

DRAFT RESOLUTION OF THE ORDINARY GENERAL SHAREHOLDERS MEETING OF**PATRIA BANK S.A.****No. 3 [28.07.2017]/[29.07.2017]**

The ordinary 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 10:00 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 expressed by the shareholders present, representatives or persons who have voted by correspondence in the Assembly, [•] votes "against" representing [•]% of the total number of votes expressed by the shareholders present, representatives or persons who have voted by correspondence in the Assembly and [•]"abstentions" representing [•] % of the total number of votes expressed by the shareholders present, representatives or persons who have voted by correspondence in the Assembly]

APPROVAL OF**Establishing the administrators' remuneration as follows:**

- ✓ **From 1 May 2017, 3,000 EUR / month net amount, for the members of the board of directors who do not have an executive position in the bank;**
- ✓ **From 1 May 2017, 1,000 EUR / month net amount, for the members of the board of directors who also hold an executive position in the bank.**

The bank will calculate the gross amount, taking into account the taxes and legal contributions established by the payer and the payee, and the net amount will be paid to the payee.

Payment will be made monthly, in accordance with the Bank wage payment procedures for its employees.

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

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

APPROVAL OF

The date of 11.08.2017 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.

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

APPROVAL OF

The date of 12.08.2017 as record date for identifying the shareholders upon which the resolutions of the Ordinary General Meeting of Shareholders 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.

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

[•]