
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 election of Mrs. Aurore Brigitte Micheline GASPAS as director for a 4-years period, on the vacant position existent on the Bank's Board of Directors, following Mr. Petre BUNESCU's renunciation to his mandate as Director starting with March 1st 2021 and empowering the Chairman of the Board of Directors of the Bank, to sign on behalf of the Bank, the Management Contract with her.

The appointment of Mrs. Aurore Brigitte Micheline GASPAS as Director is subject to the prior approval to start the fulfilment of her tasks by the National Bank of Romania, as per the legal provisions in force.

The 4-years mandate starts running from the 3rd working day after receiving of the prior approval by the National Bank of Romania.

Context:

- Mr. Petre BUNESCU renunciation to his mandate as member of the Board of Directors of BRD starting with March 1st, 2021;
- The opinion of the Nomination Committee on March 2021 based on the compliance with the eligibility criteria:
- ✓ *Mrs. Aurore Gaspar is a person with 19 years experience in banking field over which 12 years in management positions such as: Managing Director, General Inspection of Société Générale (January 2009 to February 2012), Deputy Head of Payment and Cash Management department delivering services to corporate clients from professionals to large corporates of Société Générale (February 2012 to June 2013), Chief of staff of 2 Deputy CEO of Société Générale (June 2013 to April 2016), Deputy CEO – SG Equipment Finance US (April 2016 to November 2017);*
- ✓ *Currently, she is Deputy CEO – Boursorama since November 2017 (subsidiary of Société Générale and the 1st online Bank in France), Member of the Board of Directors of SG Assurance (subsidiary of Société Générale, specialized in insurance) since January 2017, renewed in June 2020 and Member of the Board of Directors of LYXOR AM (subsidiary of Société Générale, specialized in asset management) since April 2020;*
- ✓ *She has a master's degree from EM Lyon, specialization Finance, Accounting, Economy, marketing;*
- ✓ *She complies with the conditions regarding the sufficient time commitment, sufficient time commitment, number 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;*

- ✓ *Her experience is demonstrated by her diversified and wide activity in which she was involved such as: audit, payment and cash management services to corporate clients from professionals to large corporates, retail banking activity, capital markets, insurance, asset management, risk management;*
- ✓ *Her experience as Deputy CEO of Boursorama, a fully online bank, will be invaluable for BRD;*
- ✓ *She has a good reputation:*
 - *no negative information on her, 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 conflict of interest according with the statement on related parties provided;*
 - *no refusal of authorization or the withdrawal of authorization by a supervisory authority;*
- ✓ *Her statement of honourability, the criminal and fiscal records provided, the verification on public sources and databases certifies the fulfilment of the criteria of honourability and integrity requested by BRD;*
- ✓ *Her professional experience and acquired expertise will bring an important contribution to the overall competence of the Board of Directors and her presence in the Board of Directors' structure will bring a proper balance between know-how, skills, diversity, international experience and a higher level of the collective competence of the Board of directors, especially regarding digital banking and will improve the gender diversity.*

Annex: Mrs. Aurore Brigitte Micheline GASPARD CVs

The Board of Directors of BRD- Groupe Société Générale S.A.