
THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

On April 23, 2020, at 11:00 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 14 2020 (reference date)

Decision draft:

Extraordinary General Meeting of the Shareholders approves the amendment of the Articles of Incorporation of the Bank, according to the Annex, as well as the delegation of power to Mr. Francois BLOCH, CEO of the Bank, to sign the Addendum to the Articles of Incorporation and the updated form of the Articles of Incorporation.

The amendments of the Articles of Incorporation of BRD consist in:

- Adding the name and the address of Depozitarul Central on paragraph 2 of articles 8 in order to comply with the legal provisions of law 31/1990;
- updating the Bank's shareholding structure as at January 31, 2020 (paragraph 4 of articles 8);
- replacing in entire Articles of Incorporation, the references to Directive "Limits to approve loans and other commitments" with Directive "Management of credit authorities whiten BRD";
- amending and rewriting article 34 for a clearer definition of the presence and quorum required for the meetings of the Management Committee;
- the Annex to the Articles of Incorporation of BRD - Groupe Société Générale SA which includes the list of the members of the Board of Directors, is amended accordingly with the Decisions of the Ordinary General Shareholders Meeting, on April 23, 2020.

Annex: The amendments of the Articles of Incorporation of BRD

**Amendment of the Articles of Incorporation
of BRD-Groupe Société Générale S.A.**

1. *Paragraph 2 of article 8 is modified and rephrased and will read as follows:*

“ The shares are issued in dematerialized form and they are registered in the Bank’s shareholders’ registry kept by Depozitarul Central S.A., a private independent register company, headquartered in 34-36 Bd. Carol I, 8th floor, Sector 2, Bucharest, Romania. ”

2. *Paragraph 4 of article 8 is modified and rephrased and will read as follows:*

“The shareholding structure as at 31.01.2020 is the following:

1. **Société Générale S.A.**, headquartered at 29 Bd. Haussman, Paris, France, French juridical person, registered with the Register of Commerce and Companies in France under no. RCS Paris 55212022215342, holds 419,313,688 shares, i.e. 60.1683% of the share capital, namely RON 419,313,688;
2. **Fondul de Pensii Administrat Privat NN/NN Pensii S.A.F.P.P.**, headquartered in Str. Costache Negri, no. 1-5, Bucharest, Sector 5 Romania, holds 33,621,108 shares, i.e. 4.8244 %, namely RON 33,621,108;
3. **Societatea de Investiții Financiare Oltenia S.A.**, Craiova, Str. Tufănele, Bl. 313, jud. Dolj, a Romanian juridical person, holds 28,472,044 shares, i.e. 4.0855 %, of the share capital, namely RON 28,472,044 ;
4. **Societatea de Investiții Financiare Transilvania S.A.**, headquartered in Brasov, str. Nicolae Iorga no. 2, jud. Brasov, a Romanian juridical person, holds 22,703,889 shares, i.e. 3.2578 %, of the share capital, namely RON 22,703,889;
5. **FD de Pens Admin Priv AZT Viitorul Tau/ALLIANZ PP** headquartered in Emanoil Porumbaru Street No. 85-87, Bucharest, holds 20,669,958 shares, i.e. 2.9660 %, namely RON 20,669,958;
6. **Fond de Pensii Administrat Privat Metropolitan Life** headquartered in Bld. Lascar Catargiu, No. 47-53, Floor 4, Bucharest, Sector 1. Romania, holds 15,714,037 shares, i.e. 2.2548 %, namely RON 15,714,037;
7. **Societatea de Investiții Financiare Banat - Crișana S.A.**, headquartered in Arad, str. Calea Victoriei no. 33-35, jud. Arad, a Romanian juridical person, holds 13,615,497 shares, i.e. 1.9537 % of the share capital, namely RON 13,615,497;
8. **Norges Bank**, headquartered in Oslo, Bankplassen 2, P.O. BOX 1179 Sentrum, 010, 7 Norway, holds 10,221,451 shares, i.e., 1.4667%, %, namely RON 10,221,451;
9. **Fondul De Pensii Administrat Privat Vital/Aegon SAFRAP SA**, headquartered in Floresti , Jud Cluj, Str.Avram Iancu Nr. 506-508 Et.4, holds 7,724,897 shares, i.e. 1.1085 %, namely RON 7,724,897;
10. **DEDEMAN SRL**, headquartered in Bacau str.Alexei Tolstoi No.4 a Romanian juridical person, holds 5,969,577 shares, i.e. 0.8566 % of the share capital, namely RON 5,969,577;
11. **Other shareholders juridical persons** own together a number of shares 88,371,647, i.e. 12.6807 %, of the share capital, namely RON 88,371,647;
12. **Other shareholders natural persons** own together a number of shares 30,503,725 i.e. 4.3770%, of the share capital, namely RON 30,503,725.”

3. *In entire Articles of Incorporation, the references to Directive “Limits to approve loans and other commitments” will be replaced with Directive “Management of credit authorities whiten BRD”.*

4. *Article 34 is modified and rephrased and will read as follows:*

“ The Management Board meets regularly, at least every two weeks.

To validate the decisions of the Management Board, it is required the presence at least 5 members of the Management Board.

The Executive Officers attend to the meeting personally. The representation of the Executive Officer to the meetings is forbidden.

The members of the Management Board may also attend to the meeting by remote communication means (videoconference, conference call, etc.).

In exceptional cases, justified by the emergency of the situation and by the interest of the Bank, the decisions of the Management Board may be made by the written vote of the members, under the conditions of paragraphs 2 and 6 of this article, without it being necessary to call a meeting of the respective body, after they have been completely informed on the issues on the agenda.

The decisions of the Management Board shall be made with votes “FOR” of at least half of the members of the Management Board.

The CEO shall have the casting vote in case of tie of votes. “

5. *The Annex to the Articles of Incorporation of BRD - Groupe Société Générale SA which includes the list of the members of the Board of Directors, is amended accordingly with the Decisions of the Ordinary General Shareholders Meeting, on April 23, 2020.*