

---

## THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

On April 23, 2020, 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 14, 2020 (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 4-years period, starting with May 30, 2020 and empowering the Chairman of the Board of Directors of the Bank to sign, on behalf of the Bank, the Management Contract with him.**

- ✓ The expiry of the mandate as director of Mr. Jean – Pierre Georges VIGROUX starting with May 30, 2020;
- ✓ The opinion of the Nomination Committee based on the 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 PricewaterhouseCoopers's Executive Committee and Board of Directors – Central and Oriental Europe (1996-2001), Chairman of FIC (2003-2004).*
  - *has specific knowledge and experience in applying accounting principles and internal control processes.*
  - *proves fully involvement and commitment in fulfilling his responsibilities in the Board of Directors and in the Committees in which he is a member. Mr. Jean – Pierre Georges VIGROUX interventions demonstrate his character and ability to act independently in the process of making the proposals and taking the decisions;*
  - *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 and will bring a proper balance between know-how, skills, diversity, international experience and will reinforce the Board of Directors expertise.*

### Annex 1: Mr. Jean – Pierre Georges VIGROUX CV's