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## THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

On April 18, 2019, 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 8, 2019 (reference date)

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### Decision draft:

**Electing Mrs. Liliana FELEAGĂ as director for a 4-years period, and empowering the Chairman of the Board of Directors of the Bank, to sign on behalf of the Bank, the Management Contract with her. Mrs. Liliana FELEAGĂ was appointed as Interim Independent Director through the Board of Directors decision no. 359 on September 19, 2018, following the expiry of Mr. Aurelian DOCHIA's mandate as Independent Member of the Board Directors by reaching the term.**

**The appointment of Mrs. Liliana FELEAGĂ 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 date of issuance of the prior approval to start the fulfilment of her tasks by the National Bank of Romania.**

- The expiry of Mr. Aurelian DOCHIA's mandate as Independent Member of the Board Directors by reaching the term, starting with August 05, 2018;
- The Board of Directors decision no. 359 on September 19, 2018 regarding the nomination of Mrs. Liliana FELEAGĂ as Interim Independent Director;
- Mrs. Liliana FELEAGĂ received the National Bank of Romania prior approval as Interim Independent Director on December 20, 2018;
- The provision of art. 137<sup>2</sup> of the Companies Law 31/1990: "If one or several director positions are vacant and the Articles of Incorporation fails to prescribe otherwise, the Board of directors shall appoint new interim directors until the Ordinary General Shareholders Meeting is held".
- The opinion of the Nomination Committee based on the compliance with the eligibility criteria
  - ✓ *Mrs. Liliana FELEAGĂ has a vast academic experience (over 25 years in Bucharest University of Economic Studies - ASE). Currently Mrs. Feleagă is Dean of Accounting and Management Information Systems Faculty, member of the ASE's Board of Directors, member of Chamber of Financial Auditors of Romania, Member of International Association for Accounting Education and Research, Associate and Unique Director of Feleaga Contabilitate & Audit SRL.*
  - ✓ *proves fully involvement and commitment in fulfilling her responsibilities in the Board of Directors. Her interventions demonstrate her character and ability to act independently in the process of making the proposals and taking the decisions;*
    - *her previous position demonstrate a pristine reputation;*
    - *her professional experience and acquired expertise in the areas in which she activated will bring an important contribution to the overall competence of the Board and will bring a proper balance between know-how, skills, diversity, international experience, a sufficient number of independent members and will reinforce the Board of Directors expertise.*

**Annexe: Mrs. Liliana FELEAGĂ CVs**