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## THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

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

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### Decision draft:

**The Ordinary General Meeting of the Shareholders approves the renewal of Mr. Bogdan-Alexandru DRĂGOI's mandate as director, for a four-year period, starting with November 22, 2023 and empowers Chairman of the Bank's Board of Directors to sign, on behalf of the Bank, the Management Contract with him.**

### CONTEXT

- The expiry of the mandate as Independent director of Mr. Bogdan-Alexandru DRĂGOI starting with November 22, 2023;
- Compliance with the eligibility criteria:
- ✓ *Mr. Bogdan-Alexandru DRĂGOI is a person with over 19 years' experience in areas such as finance, capital market, banks. He has also experience in relation with public state authorities.*
- ✓ *Currently, 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), Administrare Imobiliare SA (starting with September 2015) and Firos SA (starting with November 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 – January 2009 – Feb. 2012; Council of Europe Development Bank – Member of the Board – January 2009 – Feb. 2012; General Director, Economic Dept. – Bucharest Municipality – November 2007 – June 2008 etc.).*
- ✓ *Since November 22, 2019, he holds the position of Independent Member of the Board of Directors of BRD-Groupe Société Générale S.A.*
- ✓ *He graduated from the Tufts University, Fletcher, Boston, Massachusetts, specialization International Relations and Economics, graduated Magna cum Laude. Is member of Golden Key Honor Society, has Order of the Star of Romania – rank of Knight and Sovereign Order of the Knights of Malta – Mare Cruce pro Merito Melitensi.*
- ✓ *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.*
- ✓ *Mrs. Dragoi has relevant theoretical and practical professional experience, fully aligned with the nature, dimension and complexity of the banking activity.*

**The Board of Directors of BRD- Groupe Société Générale S.A.**

- ✓ *He fulfils the criteria of honourability and integrity requested by BRD. As regarding the sanctions received by Mr. Drăgoi from The National Council for Combating Discrimination (CNCD) and Financial Supervisory Authority, these are not elements capable of leading to the impairment of the good reputation of Mr. Bogdan Alexandru Drăgoi, in his capacity as member of the Board of Directors of BRD - Groupe Société Générale SA..*
- ✓ *He proves fully involvement and commitment in fulfilling his responsibilities in the Board of Directors as Independent Member and in the Committees in which he was member - Independent Member of Remuneration Committee between May 6, 2020 and December 10, 2020 (including) or is a member - Independent Member of Nomination Committee since December 6, 2019 and then, Independent Chairman since December 11, 2020, Independent Member of Risks Management Committee since December 11, 2020.*
- ✓ *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 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.*

**Annex:** Mr. Bogdan-Alexandru DRĂGOI's CV