

The Board of Directors of BRD-GROUPE SOCIETE GENERALE S.A.

which met on November 2, 2023, at 11:00 AM, calls

THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

On December 14, 2023, 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 November 28, 2023 (reference date),

with the following agenda:

ORDINARY GENERAL MEETING OF THE SHAREHOLDERS:

1. Electing Mrs. Doina Valeria NICOLAE, shareholder of BRD - Groupe Societe Generale S.A., and, in her absence, Mrs. Mariana DINU, to ensure the secretariat of the Ordinary General Shareholders' Meeting.
2. Approval of the distribution as dividends of the amount of LEI 642,961,341, representing 50% from the retained profit of 2022 (the gross dividend proposed is of 0.9226 lei /share), as an extraordinary payment. The dividends will be paid on January 26, 2024 and the deferred payment date will be November 29th, 2024.
3. Approval of the date of January 5, 2024 as ex date.
4. Approval of the date of January 8, 2024 as registration date, in order to identify the shareholders who are affected by the decisions of the ordinary general meeting of shareholders.

Documents related to the GSM

Starting November 6, 2023, the Convening notice, the full text of the informative documents and materials with regard to the matters on the agenda, the documents that are to be presented to the Ordinary General Meeting of the shareholders, the decision drafts for each point on the agenda are available on the website of the Bank (www.brd.ro, section Shareholders and Investors) both Romanian and English or can be obtained by the shareholders from the General Secretariat of the Bank (BRD Tower, 1-7 Bd. Ion Mihalache, code 011171, 1st district, Bucharest, tel. 021.301.61.31, 021.301.61.54, e-mail: investor@brd.ro).

The share capital of BRD-Groupe Société Générale S.A. is represented by 696,901,518 nominal shares, each held share giving right to one vote in the General Meeting of the Shareholders.

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R.C. J40/608/19.02.1991; RB - PJR - 40 - 007 /18.02.1999;
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Propositions of the shareholders regarding the GSM

The shareholders who represent, either individually or jointly, at least 5% of the share capital are entitled:

- i) To introduce new matters on the agenda of the general meeting, provided that each matter is accompanied by a justification or by a decision draft proposed to be adopted by the general meeting, no later than November 21, 2023, 5.00 P.M.;
- ii) To present decision drafts for the matters included or proposed to be included on the agenda of the general meeting, no later than November 21, 2023, 5.00 P.M.;

If necessary, the revised agenda will be published on November 27, 2023, according to the legal provisions in force.

Questions related to the GSM

Each shareholder is entitled to ask questions regarding the matters on the agenda of the general meeting. The answer will be presumed as provided as long as the pertinent information will be posted on the BRD website, section Shareholders and Investors, in format question - answer.

According to the provisions of Law no. 24/2017 on issuers of financial instruments and market operations, with subsequent amendments and completions, BRD processes personal data of:

- shareholders, in order to identify its shareholders, to communicate with them directly, to facilitate the exercise of shareholders' rights and their involvement in the General Shareholders Meeting of the Bank.
- persons who have ceased to be shareholders, for other purposes, according to the regulations in force, such as to ensure an adequate record to allow the history of transfers of ownership of BRD shares, to maintain the necessary records regarding meetings including the validity of its resolutions, for the fulfilment by BRD of its obligations regarding the payment of dividends or any other amounts to be paid to former shareholders, taking into account, where appropriate, the limitation periods stipulated by the legislation in force.

The right to submit questions and the Company's obligation to respond shall be subject to the protection of confidentiality and business interests of the Company.

To identify themselves and prove their capacity of shareholders, the persons who make proposals or ask questions will enclose the following documents issued by the Central Depository or by the participants defined at art. 2 paragraph (1) point 19 of Regulation (EU) No 909/2014 of the European Parliament and of the Council of 23 July 2014 on improving securities settlement in the European

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Union and on central securities depositories and amending Directives 98/26/EC and 2014/65/EU and Regulation (EU) No 236/2012, which provide custody services:

- A statement of account from the shareholders registry certifying the quality of shareholder and the number of shares;
- Documents certifying that the legal representative was registered to the Central Depository /the respective participants;

If the juridical person shareholders/entity without legal personality did not inform the Central Depository of his legal representative (so that the shareholders' registry at the reference date reflects that), the shareholder must provide also: a confirmation of company details issued by the Trade Register / any other document issued by a relevant authority in the state where the shareholder is legally incorporated, attesting the capacity of legal representative of the signatory of such proposal / questions, and sent in original or as certified true copy.

The documents attesting the capacity of legal representative drafted in a foreign language other than English will be accompanied by a translation into Romanian or English made by a certified translator.

The notarisation or apostil is not required for the documents drafted in a foreign language.

The shareholders' proposals and questions, as well as the documents attesting that the conditions for exercising these rights have been met will be transmitted:

- Either as an original document signed by hand, sent by mail or courier services, to the BRD Tower (Bd. Ion Mihalache nr. 1-7, cod 011171, sector 1, Bucharest – General Secretariat), in a closed envelope, bearing the mention written in capital letters: “For the Ordinary General Meeting of the Shareholders of December 14, 2023– Proposals” or “For the Ordinary General Meeting of the Shareholders of December 14, 2023– Questions”;
- Or as a document signed electronically, with an extended electronic signature, as per Law no. 455/2001 regarding the electronic signature - by e-mail - at the address investor@brd.ro, indicating as the email title: “For the Ordinary General Meeting of the Shareholders of December 14, 2023– Proposals” or “For the Ordinary General Meeting of the Shareholders of December 14, 2023 – Questions”.

Participation in the GSM

The reference date is November 28, 2023. Only the shareholders registered on such date in the Shareholders' Register held by the Central Depository may participate in, and vote at the Ordinary General Meeting of the Shareholders on December 14, 2023.

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The shareholders (natural persons and juridical persons) may participate in the Ordinary General Meeting of the Shareholders:

- in person, for natural persons shareholders, and through legal representatives for the shareholders, juridical persons;
- may be represented by other persons (including by other persons than the other shareholders), based on a special power of attorney or, as the case may be, general power of attorney or by a credit institution providing custody services based on a declaration on its own risk, signed by the legal representative of the credit institution.

The shareholders may be represented by a credit institution that provides custody services, which may vote in the general meeting of the shareholders based on the voting instructions received by means of electronic communication, without being necessary the drafting of a special or general proxy. The custodian votes in the general meeting of shareholders exclusively according to and within the limits of the instructions received from their clients that are shareholders on the reference date.

The credit institution may participate and vote at the GMS, provided that it submits to BRD a declaration on its own risk, signed by the legal representative of the credit institution, stating:

- clearly the name of the shareholder on behalf of which the credit institution participates and votes in the GMS;
- the credit institution provides custody services to that shareholder.

The declaration mentioned above must reach the Bank by December 12, 2023, 09:00 A.M., in original, signed and stamped, if necessary, without further formalities in relation to its form, under sanction of loss of the voting right, according to the law. In this particular case the Bank accepts the declaration without requesting any other documents relating to the identification of the shareholder.

Shareholders, in person or represented by other persons, may vote at general meeting:

- directly, by physically attending the meeting;
- by correspondence, according to art. 208 paragraph 2 of FSA Regulation no. 5/2018 on issuers and operations with securities. If the votes are cast electronically, BRD will send electronic confirmations of receipt of the votes.
- by electronic means using the platform AGABRD.VOTING.ro

The shareholders and the legal representatives of juridical person shareholders/entity without legal personality will prove their capacity based on the list provided by the Central Depository to the Bank for the reference date.

a) Natural persons participation

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The documents necessary for natural persons to participate in the general meeting of the shareholders are:

- if the shareholder comes in person: the identity papers in the period of validity (the identity card - old or new format- for Romanian citizens; passport / identity card for EU citizens; passport for non-EU citizens), in original;
- if the shareholder is represented by another person: the special power of attorney or as the case may be, general power of attorney and the representative's identity papers, in original.

b) Participation by juridical persons

The representatives of the juridical person shareholders will prove their capacity as follows:

(i) the legal representative – if the shareholder did not inform the Central Depository of his legal representative, will prove his capacity based on a confirmation of company details issued by the Trade Register / any other document issued by a relevant authority in the state where the shareholder is legally incorporated, attesting their capacity of legal representative, sent in original or as certified true copy.

The documents attesting the capacity of legal representative drafted in a foreign language other than English will be accompanied by a translation into Romanian or English made by a certified translator. The notarisation or apostil is not required for the documents drafted in a foreign language.

(ii) the person to whom the power of representation was delegated – if the shareholder did not inform the Central Depository on the person to whom the power of representation was delegated, will present the special power of attorney or, as the case may be, general power of attorney signed by the legal representative of the respective juridical person and the document above-mentioned under point (i).

The natural person who attends the GSM as representative of a juridical person shareholder will be identified based on their identity papers.

c) Other provisions

The person appoint as shareholder's representative must have the exercise capacity.

A shareholder may designate only one person to represent him/her in the GSM. However, if a shareholder holds BRD shares in several securities accounts, this restriction will not prevent him/her to appoint one representative for each securities account for the GSM.

A shareholder may designate by special power of attorney one or more suppliants for the person designated as him/her representative, and will established the order in which they will exercise their mandate.

A person may be designated as representative for one or more shareholders. The legislation did not limit the number of shareholders so represented.

d) Form of power of attorney and the forms of vote by correspondence

Starting November 6, 2023, the forms of special power of attorney and the forms of vote by correspondence, both in Romanian and in English, can be obtained on the website of the Bank, under the Shareholders and Investors section, or at the General Secretariat of the Bank, located at the address specified above under the chapter “Documents related to the General Meeting of the Shareholders”.

The general power of attorney must contain the information mentioned at Article 102 of Regulation no. 5/2018 on issuers of financial instruments and market operations.

A shareholder may grant a general power of attorney, valid for a period of maximum 3 years, if the parties have not expressly stipulated for a longer period, allowing his/her representative to vote on all issues on the agenda of the general meetings of shareholders, including disposal acts.

The general power of attorney shall be given by the shareholder acting as customer, to an intermediary defined according to the provisions of art. 2 para. (1) point 20 of Law no. 24/2017 on issuers of financial instruments and market operations or to a lawyer who is not in a conflict of interests which may in particular arise where such person:

- a) is a majority shareholder of the Bank, or is another entity controlled by such shareholder;
- b) is a member of the administrative, management or supervisory body of the Bank, or of a controlling shareholder or controlled entity referred to in letter a);
- c) is an employee or an auditor of the Bank, or of a controlling shareholder or controlled entity referred to in letter a);
- d) is the spouse, relative or affine up to the fourth degree of any of the natural persons referred to in letters a) –c).

The general power of attorney will be valid without any other additional documents related to the shareholder, if is signed by hand by the shareholder and is accompanied by an affidavit, in original, signed and, as the case may be, stamped, by the legal representative of the intermediary or the lawyer, certifying that:

- The general power of attorney is given by the shareholder, acting as customer, to an intermediary or as the case may be, to the lawyer;
- The general power of attorney is signed by the shareholder, including signed electronically, with an extended electronic signature, if the case may be;

The special or general powers of attorney / the forms of vote by correspondence shall be sent in Romanian or in English as follows:

- Either as an original document signed by hand, sent by mail or courier services, to the BRD Tower (Bd. Ion Mihalache nr. 1-7, cod 011171, sector 1, Bucharest – General Secretariat), in a closed envelope, bearing the mention written in capital letters: “For the Ordinary General Meeting of the Shareholders of December 14, 2023 –Power of Attorney” or “For the Ordinary General Meeting of the Shareholders of December 14, 2023 – Vote by correspondence”;
- Or as a document signed electronically, with an extended electronic signature, as per Law no. 455/2001 regarding the electronic signature - by e-mail - at the address investor@brd.ro, indicating as the email title: “For the Ordinary General Meeting of the Shareholders of December 14, 2023 – Power of Attorney” or “For the Ordinary General Meeting of the Shareholders of December 14, 2023 –Vote by correspondence”.

Special powers of attorney / the forms of vote by correspondence shall include the information specified in the form of special power of attorney / the forms of vote by correspondence made available by BRD and shall indicate the vote for each matter on the agenda. For the items on the agenda, for which secret vote will be applied, shall be used the forms of special power of attorney/ vote by correspondence dedicated to these items, made available also by the Company in order to fulfil the legal provisions on the moment of revealing the secret vote.

The shareholders are asked to take into account that new matters can be added to the agenda of the Ordinary General Meeting of Shareholders, in which case the updated agenda will be published on November 27, 2023. In this case, the forms of special powers of attorney / the forms of vote by correspondence will be updated and made available to the shareholders on November 27, 2023.

In case of physical participation in the room of the person to whom the power of representation has been delegated, the general power of attorney may be submitted before its first use, in copy, with the mention of conformity with the original under the signature of the representative and at the Ordinary General Meeting of Shareholders on December 14, 2023, the person to whom the power of representation has been delegated will present the original for verification. The general power of attorney must reach the Bank until December 12, 2023 at 09:00 A.M., under sanction of loss of the voting right through representative, according to the law.

In case of participation by correspondence, to the Ordinary General Meeting of the Shareholders, and if it is the first use of the general power of attorney, it must reach the Bank, in original, signed, and as

the case may be, stamped by December 12, 2023, 09:00 A.M. under sanction of loss of the voting right through representative / by correspondence in the general meeting, according to the law.

In case of participation by correspondence to the Ordinary General Meeting of the Shareholders, and if it is not the first use of the general power of attorney, it must reach the bank in copy, with the mention of conformity with the original under the signature of the representative until December 12, 2023, 09:00 A.M.

In case of participation by correspondence to the Ordinary General Meeting of the Shareholders, the Special Power of Attorney and the Correspondence Voting Form must reach the bank in original, signed and, as the case may be, stamped, until December 12, 2023, at 09:00 A.M, under sanction of loss of the voting right through representative / by correspondence in the Ordinary General Meeting of Shareholders, according to the law.

e) Electronic vote using AGABRD.VOTING.ro platform, so on called "The Plarform"

Voting by electronic means in General Meeting of Shareholders will be possible only under the conditions of proper compliance with the provisions of Law no. 31/1990 on companies, republished, as amended and supplemented, as well as with the special provisions of Law no. 24/2017 and Regulation 5/2018, including those relating to the application of the cumulative voting method.

Shareholders registered in the Register of Shareholders of BRD kept by the Central Depository S.A. on the reference date, may participate and vote at the Ordinary General Meeting of Shareholders by using electronic means of voting, both in circumstances where shareholders are not physically present at the meeting and in circumstances where shareholders are physically present at Ordinary General Meeting of Shareholders. Voting shall be carried out through an online web platform subject to the requirements and constraints necessary to ensure the identification of shareholders and the security of electronic communication and only to the extent that they are proportionated to the achievement of those objectives.

Online voting involves:

- a) The existence of a voting system, both before and during the GSM, that does not require the appointment of a representative to be physically present at the meeting;
- b) Real-time broadcasting of Ordinary General Meeting of Shareholders of shareholders in audio/video format, bilingual Romanian-English;
- c) The existence of real-time two-way communication, allowing shareholders to address the general meeting remotely and to formulate in writing, in the dedicated section, questions/questions on each of the items on the agenda;

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- d) View the agenda and supporting documents;
- e) Exercise any type of vote (secret, open, simple, cumulative);
- f) Ensuring subsequent verification of the way in which was voted in the meeting and the possibility for each shareholder present at the meeting to verify the vote cast;
- g) Allowing the calculation of the quorum and the voting results.

In order to exercise their voting rights electronically, the BRD's shareholders have at their disposal The Platform, which is accessible by clicking the following link registration: AGABRD.VOTING.ro.

- h) Access to the web platform (hereinafter referred to as the "Platform") can be done through available electronic means (computer, laptop, smartphone, tablet) with an internet browser installed.

Access to electronic voting of shareholders, individuals and legal entities (through their representative), is based on the access elements specific to each shareholder, namely registering an account, entering a valid e-mail address and creating a password, as well as completing the dedicated identification fields. In order to participate and submit votes via the platform, the shareholder must create a user account (user and password).

For authentication, shareholders will fill in the fields with the following information:

- **In the case of individuals:** Name and surname, email address, personal numerical code and telephone number. For validation of the account by the technical secretariat, the Shareholder will attach to the platform a copy of his/her identity document (identity card, identity card, passport, residence permit) and documents proving that the requirements for participation by proxy, as set out above, have been met.

- **In the case of legal entities:** name of the legal entity, unique registration code (CUI), name and surname of the representative, personal number code of the representative, e-mail address, telephone number. For the validation of the account by the technical secretariat, the shareholder shall attach a copy of the identity document of the representative (identity card, identity card, passport, residence permit) to the platform.

If the shareholder has not provided the Central Depository with the information on the legal representative, the shareholder shall also submit a certificate issued by the Trade Register / any other document issued by a competent authority in the country where the shareholder is legally registered, attesting his status as legal representative.

Documents submitted in a language other than English must be accompanied by a certified translation into Romanian or English.

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The above-mentioned documents will be uploaded in the Platform, in the dedicated fields. The uploadable files can have one of the following extensions: .jpg, .pdf, .png.

Accounts can be created starting with December 7, 2023. At the time of account creation, the user will receive an email confirming registration on the Platform and account activation.

After receiving the shareholders' registry from the Central Depository, the Technical Secretariat will verify the concordance of the data of the shareholders who have created accounts on the Platform with the data registered in the shareholders' registry. If data are consistent, an email confirming the acceptance of participation in the GSM will be automatically sent via the Platform.

After receiving the message accepting participation in the GSM, shareholders can log in to the Platform and vote on the items on the agenda online before the date of the GSM and also participate and vote live during the GSM (via the Platform, remotely or even if present in the room).

Within 48 hours of the GSM, all user accounts created through the platform will be deleted.

By accessing the Platform and completing the vote in the application, the shareholder declares that they have decided to vote electronically. However, if the shareholder votes electronically and after this communicates the ballot to the technical secretariat, the vote cast by ballot will be taken into account.

BRD - Groupe Société Générale S.A. is not and cannot be held responsible for the impossibility of participation and voting by shareholders by electronic means, if the shareholder does not have the appropriate technical means (internet connection and one of the following electronic devices: computer, laptop, smartphone, tablet).

BRD - Groupe Société Générale S.A. does not provide its shareholders with the aforementioned necessary electronic devices.

The procedure for "The procedure on organizing and running the General Shareholders Meetings it is available on the website of the Bank (www.brd.ro, section Shareholders and Investors) both Romanian and English or can be obtained by the shareholders from the General Secretariat of the Bank (BRD Tower, 1-7 Bd. Ion Mihalache, code 011171, 1st district, Bucharest, tel. 021.301.61.31, 021.301.61.54, e-mail: investor@brd.ro), starting with the date of publishing of this Convening Notice.

If on December 14, 2023, the quorum provided by the law is not met, the Ordinary General Meeting of the Shareholders is called on December 15, 2023, at the same place and

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time and with the same reference date and the same agenda.

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

Giovanni Luca SOMA

Chairman

