
THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

On April 22, 2021, at 10:00 A.M., at BRD Tower, 1-7 Bd. Ion Mihalache, 1st district, Bucharest (1st floor, Auditorium Room) for all the shareholders registered with the Shareholders' Register by the end of April 12, 2021 (reference date)

Decision draft:

The Ordinary General Meeting of the Shareholders approves the renewal of Mr. Benoit Jean Marie OTTENWAELETER's mandate as director, for a 4-years period, starting with July 7, 2021 and empowering the Chairman of the Board of Directors of the Bank to sign, on behalf of the Bank, the Management Contract with him.

Context

- The expiry of the mandate as director of Mr. Benoit Jean Marie OTTENWAELETER starting with July 7, 2021;
- The opinions of the Nomination Committee on December 2020 and March 2021 based on the compliance with the eligibility criteria:
- ✓ *Mr. Benoit Jean Marie OTTENWAELETER is a person with a vast managerial experience within Groupe Société Générale, over 28 years, in areas such as risk management, capital markets and treasury and in interaction with the international banking regulators.*

Until June 2016, when he retired, Mr. Benoit Jean Marie Ottenwaelter held the position as the Group Chief Risk Officer, Member of the Executive Committee at Societe Generale Group (2009 – June 2016).

During his career, he acquired a significant expertise in top management positions such as: Member of the Board of Directors of IEC (2014-2016), Censor of the Board of IEC (2010-2014), Member of the Board of Directors of Newedge (2009 -2010), Member of the Board of SG Foundation (2006-2009), member of the Board of Directors of SGEF (2005-2010), member of the Board of Directors of CGA (2005-2009), Deputy then Co-Head of the Corporates, Institutions and Advisory Division, Member of the Group Management Committee at Société Générale Corporate and Investment Banking Paris (2004 -2009), Head of Fixed Income, Currencies and Commodities Division on Société Générale Corporate and Investment Banking Paris (2001 - 2004), Deputy Head then Head of Treasury and Foreign Exchange on Société Générale Capital Markets Division Paris (1994 -2000), Chief Administrative and Financial Officer then Head of Derivatives Department on Société Générale Strauss Turnbull London (1990 -1994), Back-office manager on Société Générale Paris (1988 -1990).

Other positions occupied: Ministry Of Economy And Finance (1979 -1988), Professor of Statistics and Econometrics, Director of Graduate Studies on Ecole Nationale de la Statistique et de l'Administration Economique (1985 – 1988), Economic Forecaster on INSEE - French National Statistical Office (1981 – 1985), Researcher in Econometrics, Research Unit on INSEE - French National Statistical Office (1979 - 1981).

Since July 7, 2017, he is member of the BRD's Board of Directors.

Currently, Mr. Benoit Jean Marie Ottenwaelter is also Independent Member of the Board of Directors of PJSC ROSBANK RUSSIE and Member of the Board of Directors of SOGECAP.

- ✓ *Mr. Ottenwaelter is a Graduate of the French Ecole Polytechnique and the French Ecole Nationale de la Statistique et de l'Administration Economique (ENSAE).*
- ✓ *He complies with the conditions regarding the sufficient time commitment, number of of directorships in financial and non-financial companies held at the same time, independent and critical mind;*
- ✓ *Has relevant theoretical and practical professional experience, fully aligned with the nature, dimension, and complexity of the banking activity;*
- ✓ *He has a pristine reputation:*
 - *no negative information on him, therefore no potential reputational risk (public sources e.g. Google);*
 - *not found in the records of the databases with information used in the analysis of KYC/AML/CFT activity, according to the result of Forces online/Dow Jones, Factiva, Vizir;*
 - *absence of the criminal conviction, investigations and proceedings, relevant civil and administrative cases and disciplinary actions;*
 - *no mentions in the criminal record and no debts to the fiscal authorities;*
 - *no dismissal from employment or a similar situation for improper conduct;*
 - *no investigations, enforcement proceedings, or sanctions applied by a supervisory authority;*
 - *refusal of authorization or the withdrawal of authorization;*
 - *no conflict of interest according with the statement on related parties provided.*
- ✓ *His statement of honourability, the criminal record provided, the verification on public sources and databases certifies the fulfilment of the criteria of honourability and integrity requested by BRD;*
- ✓ *He proves fully involvement and commitment in fulfilling his responsibilities in the Board of Directors and in the Committees in which he is a member. Mr. Benoit Jean Marie OTTENWAEALTER interventions demonstrate his character and ability to act independently in the process of making the proposals and taking the decisions;*
- ✓ *His professional experience and acquired expertise in the areas in which he activated will bring an important contribution to the overall competence of the Board of Directors and his presence in the Board of Directors' structure a proper balance between know-how, skills, diversity, local and international experience and will reinforce the Board of Directors expertise in areas such as risk management, capital markets and treasury and in interaction with the international banking regulators.*

Annex 1: Mr. Benoit Jean Marie OTTENWAEALTER CV's