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## THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

On April 18, 2019, at 10:00 A.M., at BRD Tower, 1-7 Bd. Ion Mihalache, 1<sup>st</sup> district, Bucharest (1st floor, Auditorium Room) for all the shareholders registered with the Shareholders' Register by the end of April 8, 2019 (reference date)

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### Decision draft:

**The Ordinary General Meeting of the Shareholders approves the election of Mr. Philippe Laurent Charles HEIM 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. Philippe Laurent Charles HEIM was appointed as Interim Director through the Board of Directors decision no. 356 on June 21, 2018, following Mr. Bernardo SANCHEZ – INCERA's renunciation to his mandate as Director.**

**The appointment of Mr. Philippe Laurent Charles HEIM 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.**

- Mr. Bernardo SANCHEZ - INCERA renunciation to his mandate as member of the Board of Directors of BRD starting with June 21, 2018;
- The Board of Directors decision no. 356 on June 21, 2018 regarding the nomination of Mr. Philippe Laurent Charles HEIM as Interim Director;
- Mr. Philippe Laurent Charles HEIM received the National Bank of Romania prior approval as Interim Director on December 20, 2018;
- 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".
- The opinion of the Nomination Committee based on the compliance with the eligibility criteria:
  - ✓ *Mr. Philippe Laurent Charles HEIM has a vast experience in top management positions in banking field such as Deputy Chief Executive Officer (since 14th May 2018), Group Chief Financial Officer (since 2013), Head of Group Strategy (2010-2013), Senior Banker - SG Corporate & Investment Banking (2007-2010), and public functions such as Deputy then Head of Cabinet of J.F. Copé, Minister for Budget & Government Spokesperson (2005 – 2006), Chief Budget Adviser of Nicolas Sarkozy, Minister of Economy, Finance and Industry (2004), Adviser of Francis Mer, Minister of Economy, Finance and Industry (2003), Deputy Trade commissioner of the French Embassy in Singapore (2001- 2003), Several function within the Budget Department (1997- 2001);*
  - ✓ *proves fully involvement and commitment in fulfilling his responsibilities in the Board of Directors. His interventions demonstrate his character and ability to act independently in the process of making the proposals and taking the decisions;*
  - ✓ *his previous position demonstrate a pristine reputation;*
  - ✓ *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 and will bring a proper balance between know-how, skills, diversity, international experience and will reinforce the Board of Directors expertise.*

**Annexe: Mr. Philippe Laurent Charles HEIM CVs**

**The Board of Directors of RD- oupe Société Générale S.A.**