

## CONVENING NOTICE

The Board of Directors of PATRIA BANK S.A., a joint stock company managed under a unitary system, incorporated and operating in accordance with Romanian law, registered with the Trade Registry Office attached to the Bucharest Tribunal under number J40/9252/2016, fiscal identification code RO 11447021, having its registered office in Bucharest, District 2, 42 Pipera Road, Globalworth Plaza building, floors 8 and 10, postal code 020112 with a subscribed and paid up share capital of RON 327.881.437,60 and the registered number in the Banking Register PJR-32-045/15.07.1999 (the "**Bank**" or "**Patria Bank**"), in accordance with the provisions of article 113 and article 117 of Companies Law 31/1990, Law no. 24/2017 regarding on issuers of financial instruments and market operations ("**Law no. 24/2017**"), FSA Regulation no. 5/2018 on issuers of financial instruments and market operations ("**FSA Regulation no. 5/2018**"), and of article 9 of the Bank's Articles of Association,

**Convenes:**

### **THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING ("EGSM")**

on **June 16, 2022, 10:00 hours**, at the Bank registered office in Bucharest, District 2, 42 Pipera Road, Globalworth Plaza Building, floor 10, for all the shareholders registered with Depozitarul Central SA's register of shareholders as of **June 07, 2022**, set as the **Reference date** for the EGSM, having the following agenda:

1. Election of the secretary of the meeting, with the following proposals: Mr. Georgian Eugen Constantin, shareholder in Patria Bank S.A. and in his absence Mr. Adrian Cojocar, shareholder in Patria Bank S.A.
2. Approval of the issuance by the Bank of unsecured, non-convertible, subordinated bonds in dematerialized form, in one or more issues, denominated in RON or EUR, with a total aggregate nominal value of EUR 5 Million ("**Bonds**"), with a fixed or variable interest rate and the empowerment of the Board of Directors for:
  - (i) the determination of the issue currency for each Bond issue;

- (ii) approval of the increase in the total nominal value of the issue (s) up to a maximum of EUR 15 Million, depending on market conditions;
  - (iii) approval of the type and interest rate for each issue;
  - (iv) approval of the maturity of the Bonds for each issue; and the nominal value of a Bond will be at least equal to EUR 50,000. If necessary, the aggregate value of the issue (s) may be less than EUR 5 Million. The bonds will be placed without drawing up an offer prospectus, based on one or more exceptions from the obligation to draw up a prospectus, provided by art. 1 para. 4 of EU Regulation 1129/2017, through one or more private placements, the Board of Directors being also empowered to approve the placement (s) structure, in compliance with the legal provisions and regulations on Tier II capital, established in accordance with the Romanian legislative framework in force (“**Offer**”).
3. Approval of the admission to trading of the Bonds on the regulated market operated by the Bucharest Stock Exchange, after successfully closing of the Offer (s), and the undertaking by the Bank of all required actions and formalities in this regard („**Admission to Trading**”).
4. Approval of the empowerment of the Board of Directors, with the possibility of sub delegation, depending on the case, in order to execute all operations and/or procedures regarding the implementation of operations for the issuance of Bonds, for example, but not limited to the following operations:
- (i) Establishing the period of the Offer, depending on the evolution of the conditions on the financial markets;
  - (ii) Determining the timing of the issue, the number of issues, the number of bonds to be issued in a placement, the face value of a bond, the currency of issue, the maturity, the interest payment interval (coupon), the method of placement;
  - (iii) Establishing the structure of the offer / offers through which the bonds will be issued
  - (iv) Establishing the intermediary or intermediaries of the Offer and of the Admission to Trading procedure;
  - (v) Establish the type and rate or method of calculating the interest related to the Bonds, taking into account the prevailing market conditions as it results from the Bookbuilding process and the consultation with intermediaries, to establish the final maturity of the Bonds, as well as the manner of repaying the Bonds;

(vi) Examine the opportunity and decide to increase the aggregate value of the Bond issue (s) up to a maximum total nominal value of EUR 15 Million, in accordance with point 2 above;

(vii) To issue any decision and to perform any legal acts and facts necessary, useful and / or opportune to carry out the EGMS decisions, including, but not limited to, negotiating, establishing and approving the terms and conditions of the Offer, respectively the number of Bonds, the interest rate of the Bonds, as well as other terms and conditions of the Bonds, the contractual conditions, the interest, the fees and charges, the guarantees, establishing the date of initiation of the procedures for issuing the Bonds and the subscription period, as well as the negotiation , approving and signing any documents related to the Offer and Admission to trading, negotiating and signing any contracts with the intermediary and any consultants, as well as fulfilling any necessary legal acts and facts, insofar as they comply with the EGMS decisions; and

(viii) To approve / negotiate any contracts and / or arrangements regarding the Bonds and / or the Offer and / or the Admission to trading or any other arrangements, including the presentation document Bonds, the prospectus for admission to trading, any contracts, certificates, statements, registers, notices, addendums and any other necessary acts and documents, to complete any formalities and to authorize and / or execute any other actions necessary to give full effect to the issuance of the Bonds and / or the Offer and / or Admission to trading (as the case may be) and to empower of the Bank representatives to sign any such documents, complete any such formalities and perform any such actions;

(ix) Establishing the successful condition of the Bonds issue;

The Board of Directors will have the competence to decide and fulfill absolutely any aspect regarding the implementation of the present EGMS decision, the above enumeration not being exhaustive.

5. 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 **June 16, 2022** or **June 17, 2022**, as well as approval of the power of these members to appoint other persons in order to fulfil the formalities mentioned above.
6. According to Article 2, paragraph 2, letter f), 1) and Article 176 from FSA Regulation no. 5/2018 on issuers of financial instruments and market operations, approving:

6.1. Date of **July 04, 2022** as Record Date for the purpose of identifying the shareholders upon which the resolution of the extraordinary meeting of shareholders, in accordance with the provisions of article 87(1) of Law no. 24/2017 regarding on issuers of financial instruments and market operations.

6.2. Date of **July 01, 2022** as *Ex date*

Only persons registered as shareholders at the reference date of **June 07, 2022** ("**Reference Date**") in the Bank's shareholders' registry kept with Depozitarul Central S.A. are entitled to participate and vote in the EGSM.

*Shareholders' proposals in respect to the general shareholders meeting*

One or several shareholders, individually or jointly representing at least 5% of the Bank's share capital (hereinafter referred to as the "**Initiators**") are entitled:

- (a) to add new items on the agenda of the EGSM, provided that each item is accompanied by a justification or by a draft of resolution proposed to be adopted by the EGSM; and
- (b) to present drafts of resolutions for items included or proposed to be included in the agenda of the EGSM.

Initiators' proposals regarding the inclusion of new items on the agenda, as well as the draft resolutions for the items proposed to be included on the agenda of the EGSM, accompanied by copy of the valid identification documents of the **Initiator** (in case of natural persons – identity bulletin/card and in case of legal persons - identity bulletin/card of the legal representative registered in the Bank's shareholders' list issued by Depozitarul Central S.A.), may be transmitted as follows:

- a) submitted at the registered office of the Bank in Bucharest, district 2, 42 Pipera Road, Globalworth Plaza building, floor 10, by **May 31, 2022**, until the Bank's closing **hour 17:30**, in sealed envelope, being clearly inscribed with upper case letters "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF June 16/17, 2022**".
- b) sent to the registered office of the Bank in Bucharest, district 2, 42 Pipera Road, Globalworth Plaza building, floor 10, through any courier with recorded delivery, so that to be registered to the Bank registered office until **May 31, 2022**, until the Bank's closing, **hour 17:30**, in sealed

envelope, being clearly inscribed with upper case letters "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF June 16/17, 2022**".

- c) sent by e-mail having attached an qualified electronic signature, as per Regulation (EU) no. 910/2014 on electronic identification and trust services for electronic transactions in the internal market and repealing Directive 1999/93/EC ("eIDAS"), by **May 31, 2022**, until the Bank's closing **hour 17:30**, at [capital@patriabank.ro](mailto:capital@patriabank.ro), having "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF June 16/17, 2022**" in the subject line.

The agenda completed with the items proposed by the above-mentioned shareholders will be published in compliance with the requirements provided by law and by the articles of association for the convening of the OGMS/EGMS, no later than **June 03, 2022**.

#### Questions related to the general shareholders meeting

The Bank's shareholders, regardless of their participation to the share capital, may address questions in writing in relation to the items included in the agenda of the EGSM, accompanied by a copy of the valid identification document of the shareholder (in case of natural persons, identity bulletin/card and in case of legal persons, identity bulletin/card of the legal representative registered in the list of Bank's shareholders issued by Depozitarul Central S.A.) to the registered office of the Bank in Bucharest, district 2, 42 Pipera Road, Globalworth Plaza building, floor 10, by **June 09, 2022**, until the Bank's closing **hour 17:30**, in sealed envelope, being clearly inscribed with upper case letters "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF June 16/17, 2022**".

The shareholders may sent questions to the registered office of the Bank in Bucharest, district 2, 42 Pipera Road, Globalworth Plaza building, floor 10, through any courier with recorded delivery, so that to be registered to the Bank registered office by **June 09, 2022**, until the Bank's closing **hour 17:30**, in sealed envelope, being clearly inscribed with upper case letters "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF June 16/17, 2022**".

The shareholders may address such questions also by e-mail with qualified electronic signature, as per eIDAS, accompanied by a copy of the valid identification document of the shareholder (in case of natural persons, identity bulletin/card and, in case of legal persons, identity bulletin/card of the legal representative registered in the list of Bank's shareholders issued by Depozitarul Central S.A.) by **June 09, 2022**, until the Bank's closing **hour 17:30**, at [capital@patriabank.ro](mailto:capital@patriabank.ro),

having "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF June 16/17, 2022**" in the subject line.

The right to ask questions and the Bank's obligation to respond may be made conditional on the protection of the confidentiality and interests of the Bank.

#### Attending the general shareholders meeting

The access of the shareholders registered in the shareholders registry as at the Reference Date and entitled to attend the GSM is permitted based on simple proof of their identity, made, (i) in case of natural persons, with the identity document or, (ii) in case of legal persons, with the identity document of the legal representative, and (iii) in case of legal person and natural person attending the meeting by means of a representative, with the proxy given to the natural person representing such shareholders, in compliance with the relevant applicable legislation.

Shareholders who, as at the *Reference Date*, are registered in the shareholders registry of the Bank, kept by Depozitarul Central S.A. may attend the EGSM in person or by proxy, each shareholder having the right to appoint another natural or legal person as representative for participating and voting on his behalf in the EGSM, in accordance with the provisions of art. 92 alin. (11) - (16) of Law no. 24/2017.

When participating by proxy, shareholders shall appoint representatives by special proxies, prepared in accordance with the sample of special proxy provided to the shareholders by **the Bank**, both in Romanian and in English, or by a general proxy granted under the conditions presented below.

#### General and special proxy

The general proxy is valid only if: (i) it is granted for a period not exceeding 3 years, unless the parties have expressly provided for a longer period, (ii) it expressly enables the representative of the shareholder who granted such proxy to vote on all issues under debate in the general meetings of Bank's shareholders, including acts of disposal and (iii) it is given by the shareholder, acting in capacity of customer, to an intermediary, as defined by art. 2 par. (1) point 20 of Law 24/2017, or to a lawyer. Shareholders of the Bank shall not be represented in the EGSM based on a general

proxy given to a person who is subject to a conflict of interest that may arise in particular in the following cases:

- a) is a majority shareholder of Bank, or other entity controlled by such shareholder;
- b) is a member of an administrative, management or supervisory body of the Bank, of a majority shareholder or of a controlled entity as provided in section a) above;
- c) is an employee or an auditor of the Bank or of a majority shareholder or of a controlled entity as provided in section a) above;
- d) is a spouse or relative up to the fourth degree inclusively of one of the natural persons referred to in sections a) to c) above.

The general proxy shall contain at least the following information:

1. the name of the shareholder;
2. name of the representative (to whom the proxy is granted);
3. date of proxy and its period of validity, in compliance with the law; proxies bearing a later date have the effect of revoking previously dated proxies;
4. indication that the shareholder empowers the representative to attend and vote on his behalf by general proxy in the general shareholders meeting for the entire holding of the shareholder at the Reference Date, expressly specifying the company/companies for which the general proxy is to be used. The validity of general proxy ceases in accordance with par. 2 of article 202 of FSA Regulation no. 5/2018.

According to par. (4) of article 200 of FSA Regulation no. 5/2018 a shareholder may appoint a single person to represent him in the EGSM. However, if a shareholder holds shares of the Bank in several securities accounts, this restriction shall not prevent that shareholder to appoint a distinctive representative for shares held in each securities account with respect to a specific general meeting. Nonetheless, the shareholder is forbidden to express different votes in respect of the shares held by him in the share capital of the Bank.

The special proxies shall contain specific voting instructions for each item on the agenda of the EGSM and the representative shall have the obligation to vote in accordance with the instructions of the shareholder who appointed him. If there are discussions during EGSM, according to the

legal provisions, on items not included on the agenda, the representative may cast the ballot regarding these items in accordance with the interest of the represented shareholder.

A special proxy is valid exclusively for the meeting for which it was requested.

Moreover, according to article 200, par. 5 of FSA Regulation no. 5/2018 a shareholder may appoint one or several alternate representatives by special proxy to ensure that shareholder's representation in the EGSM in case the representative appointed by special proxy is unable to fulfill its mandate. If several alternate representatives are appointed by proxy, the order in which they are to exercise their mandate shall be set.

In accordance with the provisions of article 92, para (11) of Law no. 24/2017, in case a shareholder is represented by a credit institution that provides custody services, he may vote in EGSM based on the voting instructions received by means of electronic communication, without being necessary the drafting of a special or general proxy by the shareholder. The custodian votes in EGSM exclusively according to and within the limits of the instructions received by the shareholder clients on the *Reference Date*. To this end, the representative of the custodian will provide evidence that the shareholder is the customer of the custodian and that the representative was appointed by the custodian to represent the shareholder in EGSM.

**In case of the special proxy**, an original copy, filled in English or Romanian language and signed by the shareholder, accompanied by a copy of the identity document of that shareholder (in case of natural persons – bulletin/identity card, and respectively for legal persons – bulletin/identity card of the legal representative registered in the list of Bank shareholders issued by Depozitarul Central S.A.), shall be submitted to the Bank's registered office in Bucharest, district 2, 42 Pipera Road, Globalworth Plaza building, floors 10, according to article 11.2. of the Articles of Association - 2 working days before the general meeting - respectively by **June 10, 2022**, until the Bank's closing **hour 17:30**, in sealed envelope, clearly inscribed with upper case letters "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF June 16/17, 2022**" and the representative shall carry with him an original copy of his special proxy in the EGSM.

**The special proxy may be sent** to the registered office of the Bank in Bucharest, district 2, 42 Pipera Road, Globalworth Plaza building, floors 10, through any courier with recorded delivery, so that to be registered to the Bank registered office, according to article 11.2 of the Articles of Association – 2 working days before the general meeting - respectively until **June 10, 2022**, until



the Bank's closing **hour 17:30**, in sealed envelope, clearly inscribed with upper case letters "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF June 16/17, 2022**".

**The special proxy may be sent also by e-mail** with qualified electronic signature, as per eIDAS, accompanied by valid identification documents, within the dead line provided by article. 11.2 of article of association of the Bank, namely by **June 10, 2022**, until the Bank's closing **hour 17:30**, to the e-mail address [capital@patriabank.ro](mailto:capital@patriabank.ro), with the following text "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF June 16/17, 2022**" mentioned in the subject line.

**In case of the general proxy**, before it is first used, a copy of the general proxy certified under signature by the representative as true copy of the original, accompanied by a copy of the identity document of the shareholder (in case of natural persons – bulletin/identity card, and respectively for legal persons – bulletin/identity card of the legal representative recorded on the list of Bank shareholders issued by Depozitarul Central S.A.) and a written sworn statement of the intermediary or the attorney as set out below, shall be submitted to the Bank's registered office in Bucharest, district 2, 42 Pipera Road, Globalworth Plaza building, floors 10, within the dead line provided by article. 11.2 of article of association of the Bank - at least 2 working days before the general meeting, namely by **June 10, 2022**, until the Bank's closing **hour 17:30**, in sealed envelope, clearly inscribed with upper case letters "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF June 16/17, 2022**" and the representative shall carry with him an original copy of the general proxy in the EGSM.

**The general proxy may be delivered** to the registered office in Bucharest, district 2, 42 Pipera Road, Globalworth Plaza building, floor 10, in sealed envelope, using any form of delivery with acknowledgement of receipt, clearly inscribed and upper case letters "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF June 16/17, 2022**", so that its receipt may be recorded by the Bank's registry within the dead line provided by article. 11.2 of Article of Association of the Bank - at least 2 working days before the general meeting- namely by **June 10, 2022**, until the Bank's closing **hour 17:30**.

**The general proxy may be sent also by e-mail** having an qualified electronic signature, as per eIDAS, accompanied by valid identification documents, within the dead line provided by article. 11.2 of article of association of the Bank, namely by **June 10, 2022**, until the Bank's closing **hour 17:30**, to the e-mail address [capital@patriabank.ro](mailto:capital@patriabank.ro), with the following text "**FOR THE**

**GENERAL MEETING OF SHAREHOLDERS OF June 16/17, 2022"** mentioned in the subject line.

Certified copies of the general proxies shall be kept by the Bank, this being mentioned in the minutes of the EGSM.

The person who was given a general or a special proxy may not be substituted by another person unless this right was expressly given by the shareholder in the proxy. In case the proxy is a legal person, it can exercise its mandate through any person who is a member of its management or executive body or through its employees.

Shareholders may appoint and revoke their representative by electronic means of data transmission, the revocation being effective and binding to the Bank if it is received by the Bank until the time limit for submitting/sending proxies.

If the person representing in person the shareholder in the EGSM is different from the person who voted by correspondence, then for the former's vote to be valid, the representative shall present the EGSM with a written revocation of the vote by correspondence, signed by the shareholder or by the representative who expressed the vote by correspondence. This is not necessary if the shareholder or his legal representative is present at the EGSM.

*Special provisions regarding the general proxy*

The Bank shall accept a general proxy to participate and vote in the EGSM given by a shareholder, in capacity of customer, **to an intermediary** as defined in art. 2 par. (1) pt. 20 of Law no. 24/2017, as amended and supplemented, or **to a lawyer**, without requesting additional documents relating to such shareholder, if the general proxy complies with FSA Regulation no. 5/2018, is signed by the relevant shareholder and accompanied by an affidavit given by the legal representative of the intermediary or by the lawyer who received a general proxy, affidavit affirming that:

- (i) authorization is granted by such shareholder, in capacity of customer, to his intermediary or, where appropriate, to his lawyer;
- (ii) general proxy is signed by the shareholder, including the attachment of extended electronic signature, if necessary.

The affidavit referred to above shall be submitted to the issuer in original, signed and, without further formalities related to its form. The affidavit is submitted to the Bank together with the general proxy, in the terms and conditions set out above.

Vote by correspondence

The Bank's shareholders registered, as at the *Reference Date*, in the registry of shareholders of the Bank kept by Depozitarul Central S.A. have the opportunity to vote by correspondence using the ballot papers for vote by correspondence made available to shareholders by the Bank, both in Romanian and in English language.

The vote by correspondence may be cast by a representative only if that representative has received from the shareholder whom he represents a special/general proxy, which shall be submitted with the Bank in accordance with the provisions above mentioned.

When voting by correspondence, the ballot paper, filled in Romanian or English language and signed, together with a copy of the identity document of the shareholder (in case of natural persons – bulletin/identity card, and respectively for legal persons – bulletin/identity card of the legal representative, registered in the list of Bank shareholders issued by Depozitarul Central S.A.), can be delivered as follows:

- a) delivered to the registered office in Bucharest, district 2, 42 Pipera Road, Globalworth Plaza building, floor 10, in sealed envelope, clearly inscribed and upper case letters "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF June 16/17, 2022**", by **June 10, 2022**, until the Bank's closing **hour 17:30**, at the latest.
- b) send to the registered office in Bucharest, district 2, 42 Pipera Road, Globalworth Plaza building, floor 10, using any form of delivery with acknowledgement of receipt, so that its receipt may be recorded by the Bank's registry, in sealed envelope, clearly inscribed and upper case letters "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF June 16/17, 2022**", by **June 10, 2022**, until the Bank's closing hour 17:30.
- c) sent via e-mail with qualified electronic signature, as per eIDAS, by **June 10, 2022**, until the Bank's closing hour 17:30, to the e-mail address [capital@patriabank.ro](mailto:capital@patriabank.ro), with the following text "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF June 16/17, 2022**" mentioned in the subject line.

Other provisions regarding EGSM

In case of shareholders who are legal persons or entities without legal personality, the capacity of legal representative is established based on the list of shareholders valid as at the Reference Date, received from Depozitarul Central S.A. Documents certifying the capacity of legal representative, drafted in any foreign language other than the English language, shall be accompanied by a translation made by a sworn translator into Romanian or English language. The issuer shall not require legalization or apostille for documents certifying the capacity of legal representative of a shareholder.

In all above described cases when a reference is made to a shareholder's representative registered in the list of shareholders issued by Depozitarul Central S.A., if that respective representative is not registered as such in the records of Depozitarul Central S.A., a confirmation of company details issued by the Trade Register, or any other equivalent document, in original or copy certified for conformity with the original, issued by any qualified authority of the state in which the shareholder is legally registered and which certifies the capacity of legal representative, shall be sent for the identification of the representative of the shareholder who is a legal person, and shall not be older than 3 months before the date when the convening notice for the EGSM is published. Any failure to send the special proxies/ballots for correspondence voting by the above mentioned dates is sanctioned by loss of the right to vote by proxy/by correspondence in the EGSM. The special proxies/ballots for correspondence voting which do not contain at least the details enclosed in the sample forms made available by the Bank, shall not be binding to the Bank, and the general proxies which do not contain the minimum information required by legal provisions shall not be binding to the Bank either.

If on **June 16, 2022** (date of the first convening of EGSM) the legal and statutory requirements of validity for holding the EGSM are not met, the respective EGSM is convened on **June 17, 2022** (date of the second convening) in the same location, at the same time, and having the same agenda.

The documents concerning the points included on the agenda of the EGSM, this convening notice, the total number of shares and the voting rights existing at the date of the call, as well as the drafts of the EGSM decisions, the special proxies and the ballots for correspondence voting in the EGSM shall be made available to the shareholders, in Romanian and in English language, **starting with May 16, 2022**, at the Bank's registered office, and shall be also made available on the website of the Bank ([www.patriabank.ro](http://www.patriabank.ro), **About Patria/Investors/ Annual General Meetings** section).

As at the date of the convening, the registered share capital of the Bank is represented by 3,278,814,376 nominative shares, each share giving the right to one vote, except for a number of 245,490,909 shares for which the voting rights have been suspended by the National Bank of Romania; thus, the total number of voting rights at the date of the convening is of 3,033,323,467 voting rights.

The draft resolutions proposed by shareholders shall be posted on the website of the Bank as soon as possible, after being received by the Bank.

Additional information can be obtained from the email address [capital@patriabank.ro](mailto:capital@patriabank.ro) and from the website of the Bank [www.patriabank.ro](http://www.patriabank.ro).

**President of the Board of Directors**

**Dragos Horia Manda**

**PATRIA BANK S.A.**