
THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

On April 18, 2019, 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 8, 2019 (reference date)

Decision draft:

The Ordinary General Meeting of the Shareholders approves the election of Mr. Bogdan-Alexandru DRĂGOI as director for a 4-years period, following the expiry of Mr. Ioan CUZMAN 's mandate as Member of the Board Directors by reaching the term on April 18, 2019 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 appointment of Mr. Bogdan Alexandru Drăgoi 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 date of issuance of the prior approval to start the fulfilment of his tasks by the National Bank of Romania.

- The expiry of Mr. Ioan CUZMAN 's mandate as Member of the Board Directors by reaching the term starting with April 18, 2019;
- The Board of Directors decision on March 13, 2019 to submit Mr. Bogdan Alexandru Drăgoi candidacy to the Ordinary Shareholders' Meeting, for approval.
- The opinion of the Nomination Committee based on the compliance with the eligibility criteria
 - ✓ *Has a vast experience over 17 years, in areas such as finance, capital market, banks. He has also vast experience in relation with public state authorities;*
 - ✓ *Currently, Mr. Dragoi is Chairman of the Board of Directors of SIF Banat-Crișana (starting with March 2015) and CEO (starting with July 2015), member of the Board of Directors of Vrancart S.A (starting with December 2015); Biofarm SA (starting with December 2015), and Administrare Imobiliare SA (starting with September 2015);*
 - ✓ *Through his previous positions, he acquired experience and expertise in different areas of activity (Presidential Adviser – The Administration of the President of Romania – May 2012 – December 2014; Ministry of Public Finance – February 2012 – May 2012; Secretary of State – Ministry of Public Finance – January 2009 – February 2012; CEC Bank – Member of the Board – April 2009 – February 2012; EXIM Bank – President of Interministerial Committee for Financing, Warranties and Insurance (CIFGA) – January 2009 – February 2012; Fondul Proprietatea – Member of the committee for selecting the manager of Fondul Proprietatea: March 2008 – October 2009; President of the Committee of the representatives of Fondul Proprietatea SA: September 2010 – February 2012; European Investment Bank – Member of the Board – Jan. 2009 – Feb. 2012; Council of Europe Development Bank – Member of the Board – Jan. 2009 – Feb. 2012; General Director, Economic Dept. – Bucharest Municipality – November 2007 – June 2008 etc.)*
 - ✓ *Mr. Dragoi declares that he fulfils the independence criteria;*
 - ✓ *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 presence in the Board' structure will bring a proper balance between know-how, skills, diversity, international experience, will increase the number of independent members and will reinforce the Board of Directors expertise.*

Annexe: Mr. Bogdan -Alexandru Drăgoi CV's