
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 renewal of Mrs. Valerie Marcelle Paule VILLAFRANCA's mandate as director, for a four-year period, starting to July 13, 2024 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 her.

CONTEXT

- The expiry of Mrs. Valerie Marcelle Paule VILLAFRANCA's mandate as director starting to July 13, 2024;
- Compliance with the eligibility criteria:
- ✓ Mrs. Valerie Marcelle Paule VILLAFRANCA is a person with 30 years as strategy and business consultant of which over 25 years in top management positions such as Director - Head of Risk and Compliance practice for WESA region -Western Europe, South America and Africa in Boston Consulting Group (March 1st, 2014 - March 17, 2018); Managing Director - EMEA (Europe, Middle East and Africa), Head of Risk Management practice in Accenture (October 1st, 2010 - February 28, 2014); Managing Director - Founder and Global Head of Aon (May 1st, 2006 - September 30, 2010); Senior Manager in the Risk Management Practice in Ernst & Young, Paris (May 1st, 2002 - March 31, 2006), Manager in the Risk Management practice in Arthur Andersen, Paris (September 1st, 2000 - April 30, 2002), Manager in the business consulting practice - Head of Treasury services in Arthur Andersen, Paris (September 1st, 1998 - August 31, 2000).
- ✓ Other functions occupied are: Analyst in Business Consulting Practice on Arthur Andersen Neuilly sur Seine (September 1st, 1994– December 31, 1996); Consultant in Business Consulting Practice on Arthur Andersen Boston (January 1st, 1997 – June 30, 1998).
- ✓ In March 18, 2018, she joined Société Générale as Group Head KYC Transformation, CPLE/KTP Société Générale and she occupied this position until October 19, 2021.
- ✓ Currently, since October 20, 2021, she is Group Head of ESG Transformation (ESG by Design program).
- ✓ In BRD, since July 13, 2020, she holds the position of Member of the Board of Directors of BRD-Groupe Société Générale S.A.

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

- ✓ She graduated from Classe préparatoire aux grandes écoles, Lycée du Parc, Lyon (France) and has a Master degree in Finance on Paris IX Dauphine University and another Master in business administration with a specialization in Finance on Bordeaux Business School.
- ✓ She 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.
- ✓ She has relevant theoretical and practical professional experience, fully aligned with the nature, dimension and complexity of the banking activity.
- ✓ She fulfils the criteria of honourability and integrity requested by BRD.
- ✓ She proves involvement and commitment in fulfilling her responsibilities in the Board of Directors as Member and in the Nomination Committees in which she activates as Member.
- ✓ Her professional experience and acquired expertise in the areas of strategy and business, KYC and ESG in which she activated will be an important contribution to the overall competence of the Board of Directors and her presence in the Board of Directors' structure will bring a proper balance between know-how, skills, diversity, international experience and a higher level of the collective competence of the Board of directors.
- ✓ 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: Mrs. Valerie Marcelle Paule VILLAFRANCA CV's

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