

NOTE				
AUTHOR	Note number	- 391 / 03/11/2021		
	Functional entity	Directia Contabilitate		
	Confidentiality level	Confidential		
	Name, first name	Oana Pascal BCR		
1. Referring to	Nomination of PricewaterhouseCoopers Audit SRL as financial external auditor for the year 2022 for BCR			
2. For		Information	Pre-approval	Approval
	DE	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	VPC	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
	ALCO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	MB	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
	Risk Committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	SB	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
	GMS	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
	Other level	<input type="checkbox"/>	N/A	<input type="checkbox"/>
3. Call notice chapter	Topics for approval			
4. Proposed resolution draft ²	<p>Pre-approval of BCR Management Board and BCR Supervisory Board, in order to be submitted for BCR General Shareholders' Meeting approval of the following:</p> <ul style="list-style-type: none"> - nomination of PricewaterhouseCoopers Audit SRL (EUID ROONRC.J40/17223/1993, C.I.F. RO4282940) as financial external auditor for the year 2022 for BCR; the duration of the audit contract will be from the date of signing it and until BCR GSM that must approve 2022 financial statements (maximum May 10th ,2023); - empowerment of the Management Board to decide upon the deliverables, to negotiate the fees and the contractual terms with the audit company; - empowerment of the Supervisory Board to approve the audit contract including the fees for BCR and empowerment of any two members of Management Board to sign the audit contract. <p>Approval by BCR Management Board of the following:</p> <ul style="list-style-type: none"> - BCR subsidiaries that are subject to statutory audit will nominate for 2022 the same financial external auditor, namely PricewaterhouseCoopers Audit SRL; - BCR representatives within the General Shareholders Meetings of the subsidiaries in scope will vote according to those described in the note. 			

² To be filled in case of documents submitted for pre-approval/ approval to several committees

5. Content:

According to legal provision in force, both BCR and most of the entities inside BCR Group are fulfilling the criteria for mandatory audit of the annual financial statements.

Erste Bank Group has the policy of nomination the same external financial auditor company for Group and for its own sub-groups from different areas.

The Directive 2006/43/EC of the European Parliament and of the Council of 17 May 2006 on statutory audits of annual accounts and consolidated accounts mentions that the group external auditor has the responsibilities of reviewing the documentation and work of any other auditor of group entities, therefore the representatives of Erste Holding are encouraging the group entities to appoint as external financial auditor the same company as the group financial external auditor.

Based on the above, we submit for pre-approval of BCR Management Board and Supervisory Board in order to be further approved by the General Shareholders' Meeting of BCR the following:

- nomination of PricewaterhouseCoopers Audit SRL (EUID ROONRC.J40/17223/1993, C.I.F. RO4282940) as financial external auditor for the year 2022 for BCR; the duration of the audit contract will be from the date of signing it and until BCR GSM that has to approve 2022 financial statements (maximum May 10th, 2023);
- empowerment of Management Board to decide upon the deliverables, to negotiate the fees and the contractual terms with the audit company;
- empowerment of Supervisory Board to approve the audit contract, including the fees for BCR Bank and empowerment of any two members of Management Board to sign the audit contract.

Aslo, we submit for approval by the Management Board the following:

- BCR Group subsidiaries that are subject to statutory audit will nominate for 2022 the same financial external auditor, namely PricewaterhouseCoopers Audit SRL;
- BCR representatives within the General Shareholders Meetings of the subsidiaries in scope will vote in favor of the nomination of the financial external auditor for 2022. According to the internal regulations of BCR subsidiaries, except for BCR Chisinau, the Supervisory Board/Board of Directors of each company is responsible for approving the contract with the auditor and the fees due (as negotiated and officially communicated by BCR Accounting Division).

For BCR Chisinau, according to the local legislation, the approval of the fees level of the independent financial auditor is in the competence of the company's GSM and, as a result, the BCR representative appointed for the respective GSM will also vote in favor of the remuneration due to PricewaterhouseCoopers for 2022.

We mention that, based on the BCR Management Board decision from 21.09.2021, the OGSM of BCR Pensii approved on 23.09.2021 the appointment of PricewaterhouseCoopers Audit SRL as independent financial auditor for 2022, considering the need to comply with the specific requirements of the Financial Supervision Authority (closing of the contract with the auditor appointed for 2022 until 30.09.2021 at the latest).