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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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The shareholders Fondul Proprietatea and Fondul de Pensii Adminstrat Privat NN proposal

### **Decision draft:**

**The Ordinary General Meeting of the Shareholders approves the use of the cumulative voting method for the appointment of the Board of Directors**

### ***Legal basis***

- Article 125 paragraphs (1) of the Romanian National Securities Commission, Regulation no. 1/2006 stipulates that the shareholders may submit in writing proposals addressed to the administrators, regarding the election of the members of the Board of directors using the cumulative voting method, within maximum 15 days after the publication date of the convocation.
- The shareholders: Fondul Proprietatea and Fondul de Pensii Adminstrat Privat NN, requested to the Board of Directors to use the cumulative voting method for the election of the members of the Board;
- The use of this method shall be voted within the GSM because the request is made by shareholders not having significant holdings (less of 10 percents of the of the share capital);
- In exercising their cumulative votes (number of shares x 9 places in BRD Board of Directors), the shareholders may grant all the cumulated votes to a single candidate or to several candidates;
- According to Article 124 paragraphs (3) of the Romanian National Securities Commission, Regulation no. 1/2006, the following Directors in function at the date of the GSM: Mr. Giovanni Luca SOMA, Mr. Philippe Charles LHOTTE, Mr. Bernardo SANCHEZ INCERA, Mr. Jean-Luc André Joseph PARER, Mr. Petre BUNESCU, Mr. Ioan CUZMAN, Mr. Aurelian DOCHIA, Mr. Jean – Pierre Georges VIGROUX are included in the list of candidates for the new Board of directors;
- The list of candidates for the new Board of directors is completed with the candidate proposed by the Board of Directors - Mr. Benoît Jean Marie OTTENWAEALTER and with the candidate proposed by the shareholders Fondul Proprietatea and Fondul de Pensii Adminstrat Privat NN - Mr. Cezary Krzysztof SMORSZCZEWSKI;

**The Board of Directors of BRD- Groupe Société Générale S.A.**