
THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

On April 28, 2022, 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 12, 2022 (reference date)

Decision draft:

The Ordinary General Meeting of the Shareholders approves the renewal of Mr. Giovanni Luca SOMA mandate as director, for a 4-years period, starting with October 24, 2022 and empowering Mr. Francois BLOCH as member of the Board of Directors and CEO of the Bank to sign, on behalf of the Bank, the Management Contract with him.

Context

- The expiry of the mandate as director of Mr. Giovanni Luca SOMA starting with October 24, 2022;
- *The opinions of the Nomination Committee on December 2021 based on the compliance with the eligibility criteria:*
 - ✓ Mr. Giovanni Luca Soma is a person with a vast experience of 38 years of managerial experience and on the banking field.
 - ✓ During his career, he acquired a significant expertise in top management positions outside Societe Generale Group (Head of European Sales and Services for Hyperion Software Group 1994 -1997, Managing Director of GE Capital Insurance Milan 1997-1998, Corporate Sales Director Italy of GE Capital Milan 1998 -1999, CEO of Dial Italy, a subsidiary of Barclays Group 1999-2000, Chairman of the Italian Automobile Rental Association 2005-2007) and inside Societe Generale Group (Group Regional Director of ALD Automotive Group –France 2006-2008, Chief Executive Officer of ALD International, 2008-2011, Deputy Head of International Retail Banking 2012-2013, Chief Executive Officer of Société Générale Consumer Finance, France 2010 -2017).
 - ✓ He has a vast international experience in the financial-banking system as member/ Chairman of the Board of Directors/ Supervisory Board of different companies within SG Group and of the Committees set up to support the Board activity.
 - ✓ Mr. Giovanni Luca Soma is currently Head of International Retail Banking for Europe & Group Country Head for Russia, member of the SG Group Management Committee and exercises several Supervisory Boards' mandates in different companies within SG Group.
 - ✓ On October 24, 2014, he received the National Bank of Romania's prior approval and took over the position of Director of BRD – Groupe Société Générale S.A. and since May 26, 2015, he is Chairman of the Board of Directors of BRD-Groupe Société Générale.

- *Mr. Giovanni Luca Soma is a graduate of Business Administration, LUISS University in Rome and holds a Master's degree in Business Administration from the Turin School of Business Administration, Auditor Diploma and Expert Accounting Diploma from the Rome University.*
- *He 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;*
- *Has relevant theoretical and practical professional experience, fully aligned with the nature, dimension, and complexity of the banking activity;*
- *He has a pristine reputation:*
 - ✓ *no negative information on him, 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 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 investigations, enforcement proceedings, or sanctions applied by a supervisory authority,*
 - ✓ *refusal of authorization or the withdrawal of authorization;*
 - ✓ *no conflict of interest according with the statement on related parties provided.*
- *His statement of honourability, the criminal record provided, the verification on public sources and databases certifies the fulfilment of the criteria of honourability and integrity requested by BRD;*
- *He proves fully involvement and commitment in fulfilling his responsibilities in the Board of Directors as Chairman and in the Committees in which he was member/Chairman (Nomination Committee, Risk Management Committee) or is a member (Audit Committee and Remuneration Committee). Mr. Soma actively coordinated all to the debates and contributed to an efficient flow of information within the management body and between the management body and the committees, encouraged and promoted open and critical discussion, expressed objective opinions and proposals and independent views.*
- *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 of Directors and his presence in the Board of Directors' structure a proper balance between know-how, skills, diversity, local and international experience and will reinforce the Board of Directors expertise.*

Annex : Mr. Giovanni Luca Soma CV's