
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 renewal of Mr. Jean – Pierre Georges VIGROUX's mandate as director, for a four-year period, starting to May 30, 2024 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 him.

CONTEXT

- The expiry of the mandate as Independent director of Mr. Jean – Pierre Georges VIGROUX starting with May 30, 2024;
- Compliance with the eligibility criteria:
- ✓ Mr. Jean – Pierre Georges VIGROUX is a person with vast experience in management positions and over 30 years expertise in audit.
- ✓ Until September, 2014, Mr. Jean – Pierre Georges VIGROUX held management positions such as: CEO Mazars România (2008-2014), partner responsible for Southeast Europe, Chairman of the Supervisory Board of Pricewaterhouse Coopers Central and Eastern Europe (2001-2004 and 2004-2006), founder and CEO of the Pricewaterhouse Coopers – Romania, member of the Pricewaterhouse Coopers's Executive Committee and Board of Directors – Central and Oriental Europe (1996-2001), Chairman of FIC (2003-2004).
- ✓ He is member of the Board of Funadatia9 and Unique Director of NUFERILOR 22A IMO SRL.
- ✓ Since May 30, 2016, he holds the position of Independent Member of the Board of Directors of BRD-Groupe Société Générale S.A. He is also Chairman of the Audit Committee and Member of the Remuneration Committee.
- ✓ Currently, starting to December 8, 2023, he is the Independent Chairman of the Board of Directors of BRD - Groupe Societe Generale S.A. and will hold this office until May 30, 2024.
- ✓ He graduated ESSEC France. He also studied Financial Audit at the CAFR University (2002).
- ✓ He complies with the legal conditions regarding the sufficient time commitment, number of directorships in financial and non-financial companies held at the same time, independent and critical mind.

- ✓ He has relevant theoretical and practical professional experience, fully aligned with the nature, dimension and complexity of the banking activity.
- ✓ He fulfils the criteria of honorability and integrity requested by BRD.
- ✓ He proves fully involvement and commitment in fulfilling his responsibilities in the Board of Directors as Independent Member/ Chairman of the Board of Directors and in the Committees in which he is part (Chairman of the Audit Committee and Member of the Remuneration Committee).
- ✓ His expertise in audit will be an important asset for the Bank.
- ✓ His professional experience and acquired expertise in management positions and audit, is an important contribution to the overall competence of the Board of Directors and his presence in the Board of Directors' structure will bring a proper balance between know-how, skills, diversity, local and international experience, a higher level of the collective competence of the Board of Directors and will maintain the gender diversity and an adequate number of independent members 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: Mr. Jean – Pierre Georges VIGROUX's CV