
THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

On April 27, 2023, 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 13, 2023 (reference date)

Decision draft:

The Ordinary General Meeting of the Shareholders approves the renewal of Mrs. Liliana IONESCU – FELEAGĂ's mandate as director, for a four-year period, starting with June 6, 2023 and empowers Chairman of the Bank's Board of Directors to sign, on behalf of the Bank, the Management Contract with her.

CONTEXT:

- The expiry of Mrs. Liliana IONESCU – FELEAGĂ's mandate as Independent director starting with June 6, 2023;
- Compliance with the eligibility criteria:
 - ✓ *Mrs. Liliana IONESCU -FELEAGĂ has a vast academic experience (over 29 years in Bucharest University of Economic Studies - ASE). Currently Mrs. Feleagă is Dean of Accounting and Management Information Systems Faculty, member of the ASE's Board of Directors, Vice – President of Chamber of Financial Auditors of Romania, Member of International Association for Accounting Education and Research, Associate.*
 - ✓ *Until 2020 she was the Unique Director of Feleaga Contabilitate & Audit SRL.*
 - ✓ *She joint BRD in December 20, 2018 as Interim Independent Member of the Board of Directors, position held until April 18, 2019.*
 - ✓ *Since June 6, 2019, she holds the position of Independent Member of the Board of Directors of BRD-Groupe Société Générale S.A.*
 - ✓ *Mrs. Liliana IONESCU -FELEAGĂ graduated from the Bucharest University of Economic Studies (ASE) and starting with 2003 is University Professor Doctor and with 2005 is PhD supervisor. She also has an International Management Degree obtained on Toulouse University.*
 - ✓ *She complies with the conditions regarding the sufficient time commitment, number of directorships in financial and non-financial companies held at the same time, independent and critical mind.*
 - ✓ *She has relevant theoretical and practical professional experience, fully aligned with the nature, dimension, and complexity of the banking activity.*
 - ✓ *She fulfils the criteria of honourability and integrity requested by BRD.*
 - ✓ *She proves involvement and commitment in fulfilling her responsibilities in the Board of Directors as Independent Member and in the Committees in which she activated /activates as Independent Member: Risks Management Committee between 2019 and December 10, 2020 (including), Audit Committee since 2019, Nomination Committee since December 11, 2020 or as Independent Chairman: Remuneration Committee since December 9, 2021.*
 - ✓ *Her professional experience and acquired expertise in the areas in which she activated will bring an important contribution to the overall competence of the Board of Directors and her presence in the Board of Directors' structure will bring a proper balance between know-how, skills, diversity, local and international experience, a higher level of the collective competence of the Board of Directors and will improve the gender diversity.*

Annex: Mrs. Liliana IONESCU - FELEAGĂ's CV