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## THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

On April 28, 2022, at 10:00 A.M., at BRD Tower, 1-7 Bd. Ion Mihalache, 1<sup>st</sup> district, Bucharest (1st floor, Auditorium Room) for all the shareholders registered with the Shareholders' Register by the end of April 12, 2022 (reference date)

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### Decision draft:

**The Ordinary General Meeting of the Shareholders approves the renewal of Mr. Francois BLOCH mandate as director, for a 4-years period, starting with June 29, 2022 and empowering 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. Francois BLOCH starting with June 29, 2022;
- The opinions of the Nomination Committee on December 2021 based on the compliance with the eligibility criteria:
- *Mr. Bloch is a person with over 32 years experience on banking field out of which 29 in management positions.*
- ✓ He made his entire career within Société Générale and he held the following positions: Broker, then Head of the brokerage department on derivatives markets on Société Générale Elsässische Bank, Frankfurt(1990 - 1993); Deputy Head, then Head of the SG's subsidiary, FIMAT Banque, Zweigniederlassung Frankfurt(1993 -1997); Deputy Head of Risks, then Head of Risks, FIMAT International Banque Paris (1997 -2000); General Manager, FIMAT USA Inc. (2000-2002); Deputy Chief Executive Officer – Member of the Board of Directors, FIMAT International Banque (2002-2007); Head of Strategy and Integration, Newedge (2008-2009); Head of Credit Risk on Financial Institutions and Country Risks department, Société Générale (2009-2012).
- ✓ Also, he exercised the following non-executive directorships in Societe Generale Group: Member of the Board of Directors, LLC Rusfinance Bank (subsidiary of Rosbank, specialized in car and point of sales financing), Member of the Board of Directors, Commercial Bank Deltacredit Joint Stock Company (subsidiary of Rosbank, specialized in mortgages loans), Member of the Board of Directors, Société Générale Strakhovanie Zhizni (subsidiary of Société Générale, life insurance), Member of the Board of Directors, Newedge Group (brokerage subsidiary of Société Générale).
- ✓ Between 2012 and November 2016 he has held the positions of First Vice-President, then First Deputy Chairman of the Management Board – Member of the Management Board, Rosbank. ) and until July 2017, Member of the Board of Directors, Rosbank.

- ✓ Since December 21, 2016, he holds the position of CEO of BRD - Groupe Société Générale SA and since July 2018, he is also member of the Bank's Board of Directors.
- ✓ Also, Mr. François Bloch is BRD's Compliance Officer, person responsible for coordinating the implementation of internal policies and procedures for the application of "Law No. 129/2019 for the prevention and combating of money laundering and terrorist financing" and of the "NBR Regulation no. 2/2019 on preventing and combating money laundering and terrorism financing".
- ✓ Mr. Bloch has currently ongoing other 2 non-executive directorships within SG Groupe (BRD Finance IFN SA - Chairman of the BoD and ALD Automotive SRL – member of the BoD).
- ✓ Since July 1, 2017 he is member of the Société Générale Group Management Committee.
- ✓ Represented the Bank within various forums/business associations, being one of the most respected, active and influent banker in the system. Thus, Mr Bloch showed an active involvement within main banking and business associations, as:
  - member of ARB's Board (until May 27, 2021);
  - member of CPBR's Board and Treasurer (member since December 2018);
  - Board member and co-coordinator of Financial Services and Technology and Innovation Task Forces at FIC (member since May 2019).
- *Mr. Bloch is a Graduate of Ecole Nationale de la Statistique et de l'Administration Economique, Paris, France.*
- *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 both in the Management Committee as CEO and in Board of Directors as member. Mr. Bloch acted with due integrity and independence of mind, facilitated the decision making process, constantly expressed and supported improvement, critically appraised performance;*
- *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, compliance, in interaction with the banking regulators.*

**Annex** : Mr. Francois BLOCH CV's