Special power of attorney
for legal person shareholders
for the Extraordinary General Shareholders Meeting ("EGSM") of
PATRIA BANK S.A

Of 12.03.2018/13.03.2018

I, the undersigned ..... registered at the Trade Registry under no. ..... legally represented by ..... owner of the identity card/passport series.....no. ....., domiciled in ..... owner of …… shares representing ….. % of the total number of shares issued by Patria Bank S.A., which entitles me to…….. voting rights representing …. % from the total number of voting rights in the EGSM **I hereby delegate**..... domiciled in ……....., identified with identity card/passport series.....no. ....., Personal Numerical Code ……..as my representative in the EGSM of Patria Bank S.A., convened for the date of **12.03.2018**, 10.00 hours at the Bank premises in Bucharest, district 1, 31 Ion Brezoianu Actor Street, floors 1, 2 and attic, room E, or on the date of the second EGSM convened on **13.03.2018,** 10.00 hours, if the first meeting wouldn't be held, to exercise the voting rights pertaining to my holdings registered in the shareholders registry as at the reference date **01.03.2018**, as follows:

EGSM Agenda

1. Approving 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.

For ..... **Against .....** **Abstain……..**

2. 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.

For ..... **Against .....** **Abstain……..**

PATRIA BANK SA. Registered office: Bucharest, District 1, 31 Brezoianu Ion Actor Street, floors 1,2 and attic, postal code 010131
Bank participating in the Deposit Guarantee Fund in the Banking System (FGDB); ORC: J40 / 9252/2016, C.I.F. RO 11447021, Nr. RB-PJR-32-045 / 07.15.1999; Share capital (subscribed and paid) 227,121,731.30 lei; Operator data code ANSPDCP Registry: no. 753; Tel: 0800 410 310, Fax: +40 372 148 273, info@patriabank.ro ; www.patriabank.ro

3. 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.

For ..... Against ..... Abstain……..

4. 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.

For ..... Against ..... Abstain……..

5. The Board of Directors is empowered 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.

For ..... Against ..... Abstain……..

6. According to Article 129[2] from CNVM Regulation no. 1/2006 regarding the issuers of and the operations with securities , approving:

(i) 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;

For ..... Against ..... Abstain……..

(ii) 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*;*

For ..... Against ..... Abstain……..

(iii) Date of **12th of April 2018** as *Payment Date*, according to the provisions of article 129[2], (4) of CNVM Regulation no. 1/2006 regarding the issuers of and the operations with securities.

For ..... Against ..... Abstain……..

7. 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.

For ..... Against ..... Abstain……..

I hereby attach:

- the copy of the valid ID of the legal representative;
- in the cases mentioned in the convening notice for the EGSM, an ascertaining certificate issued by the Trade Registry, or any other equivalent document, in original or copy in conformity with the original, issued by a competent authority from the state in which the shareholder is legally registered and which attests the quality of legal representative, shall be sent and must be no older than 3 months before the date when the convening notice for the EGSM was published;

The special power of attorney date .....

LAST AND FIRST NAME OF THE LEGAL REPRESENTATIVE .....

Signature ……..

Legal person's stamp .....

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