
THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

On April 23, 2020, 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 14, 2020 (reference date)

Decision draft:

The Ordinary General Meeting of the Shareholders approves the election of Mrs. Valerie Marcelle Paule VILLAFRANCA 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. Valerie Marcelle Paule VILLAFRANCA was appointed as Interim Director through the Board of Directors decision no. 385 on November 5, 2019, following Mr. Philippe Laurent Charles HEIM's renunciation to his mandate as Director.

The appointment of Mrs. Valerie Marcelle Paule VILLAFRANCA as Director is subject to the prior approval to start the fulfilment of his tasks by the National Bank of Romania, as per the legal provisions in force.

The 4-years mandate starts running from the 3rd working day after receiving of the prior approval by the National Bank of Romania.

- ✓ Mr. Philippe Laurent Charles HEIM renunciation to his mandate as member of the Board of Directors of BRD starting with November 6, 2019;
- ✓ The Board of Directors decision no. 385 on November 5, 2019, regarding the nomination of Mrs. Valerie Marcelle Paule VILLAFRANCA as Interim Director following Mr. Philippe Laurent Charles HEIM renunciation;
- ✓ The provision of art. 137² 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. Villafranca has an experience of 25 years as strategy and business consultant of which 19 years in top management positions such as Director - Head of Risk and Compliance practice for WESA region -Western Europe, South America and Africa (01/03/2014–17/03/2018); Managing Director - EMEA (Europe, Middle East and Africa) Head of Risk Management practice - (01/10/2010–28/02/2014); Managing Director - Founder and Global Head of Aon (01/05/2006–30/09/2010); Senior Manager in the Risk Management Practice on Ernst & Young, Paris (01/05/2002–31/03/2006); Manager in the Risk Management practice on Arthur Andersen, Paris (01/09/2000–30/04/2002); Manager in the business consulting practice - Head of Treasury services on Arthur Andersen, Paris (01/09/1998–31/08/2000);
 - Currently she is Group Head KYC Transformation, CPLE/KTP Societe Generale;

- *Her previous position demonstrate a pristine reputation, prove that Mrs. Valerie Marcelle Paule VILLAFRANCA is able to provide compliance guidance that balances regulatory requirements, risk mitigation and business objectives;*
- *Her expertise in compliance field adds significant value to the Board of Directors by ensuring that the Board exercises appropriate oversight of the compliance activities;*
- *The Board of Directors as a collective body would met the criteria for exercising its responsibilities in terms of functioning, balance of knowledge, competence, international experience, will improve the gender diversity and the Board's expertise in the risk and compliance fields will be reinforce.*

Annex: Mrs. Valerie Marcelle Paule VILLAFRANCA CVs