
THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

On April 25, 2024, 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 April 12, 2024 (reference date)

Decision draft:

The Ordinary General Meeting of the Shareholders approves the election of Mr. Mathieu Jacques Paul Michel Mary VEDRENNE as director, for a four-year mandate, on the position which will become vacant in the Bank's Board of Directors starting to July 1st, 2024, following Mrs. Aurore Brigitte Micheline GASPAS's renunciation to her mandate as Director, and empowering Mrs. Liliana IONESCU - FELEAGĂ, independent member of the Bank's Board of Directors to sign, on behalf of the Bank, the Management Contract with him.

The appointment of Mr. Mathieu Jacques Paul Michel Mary VEDRENNE's as Director is subject to the National Bank of Romania's prior approval to start the fulfilment of her tasks, as per the legal provisions in force.

The four-year mandate starts running beginning with the 3rd working day after the reception of the National Bank of Romania prior approval.

CONTEXT

- Mrs. Aurore Brigitte Micheline GASPAS's renunciation to her mandate as Member of the Board Directors, starting to July 1st, 2024.
- Compliance with the eligibility criteria:
 - ✓ He is a person with over 23 years experience in banking field out of which over 19 years in management positions such as: Member of the SOCIETE GENERALE Group Management Committee (Since 2020), Head of SG Private Banking France – Paris (since 2019), Chief Commercial Officer, SG Private Banking France (2017 – 2019), Head of Wealth Management Solutions, SG Private Banking France (2015 – 2017), Deputy CEO of SG Private Banking Switzerland – Geneva, Member of the Executive Committee and Secretary to the Board of Directors (2012 – 2015), Chief of Staff to the Chairman & CEO of the Group, Frédéric Oudea (2008 – 2012), Strategic Studies Manager, Corporate Strategy Department of the Group (2005 - 2008).
 - ✓ Other functions occupied in banking field: Team Manager, General Inspection Department (2001 - 2005).
 - ✓ Other functions occupied in specialized field: Investor Manager for PriceLab in PriceWaterhouseCoopers (PwC) - Paris (2000 - 2001) and Senior Consultant, Banking and Insurance practice (1998 – 2000).
 - ✓ Currently, he is Deputy CEO of SG Private Banking (since 2023).
 - ✓ Other mandates in force in other companies: 3 mandates, all inside SG Group, as Member of the Board of directors of SOGECAP (Insurance subsidiary of SG Group, 4th Life insurance company in France), SOGEPROM (Real Estate subsidiary of SG Group , 13th real estate developer in France), and as Member of the Supervisory Committee of KWIPER digital platform of wealth planning.

- ✓ He has a Master in Physique from the “Ecole polytechnique fédérale de Lausanne – Switzerland (EPFL)”, as well as a Physique degree from the “Ecole supérieure de Physique et de Chimie industrielles de la Ville de Paris, France”. He is also a Lauréat promotion 2012 from the 40 under 40 - European Young Leader Program. In 2018, he obtained a Professional Certification from the French Financial Markets Authority (AMF). Finally, he is an Auditor / Promotion 2011 from the “Institut des Hautes Etudes de l'Entreprise (INHES) ”.
- ✓ 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.
- ✓ He has relevant theoretical and practical professional experience, fully aligned with the nature, dimension, and complexity of the banking activity.
- ✓ He fulfils the criteria of honourability and integrity requested by BRD.
- ✓ His professional experience and acquired expertise in Private Banking and consultancy/audit, the areas in which he activated, will be 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 and will maintain the gender diversity.
- ✓ The Board of Directors as a collective body meets the criteria for discharging its responsibilities in terms of functioning, the balance of knowledge, competence, number, diversity and experience.

Annex: Mr. Mathieu Jacques Paul Michel Mary VEDRENNE CV’s

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