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## 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)

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### Decision draft:

The Ordinary General Meeting of the Shareholders approves the election of Mr. Benoît OTTENWAELETER 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 of Mr. Benoît OTTENWAELETER as Director 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 decision on February 08, 2017 regarding the nomination of Mr. Benoît OTTENWAELETER as Interim Director;*

*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";*

*Mr. Benoît OTTENWAELETER:*

- *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 activated will bring an important contribution to the overall competence of the Board;*
- *his previous position 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.*

**Annexe: Mr. Benoît OTTENWAELETER CVs**