
THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

On April 27, 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 April 13, 2023 (reference date)

Decision draft:

The Ordinary General Meeting of the Shareholders approves the election of Mrs. Veronique SCHREIBER LOCTIN as director, for a four-year mandate, and empowers the Chairman of the Bank's Board of Directors to sign, on behalf of the Bank, the Management Contract with her. Mrs. Veronique SCHREIBER LOCTIN was appointed as Interim Director through the Board of Directors decision no. 454 /02.08.2022, following Mrs. Maria Koytcheva ROUSSEVA's renunciation to her mandate as Director.

The appointment of Mrs. Veronique SCHREIBER LOCTIN 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. Maria Koytcheva ROUSSEVA renunciation to her mandate as member of the BRD's Board of Directors starting with June 9, 2022.
- The Board of Directors decision no. 454 /02.08.2022 regarding the nomination of Mrs. Veronique SCHREIBER LOCTIN as Interim member of the BRD's Board of Directors following Mrs. Maria Koytcheva ROUSSEVA's renunciation.
- Mrs. Veronique SCHREIBER LOCTIN's NBR approval as Interim member of the BRD's Board of Directors and the entry into force of her mandate starting to January 5, 2023.
- The provision of art. 137² of the Companies Law 31/1990: "If one or several director positions are vacant and the Articles of Incorporation do not provide otherwise, **the Board of directors shall appoint new interim directors until the Ordinary General Shareholders Meeting is held**".
- Compliance with the eligibility criteria:
- ✓ *Mrs. Veronique SCHREIBER LOCTIN is a person with over 36 years experience in banking field, in Societe Generale, in management positions such as: Co-Head of Coverage France, Member of Societe Generale Group Management Committee (January 2021-March 2022), Head of Corporate Accounts for Societe Generale Retail Banking in France, Member of Societe Generale Group Management Committee (July 2018 –December 2021), General Delegate of the Regional Direction of Lille, France (June 2014 –June 2018), Chief Operating Officer of Societe Generale Retail Banking Activities in France (October 2010 to May 2014), Director of Trade Services within Societe Generale Global Transaction and Payment Services (2007 to September 2010), Commercial Director of Corporate Clients for the French Retail Network (2003 to 2007), Commercial Director of Corporate Clients within SG Chambéry Branch (2000 to 2003), Corporate Relationship Manager within SG Grenoble Branch (1997 to 2000), Head of Oil and Metals structured Financing – Corporate and Investment Banking (1993 to 1997), Head of Multisource Export Financing - Corporate and Investment Banking (1987 -1993).*

- ✓ *Currently, she is Head of CSR Program for the New Retail Banking in France, Member of Societe Generale Group Committee, since April 2022.*
- ✓ *Also, she has non-executive mandates as Member of the Supervisory Board of Société Générale Algérie (company specialised in retail banking), as member of the Supervisory Boards of Genefim & Sogefimur (companies specialised in leasing) and as member of the Supervisory Committee of Lumo Gba 3.*
- ✓ *Since January 5, 2023, she holds the position of Interim Member of the Board of Directors of BRD-Groupe Société Générale S.A.*
- ✓ *She has a master's degree of science at Ecole de Management de Lyon (EM Lyon), specialization finance, accounting, economy, marketing.*
- ✓ *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.*
- ✓ *Her professional experience and acquired expertise in retail and her involvement in the CSR program will bring 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, local and international experience, a higher level of the collective competence of the Board of Directors and will improve the gender diversity.*

Annex: Mrs. Veronique SCHREIBER LOCTIN CV's

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