
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 Mrs. Delphine Mireille GARCIN - MEUNIER as director, for a four-year mandate, 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. Mrs. Delphine Mireille GARCIN - MEUNIER was appointed as Interim Director through the Board of Directors decision no. 507/07.12.2023, following Mr. Giovanni Luca SOMA's renunciation to his mandate as Director and Chairman of the Board of Directors.

The appointment of Mrs. Delphine Mireille GARCIN - MEUNIER 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

- The Board of Directors decision no. 507/07.12.2023 regarding the nomination of Mrs. Delphine Mireille GARCIN - MEUNIER as Interim member of the BRD's Board of Directors following Mr. Giovanni Luca SOMA renunciation to his mandate as Director and Chairman of the Board of Directors, starting with December 8, 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:
 - ✓ She is a person with 25 years' experience in financial- banking field out of which over 20 years in management positions in Société Générale such as: Head of Mobility, International Retail Banking & Financial Services (MIBS) and Member of the Group Executive Committee (starting to May, 2023); Head of Group Strategy, Member of the Group Strategic Committee and of the Group Management Committee (November 2020 to May 2023); Group Head of Investor Relations, Financial Communication and Rating (March 2017 to November 2020); Managing Director Group Strategy & Development (2015 to March 2017); Managing Director Corporate Finance (2013 - 2015); Director Corporate Finance (2008 to 2013); Vice – President Equity Capital Markets (2004-2008).
 - ✓ Other positions occupied: Equity Capital Markets in Société Générale Associate (2001- 2004) and Associate –Corporate Finance Rothschild (1999 - 2001).
 - ✓ Currently she is Head of Mobility, International Retail Banking & Financial Services (MIBS) and Member of the Group Executive Committee (starting to May 2023).

- ✓ Other mandates in force in companies from SG Group: Member of the Board of Directors of Ayvens (previously ALD Automotive, a Société Générale subsidiary specialized in automotive operational leasing and fleet management, since November 2019), Chairman of Komerčni Banka Supervisory Board (since February, 2024).
- ✓ She has a Master's degree in International Finance from HEC School of management and a DEA in Econometrics from the University of Paris, Panthéon Sorbonne.
- ✓ 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 financial markets and Group's strategy 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. Delphine Mireille GARCIN - MEUNIER CV's

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