

---

## THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

On April 22, 2021, 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 12, 2021 (reference date)

---

### Decision draft:

The Ordinary General Meeting of the Shareholders approves the election of Mrs. Maria ROUSSEVA 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 her. Mrs. Maria ROUSSEVA was appointed as Interim Director through the Board of Directors decision no. 410 on December 10, 2020, following Mr. Jean-Luc André Joseph PARER's renunciation to his mandate as Director.

The appointment of Mrs. Maria ROUSSEVA as Director is subject to the prior approval to start the fulfilment of her tasks by the National Bank of Romania, as per the legal provisions in force.

The 4-years mandate starts running from the 3rd working day after receiving of the prior approval by the National Bank of Romania.

### CONTEXT

- Mr. Jean-Luc André Joseph PARER renunciation to his mandate as member of the Board of Directors of BRD starting with December 11, 2020, for personal reasons;
  - The Board of Directors decision no. 410 on December 10, 2020, following Mr. Jean-Luc André Joseph PARER's renunciation to his mandate as Director;
  - 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 opinions of the Nomination Committee on December 2020 and March 2021 based on the compliance with the eligibility criteria:
- ✓ *Mrs. Maria ROUSSEVA is a person with 20 years' experience in banking field over which 15 years in management positions such as: Head of Multinational Corporates at HVB Bank Biochim, Bulgaria (April 2002 – October 2005); Head of Corporate and Investment Banking at Societe Generale Expressbank, Bulgaria (November 2005 – October 2011); Deputy CEO/ Deputy Chairman of the Management Board, Head of Corporate and Financial Markets at Societe Generale Expressbank, Bulgaria (November 2012 – June 2015); CEO/ Chairman of the Executive Board at Societe Generale Bank Serbia (July 2015 – July 2019); Member of the Supervisory Board at Ohridska Banka, Societe Generale Group (February 2012 – December 2019); Member of the Board of Directors at SKB Banka Slovenia, Societe Generale Group (May 2018 – December 2019), Member of the Board of Directors at Rusfinance Bank LLC, Rosbank Group (August 27, 2019 – March 1<sup>st</sup> 2021);*
  - ✓ *Currently, she is First Deputy CEO/ First Deputy Chairman of the Management Board at PJSC Rosbank, Societe Generale Group (since August 21, 2019), Member of the Board of Directors of Societe Generale Insurance LLC and Societe Generale Life Insurance LLC (since September 18, 2019).*

- ✓ *She graduated from University of National and World Economy, Sofia, Bulgaria, specialization International Economic Relations and she has a master's degree from Leipzig University, Germany, specialization Business studies.*
- ✓ *She complies with the conditions regarding the sufficient time commitment, sufficient time commitment, number of directorships in financial and non-financial companies held at the same time, independent and critical mind;*
- ✓ *Has relevant theoretical and practical professional experience, fully aligned with the nature, dimension, and complexity of the banking activity;*
- ✓ *Her experience is demonstrated by her diversified and wide activity in which she was involved or she managed as a member of the Board of Directors or as a member of the Executive Committee such as: contribution to the overall strategy definition, development and implementation with special focus on profitability improvement and digital transition, alignment of all teams, maintenance of close relationship with key stakeholder, supervision role, member of the Audit Committee and chairperson of the Risk Committee, supervision of Risk, Finance, Compliance, Legal, Sourcing, Administration, Corporate and Financial Markets;*
- ✓ *She has a good reputation:*
  - *no negative information on her, therefore no potential reputational risk (public sources e.g. Google);*
  - *not found in the records of the databases with information used in the analysis of KYC/AML/CFT activity, according to the result of Forces online/Dow Jones, Factiva, Vizir;*
  - *absence of the criminal conviction, investigations and proceedings, relevant civil and administrative cases and significant disciplinary actions;*
  - *no mentions in the criminal record and no debts to the fiscal authorities;*
  - *no dismissal from employment or a similar situation for improper conduct;*
  - *no conflict of interest according with the statement on related parties provided;*
  - *no refusal of authorization or the withdrawal of authorization by a supervisory authority;*
- ✓ *Her statement of honourability, the criminal record and fiscal information provided, the verification on public sources and databases certifies the fulfilment of the criteria of honourability and integrity requested by BRD;*
- ✓ *Her professional experience and acquired expertise 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, international experience and a higher level of the collective competence of the Board of directors and will improve the gender diversity.*

**Annex:** Mrs. Maria ROUSSEVA's CV