
THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

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

Decision draft:

The Extraordinary General Meeting of the Shareholders approves the amendment of the Articles of Incorporation of the Bank according to the Annex to the present meeting notice, as well as the delegation of power to Mrs. Maria Koytcheva ROUSSEVA, CEO of the Bank, to sign the Addendum to the Articles of Incorporation and the updated form of the Articles of Incorporation.

CONTEXT

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

- ✓ updating the Bank's shareholding structure as at January 31, 2024 (**paragraph 4 of articles 8**);
- ✓ **Article 27** is abrogated due to the entry into force of the provisions of "Law No. 265/2022 on the Trade Register and for the amendment and completion of other regulatory acts affecting the registration in the Trade Register" and the subsequent articles of the Articles of Incorporation are accordingly renumbered.
- ✓ **Article 29 lit. k)** on the power of the Board of Directors to amend the Articles of Incorporation is completed to cover all cases where, according to the power given by the General Shareholders Meeting, the Board of Directors adopts decisions having an impact on the Articles of Incorporation (e.g. appointment of an interim director).
- ✓ **Article 32 para. (6)** on the terms of office of the executive officers is amended for a more flexible approach. We propose to specify that the duration of the first term of office of the executive officer is of "a maximum four -years" instead of "a four-year mandate" as it is in the current Articles of Incorporation mentioned and to maintain the stipulation that directors are re-eligible;
- ✓ Abrogating **letters b) and c) from Article 33** regarding the competence of the Management Committee to approve: "b) the interest rates applied to the Bank's resources and placements and c) the rates and fees in RON and foreign currency", considering that there is no express provision in this respect in the legislation.

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

- ✓ **Article 34** regarding the functioning of the Management Committee is amended by taking into account the current number of members (7 members - 1 CEO and 6 Deputy CEO starting to November 24, 2023). We propose to modify the presence and number of votes required for valid adoption of decisions in the Management Committee as follows - To validate the decisions of the Management Committee, it is required the presence at least 4 members of the Management Committee instead of 5 members as it is currently and the decisions of the Management Committee shall be made with votes "FOR" of at least four members of the Management Committee instead of at least half of the members of the Management Committee as it is currently.
- ✓ **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 called on April 25, 2024.

Annex: The amendments of the Articles of Incorporation of BRD.

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

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

I. Article 8 Paragraph (4) is modified and rephrased and will read as follows:

“The shareholding structure as at 31.01.2024 is the following:

- 1. Société Générale S.A.**, headquartered at 29 Bd. Haussman, Paris, France, holds 419,314,808 shares, i.e. 60.1684% of the share capital, namely RON 419,314,808;
- 2. Fondul de Pensii Administrat Privat NN/NN Pensii S.A.F.P.A.P. S.A.**, headquartered in Str. Costache Negri, no. 1-5, Bucharest, Sector 5 Romania, holds 38,774,537 shares, i.e. 5.5638 %, namely RON 38,774,537;
- 3. Fondul de Pensii Administrat Privat AZT Viitorul Tau** headquartered in Str. Buzești no. 82-94, Floor 12 (Partial), Cod 011017, Bucharest, Sector 1, holds 28,910,513 shares, i.e. 4.1484 %, namely RON 28,910,513;
- 4. INFINITY CAPITAL INVESTMENTS S.A.**, headquartered in Str. Tufanele no.1, Craiova, Jud. Dolj, . , holds 27,533,076 shares, i.e. 3.9508 %, respectiv RON 27,533,076;
- 5. Fond de Pensii Administrat Privat Metropolitan Life** headquartered in Bld. Lascar Catargiu, No. 47-53, Floor 4, Bucharest, Sector 1, Romania, holds 24,836,772 shares, i.e. 3.5639 %, namely RON 24,836,772;
- 6. Transilvania Investments Alliance S.A.**, headquartered in Brasov, str. Nicolae Iorga no. 2, jud. Brasov, a Romanian juridical person, holds 13,992,893 shares, i.e. 2.0079 %, of the share capital, namely RON 13,992,893;
- 7. LION CAPITAL 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. Fondul de Pensii Administrat Privat Vital/Aegon SAFPP**, headquartered in Village Floresti, Commune Floresti, Jud Cluj, Str.Avram Iancu No. 506-508 Et.4, holds 12,000,000 shares, i.e. 1.7219 %, namely RON 12,000,000;
- 9. Fondul de Pensii Administrat Privat ARIPI**, headquartered in Bucharest, Place Charles De Gaulle No.15, Floor 6, sector 1, holds 10,517,489 shares, i.e. 1.5092 %, namely RON 10,517,489 lei;
- 10. Fondul de Pensii Administrat Privat BCR**, headquartered in Sos. Orhideelor,cam.E2.01,E2.02,E2.03,E2.04,E2.05,AS1D7 15D The Bridge, Bucuresti, Sector 6 , holds 8,161,321 shares, i.e., 1.1711%, namely RON 8,161,321;
- 11. Other shareholders juridical persons** own together a number of shares 59,038,055 i.e. 8.4716% of the share capital, namely RON 59,038,055;
- 12. Other shareholders natural persons** own together a number of shares 40,206,557 i.e. 5.7693 %, of the share capital, namely RON 40,206,557.”

- II. *Article 27 is abrogated* as a result of the entry into force of the provisions of “Law No. 265/2022 on the Trade Register and for the amendment and completion of other regulatory acts affecting the registration in the Trade Register and the subsequent articles of the Articles of Incorporation are accordingly renumbered”.
- III. *Article 32 litter k) is amended as follows:*
“k) Approves the modification of the Articles of Incorporation following the resolutions of the Board of Directors **which amends the Articles of Incorporation based on the powers specified on the Articles of Incorporation** and of the provisions of art. 137² of the Companies Law n°. 31/1990;”
- IV. *Article 32 paragraph 6 is amended as follows:*
“The executive officers term of office is set by the Board of Directors. The term of office of the first mandate is of maximum 4 years and they may be re-elected.”
- V. *Article 33 litters b) and c) are abrogated.*
- VI. *Article 34 is amended 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 4 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 4 of the members of the Management Board.”
- VII. *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 25, 2024.*