

**DRAFT RESOLUTION OF THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING OF
PATRIA BANK S.A.**

No. 1 [28.07.2017]/[29.07.2017]

The extraordinary general shareholders meeting of Patria Bank S.A. (the "**Assembly**"), company managed under unitary system, incorporated and operating under Romanian law, with registered office in Bucharest, District 1, 31 Brezoianu Ion Actor Street, floors 1, 2 and attic, registered at the Trade Registry Office before Bucharest Court under no. J40/9252/2016, sole registration number RO 11447021, with a subscribed and paid up share capital of RON 376,239,921.30, registered with Banking Register under no. PJR-32-045/15.07.1999 (the "**Bank**"), legally and statutory convened, in accordance with art. 117 from the Law no. 31/1990 regarding companies, as republished, and with art. 9 from the Bank's articles of association, by publishing the convening notice in the Official Gazette of Romania, Part IV no. [•]/[•] and in the newspaper "[•]" from [•], as well as by submitting the convening notice to the Bucharest Stock Exchange and to the Financial Supervisory Authority through the current report dated [•],

Legally and statutory met on [28]/[29] July 2017, at 11:30 hours, within the [first]/[second] convening at 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 [•] who own a number of [•] shares having voting rights attached, representing [•]% of the total voting rights, respectively [•]% from the Bank's share capital,

DECIDED

1. [With unanimity of validly expressed votes held by the shareholders present, representatives or persons who have voted by correspondence at the Assembly]

[With a total number of shares for which there have been expressed valid votes, respectively voting rights validly expressed, representing [•]% of the share capital of the Bank and [•] % of the voting rights attached to the shares representing the share capital of the Bank, [•] of which [•] votes "for" representing [•]% of the total number of votes owned by the shareholders present, representatives or persons who have voted by correspondence in the Assembly, [•] votes "against" representing [•]% of the total number of votes owned by the shareholders present, representatives or persons who have voted by correspondence in the Assembly and [•]"abstentions" representing [•]% of the total number of votes owned by the shareholders present, representatives or persons who have voted by correspondence in the Assembly]

APPROVAL OF

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. [With unanimity of validly expressed votes held by the shareholders present, representatives or persons who have voted by correspondence at the Assembly]

[With a total number of shares for which there have been expressed valid votes, respectively voting rights validly expressed, representing [•]% of the share capital of the Bank and [•] % of the voting rights attached to the shares representing the share capital of the Bank, [•] of which [•] votes "for" representing [•]% of the total

number of votes owned by the shareholders present, representatives or persons who have voted by correspondence in the Assembly, [•] votes "against" representing [•]% of the total number of votes owned by the shareholders present, representatives or persons who have voted by correspondence in the Assembly and [•]"abstentions" representing [•]% of the total number of votes owned by the shareholders present, representatives or persons who have voted by correspondence in the Assembly]

APPROVAL OF

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.**

3. [With unanimity of validly expressed votes held by the shareholders present, representatives or persons who have voted by correspondence at the Assembly]

[With a total number of shares for which there have been expressed valid votes, respectively voting rights validly expressed, representing [•]% of the share capital of the Bank and [•] % of the voting rights attached to the shares representing the share capital of the Bank, [•]of which [•] votes "for" representing [•]% of the total number of votes owned by the shareholders present, representatives or persons who have voted by correspondence in the Assembly, [•] votes "against" representing [•]% of the total number of votes owned by the shareholders present, representatives or persons who have voted by correspondence in the Assembly and [•]"abstentions" representing [•] % of the total number of votes owned by the shareholders present, representatives or persons who have voted by correspondence in the Assembly]

APPROVAL OF

[•] in order to perform, individually, all the legal formalities necessary for fulfilling all the publication requirements for the resolutions approved by the OGSM on 28.07.2017 or 29.07.2017, as well as approval of the power of these members to appoint other persons in order to fulfil the formalities mentioned above.

4. [With unanimity of validly expressed votes held by the shareholders present, representatives or persons who have voted by correspondence at the Assembly]

[With a total number of shares for which there have been expressed valid votes, respectively voting rights validly expressed, representing [•]% of the share capital of the Bank and [•] % of the voting rights attached to the shares representing the share capital of the Bank, [•]of which [•] votes "for" representing [•]% of the total number of votes owned by the shareholders present, representatives or persons who have voted by correspondence in the Assembly, [•] votes "against" representing [•]% of the total number of votes owned by the shareholders present, representatives or persons who have voted by correspondence in the Assembly and [•]"abstentions" representing [•] % of the total number of votes owned by the shareholders present, representatives or persons who have voted by correspondence in the Assembly]

APPROVAL OF

The date of 23.10.2017 as ex-date, according to the art. 2 and 5 point 11 of the Regulation no. 6/2009 regarding the exercising of certain rights of shareholders during the general meetings of the companies.

5. [With unanimity of validly expressed votes held by the shareholders present, representatives or persons who have voted by correspondence at the Assembly]

[With a total number of shares for which there have been expressed valid votes, respectively voting rights validly expressed, representing [•]% of the share capital of the Bank and [•] % of the voting rights attached to the shares representing the share capital of the Bank, [•]of which [•] votes "for" representing [•]% of the total number of votes owned by the shareholders present, representatives or persons who have voted by correspondence in the Assembly, [•] votes "against" representing [•]% of the total number of votes owned by the shareholders present, representatives or persons who have voted by correspondence in the Assembly and [•]"abstentions" representing[•] % of the total number of votes owned by the shareholders present, representatives or persons who have voted by correspondence in the Assembly]

APPROVAL OF

The date of 24.10.2017 as record date for identifying the shareholders upon which the resolutions of the EGSM will take effect, in accordance with the provisions of art. 86 (1) of the Law no. 24/2017 on issuers of financial instruments and market operations, as subsequently amended and supplemented.

6. [With unanimity of validly expressed votes held by the shareholders present, representatives or persons who have voted by correspondence at the Assembly]

[With a total number of shares for which there have been expressed valid votes, respectively voting rights validly expressed, representing [•]% of the share capital of the Bank and [•] % of the voting rights attached to the shares representing the share capital of the Bank, [•]of which [•] votes "for" representing [•]% of the total number of votes owned by the shareholders present, representatives or persons who have voted by correspondence in the Assembly, [•] votes "against" representing [•]% of the total number of votes owned by the shareholders present, representatives or persons who have voted by correspondence in the Assembly and [•]"abstentions" representing[•] % of the total number of votes owned by the shareholders present, representatives or persons who have voted by correspondence in the Assembly]

APPROVAL OF

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.

This Resolution has been drawn up and signed in Bucharest, in [•] original copies, each having a number of [•] pages, today [28]/[29] July 2017.

Chairman of the Meeting

[•]

Secretary of the Meeting

[•]