



# NOTE

<b>AUTHOR</b>	<b>Note number</b>	52003003 – 1562/02/03/2020		
	<b>Functional entity</b>	Human Resources Division		
	<b>Confidentiality level</b>	Confidential		
<b>1. Referring to</b>	Remuneration structure for members of BCR Supervisory Board for the year 2020			
<b>2. For</b>		<b>Information</b>	<b>Pre-approval</b>	<b>Approval</b>
	DE	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	VPC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	ALCO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	MB	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Risk Committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	SB	<input type="checkbox"/>	x	<input type="checkbox"/>
	GMS	<input type="checkbox"/>	<input type="checkbox"/>	x
<b>3. Call notice chapter</b>				
<b>4. Proposed resolution draft <sup>1</sup></b>	Obtaining the approval of the General Ordinary Meeting of Shareholders regarding the remuneration structure for 2020 for the members of Supervisory Board of BCR			
<b>5. Content</b>  <p>According to the provisions of NBR Regulation 5/2013, the remuneration policies must allow healthy risk management and have to be flexible enough to allow the bank to reinforce its capital base. Remuneration or other advantages must be explained in relation to the specific duties of those persons and to the economic situation of the bank, and should be consistent with business strategy, objectives, values and interests of the bank.</p> <p>As a result of the harmonization initiative at Erste Bank Group level regarding the remuneration policies for the members of the Supervisory Boards of EGB's subsidiaries we propose the following Remuneration Structure for BCR Supervisory Board members for the year 2020:</p> <p><b>A. PRINCIPLES</b></p> <ul style="list-style-type: none"> <li>- Remuneration comprises only the fixed component, annual, and attendance fee (per meeting);</li> <li>- No bonuses or other incentives will be granted, to avoid any potential conflict of interests;</li> <li>- Other expenses are strictly related to international business travel.</li> </ul> <p><b>B. REMUNERATION STRUCTURE</b></p>				

<sup>1</sup> To be filled in case of documents submitted for pre-approval/ approval to several committees

### **1. Annual indemnity**

- 30,000 EUR gross annually, for the Member of the Supervisory Board;
- 10,000 EUR gross annually, for the President of a Committee, additional per committee;
- 30,000 EUR gross annually, additional, for the President of the Supervisory Board.

The annual indemnity will be paid in December 2020, pro-rata with the mandate duration during the respective year for each Supervisory Board member.

### **2. Meeting indemnity**

The meeting indemnity is a gross amount set in euro, that will be paid in December 2020, based on the meeting attendance report prepared by Corporate Governance Department, subject at individual level to minimum 50% in person attendance of the total number of meetings held.

The attendance fee value for 2020 is 1000 euro gross per meeting.

According to the recommendations formulated by the Group Remuneration Committee regarding the Supervisory Board members who are also employees of Erste Group Bank, the latter waived their right to receive the annual indemnities for exercising their role of BCR Supervisory Board members as well as the related meeting indemnities. This provision does not apply to the President of the Supervisory Board.

### **3. Other expenses for international business travel:**

- Business class air travel;
- Accommodation: maximum 300 EUR/night;
- Transportation expenses to/from the airport;
- Daily allowance of 250 EUR/day.


## **C. COSTS**

The cost estimation for the cost position "Expenses with the collaborators – Supervisory Board Members" for 2020 was calculated based on:

- The annual indemnity level, meeting indemnity and estimated travel as proposed at points B1, B2 and B3 above;
- Applicable legal fiscal provisions, regarding taxation for this type of remuneration;
- The fact that the members of the Supervisory Board – Erste Group Employees, waived their right to receive the annual indemnities and the meeting indemnities for exercising their role of BCR Supervisory Board members.

The total amount is 1,701,993 RON (including taxes), and it will be registered on cost center 52008077 – Supervisory Board.

Consequently, taking into consideration provisions of art.12 let.c) from BCR SA constitutive document and of art.111 let.c) of the Law 31/1990, republished, modified and updated, we submit for the pre-approval of the Remuneration Committee and Supervisory Board, and for the approval of the BCR SA General Meeting of

Shareholders, the proposal of maintaining the remuneration structure for 2020, under the conditions pointed out above.	
<b>Director Executiv:</b>	<b>Signature:</b> 
<b>Andreea Voinea</b>	
<b>Presents:</b>	

