
THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

On April 25, 2024, 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, 2024 (reference date)

Decision draft:

The Ordinary General Meeting of the Shareholders approves the election of Mrs. Maria Koytcheva ROUSSEVA as director, for a four-year mandate, and empowering Mrs. Liliana IONESCU –FELEAGĂ, independent member of the Bank's Board of Directors, to sign, on behalf of the Bank, the Management Contract with her. Mrs. Maria Koytcheva ROUSSEVA was appointed as Interim Director through the Board of Directors decision no. 507/07.12.2023, following Mr. Francois BLOCH's renunciation to his mandate as Director.

The appointment of Mr. Maria Koytcheva ROUSSEVA as Director is subject to the National Bank of Romania's prior approval to start the fulfilment of her tasks, as per the legal provisions in force.

The four-year mandate starts running beginning with the 3rd working day after the reception of the National Bank of Romania prior approval.

CONTEXT

- The Board of Directors decision no. 507/07.12.2023 regarding the nomination of Maria Koytcheva ROUSSEVA as Interim member of the BRD's Board of Directors following Mr. Francois Bloch renunciation to his mandate as Director, starting to December 8, 2023.
- The provision of art. 137² of the Companies Law 31/1990: *"If one or several director positions are vacant and the Articles of Incorporation do not provide otherwise, the Board of directors shall appoint new interim directors until the Ordinary General Shareholders Meeting is held"*.
- Compliance with the eligibility criteria:
 - ✓ She is a person with over 24 years experience in banking field out of which over 21 in management positions, outside and inside the SG Group, such as: Relationship Manager, Corporate Clients at HypoVereinsbank Bulgaria (April 2000 –March 2002, Head of Multinational Corporates at HVB Bank Biochim, Bulgaria (April 2002 – October 2005); Head of Corporate and Investment Banking at Société Générale Expressbank, Bulgaria (November 2005 – October 2011); Member of the Management Board / Head of Corporate and Financial Markets at Société Générale Expressbank, Bulgaria (November 2011 – November 2012); Deputy CEO/ Deputy Chairman of the Management Board, Head of Corporate and Financial Markets at Société Générale Expressbank, Bulgaria (November 2012 – June 2015); CEO/ Chairman of the Executive Board at Société Générale Bank Serbia (July 2015 – July 2019); Member of the Supervisory Board at Ohridska Banka, Société Générale Group (February 2012 – December 2019); Member of the Board of Directors at SKB Banka Slovenia, Société Générale Group (May 2018 – December 2019), Member of the Board of Directors at Rusfinance Bank LLC, Rosbank Group (August 27, 2019 -March 1st, 2021), First Deputy CEO/ First Deputy Chairman of the Management Board at PJSC Rosbank, Société Générale Group (August 21, 2019 - Aprilie 29, 2022), Member of the Board of Directors of Societe Generale Insurance LLC and Societe Generale Life Insurance LLC (September 18, 2019 – May 31, 2022), Chairman of the Board of Directors of BRD Sogelease IFN S.A. (July 28, 2022 - February 1st, 2024).

- ✓ In 2021, she joined the Board of Directors of BRD Groupe Société Générale S.A. as a non-executive member and held this mandate between July 26, 2021 and June 9, 2022.
- ✓ Subsequently, between October 4, 2022 and November 23, 2023, she held the position of Deputy CEO, Global Corporates.
- ✓ Currently, since November 24, 2023, she has been holding the position as CEO of BRD.
- ✓ Supplementary, since March 7, 2024, she is member of the Board of Directors of ALD Automotive SRL.
- ✓ At the same time, since December 2023, she is Member of the Board of Directors of Council of Banking Employers in Romania.
- ✓ She graduated from University of National and World Economy, Sofia, Bulgaria, specialization International Economic Relations and she has a master's degree from Leipzig University, Germany, specialization Business studies.
- ✓ She complies with the conditions regarding the 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 or she managed as a member of the Board of Directors or as a member of the Executive Committee such as: contribution to the overall strategy definition, development and implementation with special focus on profitability improvement and digital transition, alignment of all teams, maintenance of close relationship with key stakeholder, supervision role, member of the Audit Committee and chairperson of the Risk Committee, supervision of Risk, Finance, Compliance, Legal, Sourcing, Administration, Corporate and Financial Markets.
- ✓ In BRD, she proved fully involvement and commitment in fulfilling her responsibilities in BRD's Board of Directors, in the Risk Management Committee in which she was member and also as Deputy CEO Global Corporates and CEO. Mrs. Maria Rousseva interventions demonstrate her character and ability to act independently in the process of making the proposals and taking the decisions.
- ✓ She fulfils the criteria of honourability and integrity requested by BRD.
- ✓ Her diversified professional experience and acquired expertise, the wide activity in which she was involved or she managed as a member of the Board of Directors or as a member of the Executive Committee will be 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 of the Board of Directors.
- ✓ The Board of Directors as a collective body meets the criteria for discharging its responsibilities in terms of functioning, the balance of knowledge, competence, number, diversity and experience.

Annex: Mrs. Maria Koytcheva ROUSSEVA CV's