

---

## THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

On April 20, 2017, 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 11, 2017 (reference date)

---

### If the proposal on point 8 is rejected by shareholders

#### Decision draft:

The Ordinary General Meeting of the Shareholders approves the election of Mr. .... , on the vacant position existent on the Board of Directors , as director for a 4-years period, and empowering Mr. Giovanni Luca SOMA, Chairman of the Bank, to sign on behalf of the Bank, the Management Contract with him.

The appointment is subject to the prior approval 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 by the National Bank of Romania.

*The Board of Directors **proposal** on March 14, 2017 regarding the nomination of Mr. Benoît Jean Marie OTTENWAEALTER as candidate for the position of member of the Board of Directors of the Bank.*

*The shareholders: Fondul Proprietatea and Fondul de Pensii Administrat Privat NN proposal regarding Mr. Cezary Krzysztof SMORSZCZEWSKI nomination as candidate for the position as member of the Board of directors of BRD.*

#### Candidates presentation

##### **Mr. Benoît Jean Marie OTTENWAEALTER :**

- has a vast experience within Société Générale Group, over 28 years, in areas such as risk management, capital markets and treasury and in interaction with the international banking regulators;
- his professional experience and acquired expertise in the areas in which he worked will bring an important contribution to the overall competence of the Board;
- his previous positions demonstrate a pristine reputation;
- his presence in the Board' structure will bring a proper balance between know-how, skills, diversity, international experience and will reinforce the Board of Directors expertise on risk management.

##### **Mr. Cezary Krzysztof SMORSZCZEWSKI:**

- has an experience acquired in banking (Bank Handlowy w Warszawie SA, Pekao SA, Alior Bank SA), in PKN Orlen SA, as well as academic work at the University of Warsaw and 25 years professional career sitting in Management and Supervisory Boards of the companies;
- holds the title of Master of Business Administration (MBA) received from the University in Chicago, completed post-graduate studies of International Commercial Law at the European University in Turin, the MA degree in Law from the Department of Law and Administration at the Warsaw University and the MSc degree from the Faculty of Water Management Engineering at the Warsaw University of Technology.
- his previous positions demonstrate a good reputation and qualified him as candidate for the position as member of the Board of directors of a credit institution.

#### Anexes:

Mr. Benoît Jean Marie OTTENWAEALTER CV's  
Mr. Cezary Krzysztof SMORSZCZEWSKI CV's