

**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 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."

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 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 1.

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 EGSM 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

[•]