
THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

On April 19, 2018, 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 10, 2018 (reference date)

Decision draft:

The Ordinary General Meeting of the Shareholders approves the election of Mr. François BLOCH 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 him. Mr. François BLOCH was appointed as Interim Director through the Board of Directors decision no. 348 on December 15, 2017, following Mr. Philippe Charles LHOTTE's renunciation to his mandate as Director.

The appointment of Mr. François BLOCH 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.

- Mr. Philippe Charles LHOTTE renunciation to his mandate as member of the Board of Directors of BRD starting with December 1st, 2017;
- The Board of Directors decision no. 348 on December 15, 2017 regarding the nomination of Mr. François BLOCH as Interim Director following Mr. Philippe Charles LHOTTE 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
 - ✓ *has a vast experience within Société Générale Group, over 28 years, in areas such as risk management and capital markets;*
 - ✓ *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. François BLOCH CVs