarul Central S.A.) by **27.07.2017**, until the Bank's closing hour **17:30**, at capital@patriabank.ro, having "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF 28/29 APRIL 2017**" in the subject line.

Attending the general shareholders meeting

The access of the shareholders registered in the shareholders registry as at the Reference Date and entitled to attend the OGSM and EGSM is permitted based on simple proof of their identity, made, in case of natural

persons, with the identity document or, in case of legal persons and natural persons attending the meeting by means of a representative (other than legal representatives), with the proxy given to the natural person representing such shareholders, in compliance with the relevant applicable legislation.

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

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

General and special proxy

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

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

The general proxy shall contain at least the following information:

1. the name of the shareholder;
2. name of the representative (to whom the proxy is granted);
3. date of proxy and its period of validity, in compliance with the law; proxies bearing a later date have the effect of revoking previously dated proxies;
4. indication that the shareholder empowers the representative to attend and vote on his behalf by general proxy in the general shareholders meeting for the entire holding of the shareholder at the reference date, expressly specifying the company/companies for which the general proxy is to be used. The validity of general proxy ceases in accordance with par. 2 of art. 15¹ of FSA Regulation no. 6/2009.

According to art. 14 par. (4) of FSA Regulation no. 6/2009 a shareholder may appoint a single person to represent him in the OGSM and EGSM. However, if a shareholder holds shares of the Bank in several securities accounts, this restriction shall not prevent that shareholder to appoint a distinctive representative for shares held in each securities account with respect to a specific general meeting. Nonetheless, the shareholder is forbidden to express different votes in respect of the shares held by him in the share capital of the Bank.

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

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

Moreover, according to art. 14 par. (4¹) of FSA Regulation no. 6/2009 a shareholder may appoint one or several alternate representatives by special proxy to ensure that shareholder's representation in the OGSM and EGSM in case the representative appointed by special proxy is unable to fulfill its mandate. If several alternate representatives are appointed by proxy, the order in which they are to exercise their mandate shall be set.

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

In case of the special proxy, an original copy, filled in English or Romanian language and signed by the shareholder, accompanied by a copy of the identity document of that shareholder (in case of natural persons – bulletin/identity card, and respectively for legal persons – bulletin/identity card of the legal representative registered in the list of Bank shareholders issued by Depozitarul Central S.A.), shall be submitted to the Bank's registered office in Bucharest, district 1, 31 Ion Brezoianu Actor, floors 1, 2 and attic, **25.07.2017**, until the Bank's closing **hour 17:30**, in sealed envelope, clearly inscribed with upper case letters "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF 28/29 JULY 2017**" and the representative shall carry with him an original copy of his special proxy in the OGSM and EGSM.

The special proxy may be sent also by e-mail having an extended electronic signature embedded, according to Law no. 455/2001 regarding electronic signature, accompanied by valid identification documents, within the dead line provided by article. 11.2 of article of association of the Bank, namely by **25.05.2017**, until the Bank's closing **hour 17:30**, to the e-mail address capital@patriabank.ro, with the following text "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF 28/29 JULY 2017**" mentioned in the subject line.

In case of the general proxy, before it is first used, a copy of the general proxy certified under signature by the representative as true copy of the original, accompanied by a copy of the identity document of the shareholder (in case of natural persons – bulletin/identity card, and respectively for legal persons – bulletin/identity card of the legal representative recorded on the list of Bank shareholders issued by Depozitarul Central S.A.) shall be submitted to the Bank's registered office in Bucharest, district 1, 31 Ion Brezoianu Actor, floors 1, 2 and attic, within the dead line provided by article. 11.2 of article of association of the Bank, namely by **25.07.2017**, until the Bank's closing **hour 17:30**, in sealed envelope, clearly inscribed with upper case letters "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF 27/28 APRIL 2017**" and the representative shall carry with him an original copy of the general proxy in the OGSM and EGSM.

The general proxy may be sent also by e-mail having an extended electronic signature embedded, according to Law no. 455/2001 regarding electronic signature, accompanied by valid identification documents, within the dead line provided by article. 11.2 of article of association of the Bank, namely by **25.05.2017**, until the Bank's closing **hour 17:30**, to the e-mail address capital@patriabank.ro, with the following text "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF 28/29 JULY 2017**" mentioned in the subject line.

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

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

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

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

Special provisions regarding the general proxy

The Bank shall accept a general proxy to participate and vote in the OGSM and EGSM given by a shareholder, in capacity of customer, **to an intermediary** as defined in art. 2 par. (1) pt. 20 of Law no. 24/2017, as amended and supplemented, or **to a lawyer**, without requesting additional documents relating to such shareholder, if the general proxy complies with FSA Regulation no. 6/2009, is signed by the relevant shareholder and accompanied by an affidavit given by the legal representative of the intermediary or by the lawyer who received a general proxy, affidavit affirming that::

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

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

Vote by correspondence

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

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

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

- a) delivered to the registered seat of the Bank in Bucharest, district 1, 31 Ion Brezoiianu Actor, floors 1, 2 and attic, using any form of delivery with acknowledgement of receipt, so that its receipt may be recorded by the Bank's registry, in sealed envelope, clearly inscribed and upper case letters "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF 28/29 APRIL 2017**", by **25.07.2017**, until the Bank's closing **hour 17:30**, at the latest.
- b) sent via e-mail with embedded extended electronic signature, according to Law no. 455/2001 on electronic signature, by **25.07.2017**, until the Bank's closing **hour 17:30**, to the e-mail address capital@patriabank.ro, with the following text "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF 28/29 July 2017**" mentioned in the subject line.

Other provisions regarding OGSM/EGSM

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

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

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

If on **28 July 2017** (date of the first convening of OGSM and EGSM) the legal and statutory requirements of validity for holding the OGSM and/or EGSM are not met, the respective OGSM and/or EGSM is convened on **29 July 2017** (date of the second convening) in the same location, at the same time, and having the same agenda.

The documents and the informative materials concerning the points included on the agenda of the OGSM and EGSM, this convening notice, the total number of shares and the voting rights existing at the date of the call, as well as the special proxies and the ballots for correspondence voting in the OGSM and EGSM shall be made available to the shareholders, in Romanian and in English language, **starting with 27.June.2017**, at the Bank's registered office, and shall be also made available on the website of the Bank (www.patriabank.ro, **About us/Shareholders/General Meeting of Shareholders** section).

As at the date of the call, the registered share capital of the Bank is represented by 3.762.399.213 nominative shares, each share giving the right to one vote, except for a number of **406,669,498** shares for which the voting rights have been suspended by the National Bank of Romania; thus, the total number of voting rights at the date of the convening is of 3.355.729.715 voting rights.

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

Additional information can be obtained from the Financial Markets Department, at phone number 0269803771 and from the website of the Bank www.patriabank.ro.

President of the Board of Directors

Dragos Horia Manda

PATRIA BANK S.A.