

RESOLUTION OF THE ORDINARY GENERAL SHAREHOLDERS MEETING OF**PATRIA BANK S.A.****No. 1 /12.03.2018**

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 and actual office in Bucharest, district 2, 42 Pipera Road, Globalworth Plaza building, floors 7,8 and 10, 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 227,121,731.30, registered with Banking Register under no. PJR-32-045/15.07.1999 (the "**Bank**"), legally and statutorily convened, in accordance with art. 117 from the Law no. 31/1990 regarding companies, as republished, Law no. 24/2017 regarding on issuers of financial instruments and market operations, ASF Regulation no. 1/2006 regarding on issuers and operations transferable securities and ASF Regulation no. 6/2009 regarding the exercising of certain shareholder rights in relation to the general meetings of the companies, 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 "Bursa" from _____, as well as by submitting the convening notice to the Bucharest Stock Exchange and to the Financial Supervisory Authority through the current report no._____/_____.

Legally and statutorily met on [12.03.2018] / [13.03.2018], 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

The share capital increase of the Bank with the amount of maximum RON 60,538,661.1, from RON 227,121,731.30 to maximum RON 287,660,392.40 by issuing, without issuance premium, a number of

605,386,611 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 20,271,000 (representing the RON equivalent of the amount of EUR 4,350,000 at the estimated exchange rate of 4.66 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 EEAF Financial Services BV, and through ii) additional cash contribution, with rendering the preference right for all Bank's shareholders.

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

The conversion of the Patria Bank S.A's debt towards EEAF Financial Services BV, up to RON 20,271,000 (representing the RON equivalent of the amount of EUR 4,350,000 at the estimated exchange rate of 4.66 RON/EUR which will be updated as of the date of subscription), arising from the subordinated loan agreement dated 23.08.2016, as subsequently amended, into nominative shares of Patria Bank SA as part of the share capital increase mentioned to 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 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 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. 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.

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 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.

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 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

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 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.

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 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

Date of 11th of April 2018 as *Record Date* in connection with the share capital increase, for the purpose of identifying the shareholders upon which the resolution regarding the share capital increase will have effect, respectively the shareholders who are entitled to receive preference rights;

7. [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

Date of 10th of April 2018 as *Ex date*, according to the provisions of article. 2 and 5 para 11 of CNVM Regulation no. 6/2009 on the exercise of certain rights of shareholders in relation to general meetings of companies;

8. [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

Date of 12th of April 2018 as *Payment Date*, according to the provisions of article 129², (4) of CNVM Regulation no. 1/2006 regarding the issuers of and the operations with securities.

9. [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

Empowering any of the members of the Management Board to undertake all the legal formalities necessary for fulfilling all the publication requirements for the resolutions approved by the EGSM on 12th of March 2018 and/or 13th of March 2018 as well as approval of the power of these members to appoint other persons in order to fulfil the formalities mentioned above.

This Resolution has been drawn up and signed in Bucharest, in [●] original copies, each having a number of [●] pages, today [12th of March 2018] / [13th of March 2018].

Chairman of the Meeting

[●]

Secretary of the Meeting

[●]