

*Assessment of Suitability of a Management Body Member based on
The Nomination & Suitability Assessment Policy for the Management Body in BCR
("Nomination Policy")*

FIT AND PROPER AFFIDAVIT

Section A

I. AFFIDAVIT PROVIDED BY A (CANDIDATE) MEMBER OF THE SUPERVISORY BOARD IN BANCA COMERCIALA ROMANA S.A. ("BCR")

The undersigned, [____], [____] citizen, born on [____], in [____], domiciled at [____], identified with [____], series [____], number [____] (hereinafter referred to as the ["Candidate" / "SB Member"]),

After:

- (A) being informed and aware on the role and responsibilities of a Supervisory Board's position within BCR;
- (B) being aware of the legislative framework applicable in the banking sector (including, without being limited to any guidelines issued by European Banking Authority ("EBA") relevant and applicable to credit institutions; and
- (C) acknowledging the fact that any member of the Supervisory Board must be and continuously remain of good repute, honesty and integrity, committed, properly trained and skilled so as to be qualified as fit for the position within BCR, as such criteria are to be assessed in accordance with BCR internal regulations and legislation applicable in the banking sector,

I hereby confirm and acknowledge, acting in good-faith and expressing my free will the following:

1 Reputation, honesty and integrity

There are no objective and demonstrable grounds against my good repute, honesty and integrity, on the below information:

- 1.1 Any past¹ and present legal procedure and/or conviction and/or prosecution and potential legal procedure and/or conviction and/or prosecution of criminal offence (irrespective whether in Romania or abroad), in particular regarding:
- ✓ the following areas: banking, financial, securities, insurance, securities markets, financial or payment instruments, money laundering, market manipulation, corruption, insider dealing, usury;
 - ✓ offences of dishonesty, fraud, financial crime;
 - ✓ tax offences, offences under legislation related to companies, bankruptcy, insolvency, consumer protection;
 - ✓ offences against patrimony by misuse of trust, corruption criminal offences, embezzlement, forgeries in deeds, fiscal evasion; and
 - ✓ other areas (please detail).

¹ The Candidate is supposed to provide information relevant for the past ten (10) years while the MB/SB Member is supposed to provide historical information for the period starting with the last relevant affidavit issued by the respective MB/SB Member.

Yes² Not the case

1.2 Any past³ and present investigation and/or enforcement action or the imposition of administrative sanctions and potential past and present investigation and/or enforcement action or the imposition of administrative sanctions for non-compliance with the legislation governing the banking, financial, securities, insurance activities, securities markets, payment instruments, financial services (irrespective whether in Romania or abroad);

Yes⁴ Not the case

1.3 Any past⁵ and present investigations and/or enforcement actions and potential past and present investigations and/or enforcement actions by any other regulatory or professional bodies (irrespective whether in Romania or abroad) for non-compliance with the relevant legal /regulatory provisions;

Yes⁶ Not the case

1.4 Lack of transparency and cooperativeness in my dealings with supervisory or regulatory authorities (irrespective whether in Romania or abroad);

Yes⁷ Not the case

1.5 Refusal of registration, authorization, membership or license to carry out a trade, business or profession (irrespective whether in Romania or abroad) and/or withdrawal of authorisation / disqualification by the competent authority (irrespective whether in Romania or abroad) in relation to the [Candidate / SB Member]⁸ and the companies where the [Candidate / SB Member] exercised his/her management / supervisory duties and/or is/was a significant shareholder/associate;

Yes⁹ Not the case

1.6 Any conflict with a supervisory authority operating in the financial-banking sector (irrespective whether in Romania or abroad) involving the [Candidate / SB Member] or the companies where the [Candidate / SB Member] exercised his/her management / supervisory duties and/or is/was a significant shareholder or an associate¹⁰;

Yes¹¹ Not the case

² Should the answer to the query be "yes", a full description of the offence should be provided, together with an clear image of the case, the facts, the applicable sanction, the date of the sanction, the reached phase in the judicial process, whether the Candidate / MB/SB Member has been rehabilitated and the Candidate's /MB/SB Member's subsequent behavior.

³ The Candidate is supposed to provide information relevant for the past ten (10) years while the MB/SB Member is supposed to provide historical information for the period starting with the last relevant affidavit issued by the respective MB/SB Member.

⁴ Should the answer to the query be "yes", a full description of the case should be provided, the facts, the applicable sanction, the date of the sanction and the Candidate's / MB/SB Member subsequent behavior.

⁵ The Candidate is supposed to provide information relevant for the past ten (10) years while the MB/SB Member is supposed to provide historical information for the period starting with the last relevant affidavit issued by the respective MB/SB Member.

⁶ Should the answer to the query be "yes", a full description of the case should be provided.

⁷ Should the answer to the query be "yes", a full description of the offence should be provided, together with an clear image of the case, the facts, the applicable sanction, the date of the sanction and the Candidate's / MB/SB Member subsequent behavior.

⁸ The Candidate is supposed to provide information relevant for the past ten (10) years while the MB/SB Member is supposed to provide historical information for the period starting with the last relevant affidavit issued by the respective MB/SB Member.

⁹ Should the answer to the query be "yes", a full description of the case should be provided, the facts, the applicable sanction, the date of the sanction and the Candidate's / MB/SB Member subsequent behavior.

¹⁰ The Candidate is supposed to provide information relevant for the past ten (10) years while the MB/SB Member is supposed to provide historical information for the period starting with the last relevant affidavit issued by the respective MB/SB Member.

¹¹ Should the answer to the query be "yes", a full description of the case should be provided, the facts, the applicable sanction, the date of the sanction and the Candidate's / MB/SB Member subsequent behavior.

1.7 Any past¹² and present prohibition, based on a legal provision, a court order or a decision made by other authority (irrespective whether in Romania or abroad) to perform the supervisory and/or management duties in a credit institution, financial institution or an insurance / reinsurance company or in other entity operating in the financial sector or carry on business in one of the fields specific to the respective entities;

Yes¹³ Not the case

1.8 Any past and/or present disciplinary sanctions as well as any dismissal from employment or a position of trust, fiduciary relationship, or similar situation, or having been asked to resign from employment in such position;

Yes¹⁴ Not the case

1.9 Any past or present major financial distress incurred by the [Candidate / MB/SB Member] or the entities where the [Candidate / SB Member] exercised supervisory and/or management duties or is/was a significant shareholder / associate (irrespective whether in Romania or abroad and whether any judicial or extrajudicial proceedings were initiated);

Yes¹⁵ Not the case

1.10 I furthermore confirm that my personal and business related financial conditions provide me with a balanced overall economic situation.

Yes No¹⁶

2 Knowledge, skills and experience

I herewith confirm that I fulfill the following requirements related to knowledge, skills and experience:

2.1. Theoretical and practical knowledge, skills and experience related to:

- ✓ banking and financial markets; Yes No
- ✓ regulatory framework and requirements; Yes No
- ✓ strategic planning and understanding of a credit institution's business strategy or business plan; Yes
No
- ✓ risk management; assessing the effectiveness of a credit institution's arrangements, ensuring effective governance, oversight and control; Yes
No
- ✓ accounting and auditing; Yes No
-
- ✓ interpreting a credit institution's financial information; Yes No

¹² The Candidate is supposed to provide information relevant for the past ten (10) years while the MB/SB Member is supposed to provide historical information for the period starting with the last relevant affidavit issued by the respective MB/SB Member.

¹³ Should the answer to the query be "yes", a full description of the case should be provided.

¹⁴ Should the answer to the query be "yes", a full description of the case should be provided, the facts, the applicable sanction, the date of the sanction and the Candidate's / MB/SB Member subsequent behavior.

¹⁵ Should the answer to the query be "yes", any relevant details and/or information should be further provided.

¹⁶ Should the answer to the query be "no", any relevant details and/or information should be further provided.

- ✓ internal control processes, accounting principles (including financial audit). Yes No

2.2 Any and all information comprised in the Curriculum Vitae attached hereto as Schedule 1 (including those related to either professional or practical knowledge, skills and experience) are true, complete and up to date.

Yes No¹⁷

3 Time commitment

3.1 I hereby further confirm that I am able to commit sufficient time (minimum 8h/day time allocation for Management Board members and minimum 70% participation to the Supervisory Board meetings and to provide the necessary resources in order to fulfill my tasks as a Supervisory Board member diligently and with the care taken by a prudent key function holder, as prescribed by the applicable legislation and the relevant internal rules provisions brought to my attention.

Yes No

3.2 I hereby represent that, besides my function as Supervisory Board member, I am pursuing the following additional occupation (irrespective whether in Romania or abroad) (please fill in, if applicable, or make reference to the CV attached if all the information is provided in the CV)¹⁸:

4 Independence

4.1 I hereby further confirm that I am able to fulfill my tasks as a Supervisory Board member independently, without undue influence from other persons. I herewith undertake myself to disclose to BCR any facts, without undue delay, related to any changes of autonomy required for fulfilling my tasks as a Supervisory Board member.

Yes No

4.2 I declare that I hold (or held¹⁹) the following positions / occupations ²⁰ in the credit institutions or in other firms and/or ordinary corporates, or make reference to the CV attached if all the information is provided in the CV (irrespective whether in Romania or abroad)²¹

4.3 Do you receive or have received from BCR or a Controlled Company²² any remuneration or benefit, other than in relation to the position of non-executive director / member of the Management Board / Supervisory Board?

Yes²³ No

¹⁷ Should the answer to the query be "no", some relevant information / clarifications should be provided.

¹⁸ Note: the candidate / MB / SB member should provide the name of the company, relationship nature (mandate, appointment), commencement / end date, if the case.

¹⁹ Historical data up to the last five (5) years should be provided.

²⁰ References to any employment relation should be offered as well. It should be noted that, in case the Candidate / MB/SB Member holds / held a position in a company controlled by BCR, mention should be made. It is important for the Candidate / MB/SB Member to be able to accurately describe the relation between BCR and the respective company where he/she holds / held a position. The Candidate / MB/SB Member should indicate the name of the company, activity, fiscal registration number, business relationship with the bank, if the case, the nature of the relation (i.e. mandate, employment), the start date and the end date, if the case, type of financial interest (i.e. fees, wages, rewards) and type of professional activities / unions, didactic / political (type of activity, name, business relationship with the bank if the case).

²¹ It should be mentioned whether the Candidate / MB/SB Member holds/held a Management Board or Supervisory Board position as well as whether he/she acts/acted in his/her capacity of chair. Additionally, the Candidate / MB/SB Member should also clearly describe his/her position within BCR group of companies, BCR majority shareholder's group as well as within BCR minority shareholders.

²² As such term is defined under Schedule 2 attached hereto.

²³ Should the answer to the query be "yes", a description of the situation should be performed.

4.4 Do you have or have had during the last year personal, professional or other business relationships with BCR Management Board's and/or Supervisory Board's members, with BCR, with a Controlled Company, with Majority Shareholder²⁴, with Majority Shareholder Group²⁵, personally or as a shareholder, director, manager or employee of a company that has such relationships?

Yes²⁶ No

4.5 Are you or have you been during the last three years, a financial auditor or employee, shareholder of the current financial auditor of BCR, namely PricewaterhouseCoopers ("Financial Auditor") or of a Controlled Company?

Yes²⁷ No

4.6 Are you a manager / member of the Management Board in another company in which one of BCR Management Board's members²⁸ is a non-executive director / member of the Supervisory Board?

Yes²⁹ No

4.7 Do you have any family ties³⁰ with a person who:

✓ is / was³¹ an employee of BCR or of a Controlled Company or a director/ member of the Management Board of BCR or of a Controlled Company; and/or

✓ is a significant shareholder of BCR?

Yes³² No

4.8 I hereby declare the following entities³³ in which a family member³⁴ holds the quality of shareholders/ administrators to companies or profit/ non-profit entities that have business relations with the bank (opened current account, collaborator, supplier) (please fill in, if applicable)³⁵:

5. Independence of mind

I hereby confirm that I am able to act with independence of mind, as this pattern of behaviour is detailed under EBA Guidelines EBA/GL/2017/12 on the assessment of the suitability of members of

²⁴ As such term is defined under Schedule 2 hereto.

²⁵ As such term is defined under Schedule 2 hereto.

²⁶ Should the answer to the query be "yes", a description of the situation should be performed.

²⁷ Should the answer to the query be "yes", a description of the situation should be performed.

²⁸ A list with BCR Management Board's members should be attached to the document as Schedule 3.

²⁹ Should the answer to the query be "yes", a description of the situation should be performed.

³⁰ The concept of family/ family ties is a large one and should include all members of an enlarged family - spouses (even divorced), their descendants (including adopted persons), direct ascending relatives as well as their siblings (basically all persons to which one is bound to provide support as per Romanian law (*obligatie de intretinere*, in Romanian)).

³¹ During the past five (5) years.

³² Should the answer to the query be "yes", a description of the situation should be performed. For each relative the following information should be provided: surname, name, position in BCR or in the Controlled Company, department/ division/ unit).

³³ Entities that have business relationships with the bank – e.g. opened current account, supplier.

³⁴ husband / wife, partner / cohabiting partners, relatives up to 2nd degree – e.g. parents, children or other relations with whom the person shares living accommodation.

³⁵ Note: the Candidate / MB Member should indicate for each relative, if the case, the name of the company, activity, fiscal registration number, the business relations with the bank.

the management body and key function holders under Directive 2013/36/EU and Directive 2014/65/EU.

6. Affiliated Parties:

After becoming aware of the notion of “affiliated parties”, as such are defined in Schedule 4 below, I hereby:

- ✓ confirm that the data enlisted in Schedule 4 are fully true, complete and up to date;
- ✓ undertake to immediately report (including for the minors considered affiliated parties) and ensure that the members of my family qualified as affiliated parties (attached hereto as Schedule 4) report any and all direct and/or indirect transactions qualified as transactions with affiliated parties and subject to reporting and identification obligations under articles 102-107 of the NBR Regulation No. 5/2013 which I will conclude myself or the members of my family listed under Schedule 4 or through a fiduciary; and
- ✓ undertake to immediately report any changes of amendments to or new transactions in matters to: Banca Comerciala Romana S.A. – Compliance Division (Contact.Regulators@bcr.ro).

Yes No³⁶

II. ACCURACY OF STATEMENT

The undersigned, [___], [___] citizen, born on [___], in [___], domiciled at [___], identified with [___], series [___], number [___],

- a) I hereby confirm that the aforementioned information according to Section I, Articles from 1 to 5 of this document are correct, complete and up to date and I undertake myself to disclose to BCR in writing any eventual changes which might occur later on without any undue delay. Should at any time any of the information provided hereunder prove to be inaccurate and/or false, I hereby undertake to fully indemnify BCR for any and all damages caused by such misstatement and to acknowledge the fact that such misrepresentation (due to each and every situation for which I may be held liable by law or otherwise) could be subsequently be construed as a cause for a lawful termination of the mandate as a Management Board member within BCR;
- b) I hereby understand and agree that my personal details included in this agreement which could be qualified as “personal data” (“**Personal Data**”) pursuant to Regulation EU no. 2016/679 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (“hereinafter referred to as “**GDPR**”), can be processed by BCR or other service provider (located in Romania or other European Union’s Members State) acting as BCR’s processor for the purpose of performing an initial assessment of suitability for entering into a mandate, authorisation and/or any further subsequent re-assessment, as required by the applicable law.

For purposes of this section, the data subject is the candidate/ member (even after ceasing the contractual/ mandate relationship with BCR). The candidate/ member is required to provide Personal Data requested, these data being necessary for BCR in order to perform an initial assessment of suitability for entering into a mandate, authorisation and/or any further

³⁶ Should the answer to the query be “no”, clarifications and further details shall be offered.

subsequent re-assessment. The refusal to provide such data determines the impossibility to perform the above mentioned assessments.

Recipients of the Personal Data are the data subjects, representatives and employees of BCR, representatives and employees of Erste Bank, other authorized persons, established on the territory of the European Union, as well as to the National Bank of Romania, the Romanian Trade Registry, the Financial Supervisory Authority, as well as any judicial authorities and public authorities.

In order to ensure the fulfillment of the purposes listed above, BCR shall process the Personal Data you provide to us within this Affidavit for the duration of the execution of the contractual/ mandate relationship and afterwards, in order to comply with the applicable legal obligations, including the provisions related to archiving.

I expressly and unequivocally give my consent, acting with free will, that BCR, personally or through a service provider acting in its name and on its behalf and located in Romania or in other European Union's Member State may perform any inquiries necessary and/or recommended for the purpose of checking the accuracy of any statement made hereunder (including by asking for references from any former employer) and continuously assessing the suitability pursuant to the applicable BCR internal regulation;

Yes No

I was informed on the provisions of GDPR , especially on those referring to the following rights: (i) the right of access; (ii) the right to intervene on the Personal Data processed by BCR and/or any service provider acting as BCR's processor (e.g. by way of rectification or erasure); (iii) the right not to be subject to an individual decision based solely on automated processing; (iv) the right to restriction of processing; (v) the right to data portability, and (vi) the right to object at any moment based on justified and legitimate reasons linked to a particular situation to a processing of my data, unless there are contrary specific legal provisions.

Yes No

I was informed that the rights mentioned under this paragraph may be exercised by sending a written request to the following address: HR.Contact@bcr.ro and dpo@bcr.ro.

Yes No

- c) I hereby declare that I have the right to fully disclose the Personal Data of any affiliated parties indicated herein and I hereby confirm that BCR shall be also entitled to process, any of the Personal Data of the respective affiliated parties pursuant to the purposes mentioned herein and the compliance with the applicable law.

Yes No

This document and any and all non-contractual obligations arising from or in connection with it shall be governed by and construed in all respects in accordance with Romanian law. Any and all disputes arising from or in connection with it shall be solved amiably and, in case of any failure, by the Romanian competent courts of justice.

Schedules from 1 o 5 from Section B below are to be considered parts of this document.



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Place. Date	Signature

Please return signed document to:

BANCA COMERCIALA ROMANA S.A.

Address:

Email:

SECTION B - SCHEDULES

**Schedule 1
Curriculum Vitae**

Schedule 2
Defined terms

Controlled Company	<ul style="list-style-type: none">✓ BCR Chisinau SA³⁷✓ BCR Banca pentru Locuinte SA✓ BCR Leasing IFN SA✓ BCR Fleet Management SRL✓ BCR Pensii SAFPP SA✓ CIT One SRL✓ BCR Payments Services SRL✓ Suport Colect SRL
Majority Shareholder	✓ Erste Group Bank AG ³⁸
Majority Shareholder Group	✓ Erste Group Bank AG ³⁹

³⁷ To be properly identified and listed.

³⁸ To be properly identified and listed.

³⁹ To be properly identified and listed.

Schedule 3
BCR Management Board / Supervisory Board members

Management Board	<ul style="list-style-type: none">✓ Sergiu Cristian Manea⁴⁰✓ Elke Meier✓ Ilinka Kajgana✓ Dana Luciana Dima✓ Ryszard Druzynski
Supervisory Board	<ul style="list-style-type: none">✓ Manfred Wimmer⁴¹✓ Alexandra Habeler - Drabek✓ Bernhard Spalt✓ Hildegard Gacek✓ Elisabeth Krainer Senger-Weiss✓ Daniela Nemoianu✓ Vacant position

⁴⁰ To be identified and listed.

⁴¹ To be identified and listed.

**Schedule 4
Affiliated Parties**

Name:		Date of birth:	
Please give us your currently used E-Mail address:			

I Affiliated parties – definition and legal obligations

Art. 102 of NBR Regulation 5/2013 - Affiliated parties mean (among others):

- a) members of the credit institution’s management body, as well as individuals holding key positions in that credit institution, together with:
- ✓ entities which those have/possess direct or indirect interests in⁴²; and
 - ✓ close family members, who may be expected to influence or be influenced by them in their dealings with the credit institution - they may include: the individual’s domestic partner and children; children of the individual’s domestic partner; dependents of the individual or of the individual’s domestic partner.

II Transactions in scope

Art. 102 of NBR Regulation 5/2013 - Transactions with related parties include:

- ✓ exposures incurred by on-balance and off-balance credits, as well as
- ✓ relations like service contracts, sales and purchases of assets, construction contracts, leasing agreements, transactions with derivatives, loans, and write-offs.

Note: *The term transaction must be construed in a broad meaning, to include not only transactions that are concluded with related parties, but also the situations where a person (to which the credit institution is exposed) that is not currently a related party becomes subsequently a related party.*

III List of affiliated parties

3.1 Legal entities

- ✓ ⁴³;
- ✓ ;
- ✓ ;
- ✓ ; and
- ✓ .

3.2 Relatives⁴⁴

Name	Relationship	Date of birth
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

⁴² Irrespective of the nature of the interest: shareholder/ associate, manager / member of the Management Board, director / member of the Supervisory Board, financial, personal and/or professional interest, etc.

⁴³ Candidate/MB/SB Member to provide information.

⁴⁴ Candidate / MB/SB Member to provide information.

Schedule 5

Evidence to be provided by the MB/SB Member / Candidate

The candidate for a position as a Management Board/ Supervisory Board member is requested to provide at least the following information as input into the suitability assessment:

1. Personal details

Personal individual details including full name, name at birth if different, gender, place and date of birth, address and contact details, nationality, and personal identification number or copy of ID card or equivalent.

2. Knowledge, skills and experience

Curriculum vitae of candidate, including details regarding:

- full name, name of birth; place and date of birth; address; nationality; detailed description of education, professional training; professional experience (including - academic qualifications and other relevant training);
- name and nature of all organizations for which the candidate has worked;
- nature and duration of the functions performed, in particular highlighting any activities within the scope of the position sought (banking and/or management experience); For positions held in the last ten (10) years, when describing these activities, the person should specify his or her delegated powers, internal decision making powers and the areas of operations under his or her control, including the number of employees. If the CV includes honorary activities (if applicable), including management body representation, this should be stated;
- if available, references of employment from all former employers.

3. Reputation, honesty, integrity

3.1 Criminal records and, if applicable, relevant information on criminal investigations and proceedings, relevant civil and administrative cases, and disciplinary actions (including disqualification as a company director, bankruptcy, insolvency and similar procedures) especially through an official certificate or any reliable source of information concerning the absence of criminal conviction, investigations and proceedings (e.g. third-party investigation, testimony made by a lawyer or a notary established in the European Union).

3.2 Statement of whether or not criminal proceedings are pending or whether or not the candidate or any organization managed by him or her has been involved as a debtor in insolvency proceedings or a comparable proceeding.

4. Only if applicable:

- Any statements on criminal proceedings pending related to person of candidate
- Any statements related to organization managed by candidate on involvement as a debtor in insolvency or comparable proceedings
- Any previous assessment of suitability of the person, conducted by another competent assessment body (including identity of the assessment body)
- Any assessment of reputation, honesty and integrity as a person who directs the business of a credit Institution (if already conducted by another competent authority);
- Any previous assessment of reputation, honesty and integrity which has been conducted by an authority from a non-financial sector.

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Place. Date	Signature