

## 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 111 and article 117 of Companies Law 31/1990, Law no. 24/2017 regarding on issuers of financial instruments and market operations ("**Law 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 ORDINARY GENERAL SHAREHOLDERS MEETING ("OGSM")**

on **April 27, 2023, 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 the Depozitarul Central SA as of **April 19, 2023**, set as the **Reference date** for the OGSM, having the following agenda:

1. Election of the secretary of the meeting, with the following proposals: Mrs. Daniela Arcadia Hinescu, shareholder in Patria Bank S.A. and in her absence, Mr. Georgian Eugen Constantin shareholder in Patria Bank S.A..
2. Approval of individual and consolidated annual financial statements as of 31.12.2022, prepared in accordance with the International Financial Reporting Standards, accompanied by the Annual Reports of the Board of Directors and the Report of the financial auditor.

3. Approval of the proposal for the distribution of the net profit realised in 2022, in the amount of LEI 20,247,091.80, as follows: the allocation of the amount of LEI 1,156,984.20 for legal reserves and LEI 19,090,107.60 in retained earnings.
4. Approval of the discharge of the Bank's Directors for the financial year 2022.
5. Approval of the Incomes and Expenditures Budget for 2023 and the Activity Programme for the financial year 2023.
6. Approval of the individual remuneration due to the members of the Board of Directors for the financial year 2023.
7. Approval of the remuneration report for the financial year 2022.
8. Approval of the Remuneration Policy for Management April 2023 edition.
9. Approval of empowering any of the members of the Management Committee to carry out the legal formalities required to fulfil the conditions for the publicity of the resolutions adopted by the OGSM on **April 27, 2023** or **April 28, 2023**, as well as granting them the right to appoint another person to carry out the aforementioned formalities.
10. In accordance to Article 2, paragraph 2, letter f), l) and Article 176 from ASF Regulation no. 5/2018 on issuers of financial instruments and market operations, the approval of:
  - 10.1. Date of **May 16, 2023** as *Record Date* for identification of the shareholders whom the effects of the resolution of the OGSM will be passed, in accordance with the provisions of article 87(1) of Law No. 24/2017 regarding on issuers of financial instruments and market operations.
  - 10.2. Date of **May 15, 2023** as *Ex date*

Only persons who are registered as shareholders on the reference date of **April 19, 2023** ("**Reference Date**") in the register of shareholders of the Bank kept by the Depozitarul Central S.A. are entitled to participate and vote in the OGSM.

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

One or several shareholders representing, individually or jointly, 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 OGSM, provided that each item is accompanied by a justification or by a draft of resolution proposed to be adopted by the OGSM; and

- (b) to present drafts of resolutions for items included or proposed to be included in the agenda of the OGSM.

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 OGSM, 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 **April 11, 2023**, 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 APRIL 27/28, 2023"**.
- 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 **April 11, 2023**, 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 APRIL 27/28, 2023"**.
- 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 **April 11, 2023**, until the Bank's closing **hour 17:30**, at [capital@patriabank.ro](mailto:capital@patriabank.ro), having **"FOR THE GENERAL MEETING OF SHAREHOLDERS OF APRIL 27/28, 2023"** 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 OGSM, no later than **April 13, 2023**.

#### 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 OGSM, 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 **April 21, 2023**, 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 APRIL 27/28, 2023**".

The shareholders may send 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 **April 21, 2023**, 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 APRIL 27/28, 2023**".

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 **April 21, 2023**, until the Bank's closing **hour 17:30**, at [capital@patriabank.ro](mailto:capital@patriabank.ro), having "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF APRIL 27/28, 2023**" 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 OGSM 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 OGSM, in accordance with the provisions of art. 105 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 19 of Law 24/2017, or to a lawyer. Shareholders of the Bank shall not be represented in the OGSM 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 OGSM. 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 OGSM 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 OGSM, 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 OGSM 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 105, 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 OGSM 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 OGSM exclusively according to and within the limits of the instructions received by the shareholder clients on the *Reference Date*. For this purpose, 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 OGSM.

**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 **April 24, 2023**, until the Bank's closing **hour 17:30**, in sealed envelope, clearly inscribed with upper case letters "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF APRIL 27/28, 2023**" and the representative shall carry with him an original copy of his special proxy in the OGSM.

**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 **April 24, 2023**, until the Bank's closing **hour 17:30**, in sealed envelope, clearly inscribed with upper case letters "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF APRIL 27/28, 2023**".

**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 **April 24, 2023**, 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 APRIL 27/28, 2023**" 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 **April 24, 2023**, until the Bank's closing **hour 17:30**, in sealed envelope, clearly inscribed with upper case letters "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF APRIL 27/28, 2023**" and the representative shall carry with him an original copy of the general proxy in the OGSM.

**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 APRIL 27/28, 2023**", 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 **April 24, 2023**, 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 **April 24, 2023**, 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 APRIL 27/28, 2023**" 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 OGSM.

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 OGSM is different from the person who voted by correspondence, then for the former's vote to be valid, the representative shall present the OGSM 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 OGSM.

#### Special provisions regarding the general proxy

The Bank shall accept a general proxy to participate and vote in the OGSM given by a shareholder, in capacity of customer, **to an intermediary** as defined in art. 2 par. (1) pt. 19 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 APRIL 27/28, 2023**", by **April 24, 2023**, 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 APRIL 27/28, 2023**", by **April 24, 2023**, until the Bank's closing hour 17:30.

- c) sent via e-mail with qualified electronic signature, as per eIDAS, by **April 24, 2023**, 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 APRIL 27/28, 2023**" mentioned in the subject line.

Other provisions regarding OGSM

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 OGSM 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 OGSM. 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 **April 27, 2023** (date of the first convening of OGSM) the legal and statutory requirements of validity for holding the OGSM are not met, the respective OGSM is convened on **April 28,**

2023 (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 OGSM, 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 OGSM decisions, the special proxies and the ballots for correspondence voting in the OGSM shall be made available to the shareholders, in Romanian and in English language, **starting with March 27, 2023**, 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**

**HORIA DRAGOȘ MANDA**

**PATRIA BANK S.A.**