

According to art. 117<sup>1</sup> from Law no. 31/1990 on companies, republished, subsequently amended and supplemented, Law no. 24/2017 regarding the issuers of financial instruments and market operations and Regulation no. 5/2018 on issuers and operations with securities.

And considering the request for amending the agenda of the Ordinary General Meeting of the Shareholders of BRD-GROUPE SOCIETE GENERALE S.A. on April 25, 2024, at 10:00 A.M., submitted on March 20, 2024 and March 21, 2024 by the shareholder Societe Generale SA, holding 60.1684% of the share capital of the company

**The Board of Directors of BRD-GROUPE SOCIETE GENERALE S.A.**  
which met on April 09, 2024, at 10:30 A.M., completes and republishes the agenda of  
**THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS AND**  
**THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS**

On April 25, 2024, at 10:00 A.M. and 11:00 A.M., respectively,  
at BRD Tower, 1-7 Bd. Ion Mihalache, 1<sup>st</sup> district, Bucharest (1<sup>st</sup> floor, Auditorium Room)  
for all the shareholders registered with the Shareholders' Register  
by the end of April 12, 2024 (reference date), as follows:

**ORDINARY GENERAL MEETING OF THE SHAREHOLDERS:**

1. Electing Mrs. Camelia Daniela APETREI, shareholder of BRD - Groupe Societe Generale S.A., and, in her absence, Mrs. Mariana DINU, to ensure the secretariat of the Ordinary General Shareholders' Meeting.
2. Approval of the individual and consolidated annual financial statements, prepared according to International Financial Reporting Standards, as adopted by the European Union, for the financial year ended as at December 31, 2023, accompanied by the Annual Board of Directors' Report at individual and consolidated level as well as by the financial auditor report.
3. Approval of the executive officers' and non-executive directors 'remuneration report for the financial year 2023.
4. The Directors' discharge for the fiscal year 2023.

5. Approval of the profit distribution and setting of the dividend for 2023:
  - 5.1. Approval of the distribution as dividends of the amount of LEI 980,540,436, representing 60% from the financial result of 2023 (the gross dividend proposed is of 1.4070 lei / share). The dividends will be paid on June 6, 2024 and the deferred payment date will be November 29, 2024. *(The Board of directors' proposal.)*
  - 5.2. Approval of the distribution as dividends of the amount of LEI 817,117,030, representing 50% from the financial result of 2023 (the gross dividend proposed is of 1.17250 lei / share). The dividends will be paid on June 6, 2024 and the deferred payment date will be November 29, 2024. *(The shareholder Societe Generale SA's proposal.)*
6. Approval of the income and expenditure budget for 2024 and of the Business Plan for the fiscal year 2024.
7. Approval of the executive officers' and non-executive directors' remuneration policy.
8. Approval of the remuneration due to the directors for the fiscal year 2024, as well as of the general limits for the directors' remunerations and the officers' remunerations.
9. Electing 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.
10. Electing Mrs. Maria Koytcheva ROUSSEVA 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. Maria Koytcheva ROUSSEVA was appointed as Interim Director through the Board of Directors decision no. 507/07.12.2023, following Mr. Francois BLOCH's renunciation to his mandate as Director.

The appointment of Mr. Maria Koytcheva ROUSSEVA 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.

11. Electing Mr. Mathieu Jacques Paul Michel Mary VEDRENNE as director, for a four-year mandate, on the position which will become vacant in the Bank's Board of Directors starting to July 1st, 2024, following Mrs. Aurore Brigitte Micheline GASPARD's renunciation to her mandate as Director, 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 him.

The appointment of Mr. Mathieu Jacques Paul Michel Mary VEDRENNE's 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.

12. Renewal 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.

13. Renewal Mr. Jean – Pierre Georges VIGROUX's mandate as director, for a four-year period, starting to May 30, 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 him. *(The shareholder Societe Generale SA proposal.)*

14. Designation of Mr. Jean – Pierre Georges VIGROUX as independent director. *(The shareholder Societe Generale SA proposal.)*

15. Appointment of PricewaterhouseCoopers S.R.L., headquartered in Bucharest, District 1, Bd. Poligrafiei no. 1A, Ana Tower, floor 24/3, EUID ROONRC.J40/17223/1993, C.I.F. RO4282940, as financial auditor of the Bank for the financial years 2024 – 2026.

16. Approval of the date of May 16, 2024 as ex date.

17. Approval of the date of May 17, 2024 as registration date, in order to identify the shareholders that will receive dividends or other rights and who will be affected by the decisions of the ordinary general meeting of shareholders.

**EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS:**

1. Electing Mrs. Camelia Daniela APETREI, shareholder of BRD - Groupe Societe Generale S.A. and in her absence, Mrs. Mariana DINU, to ensure the secretariat of the Extraordinary General Shareholders' Meeting.
2. Maintaining the decisions approved by Decision no. 2 of the Extraordinary General Meeting of Shareholders no. 133 dated February 16th, 2023 on the issuance of Additional Tier 1 instruments and maintaining the decisions approved by Decision no. 3 of the Extraordinary General Meeting of Shareholders no. 133 dated February 16th, 2023 on mandating the Board of Directors to determine the specific terms and conditions of the Loans and to carry out all operations and/or procedures relating to the implementation of the decisions adopted by Decision no. 2 mentioned above.
3. Approval of 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.
4. Approval of the date of May 16, 2024 as ex date.
5. Approval of the date of May 17, 2024 as registration date, in order to identify the shareholders who are affected by the decisions of the extraordinary general meeting of shareholders.

**Documents related to the General Meeting of the Shareholders**

Starting to March 18, 2024, the Convening notice, the full text of the informative documents and materials with regard to the matters on the agenda, the documents that are to be presented to the ordinary and extraordinary general meetings of the shareholders, the decision drafts for each point on the agenda and the information sheet with the name, locality of domicile and professional qualification of the candidates proposed for the positions of director are available on the website of the Bank ([www.brd.ro](http://www.brd.ro), section Shareholders and Investors) both Romanian and English or can be obtained by the shareholders from the General Secretariat of the Bank (BRD Tower, 1-7 Bd. Ion Mihalache, code 011171, 1<sup>st</sup> district, Bucharest, tel. 021.301.61.31, 021.301.61.54, e-mail: [investor@brd.ro](mailto:investor@brd.ro)).

The share capital of BRD-Groupe Société Générale S.A. is represented by 696,901,518 nominal shares, each held share giving right to one vote in the general meeting of the shareholders.

**Propositions of the shareholders regarding the General Meetings of the Shareholders**

The shareholders who represent, either individually or jointly, at least 5% of the share capital are entitled:

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Bdul. Ion Mihalache nr. 1-7,  
011171 București, România  
Tel:+4021.301.61.00  
Fax:+4021.301.66.36  
<http://www.brd.ro>

BRD-Groupe Société Générale S.A.  
CAPITAL SOCIAL ÎN RON: 696.901.518 lei;  
R.C. J40/608/19.02.1991; RB - PJR - 40 - 007 /18.02.1999;  
C.U.I./C.I.F. RO361579  
Atestat CNVM nr. 255/06.08.2008, înregistrată în  
Registrul Public al CNVM cu nr. PJR01INCR/400008

- i) To introduce new matters on the agenda of the general meetings, provided that each matter is accompanied by a justification or by a decision draft proposed to be adopted by the general meeting, no later than April 2, 2024, 5.00 P.M.;
- ii) To present decision drafts for the matters included or proposed to be included on the agenda of the general meeting, no later than April 2, 2024, 5.00 P.M.;

The shareholders are entitled to make other propositions for the position of director until March 21, 2024, 5.00 P.M. The propositions will be accompanied by information on the name, locality of domicile and professional qualification of the persons proposed for the respective position.

Also, the shareholders who represent, either individually or jointly, at least 10% of the share capital are entitled to propose the application of the cumulative voting method for the election of the members of the Board of Directors, no later than April 2, 2024, 5.00 P.M.

If necessary, the revised agenda will be published on April 11, 2024, according to the legal provisions in force.

#### **Questions related to the General Meetings of the Shareholders**

Each shareholder is entitled to ask questions regarding the matters on the agenda of the general meetings. The answer will be presumed as provided as long as the pertinent information will be posted on the BRD website, section Shareholders and Investors, in format question - answer.

According to the provisions of Law no. 24/2017 *on issuers of financial instruments and market operations, with subsequent amendments and completions*, BRD processes personal data of:

- shareholders, in order to identify its shareholders, to communicate with them directly, to facilitate the exercise of shareholders' rights and their involvement in the General Shareholders Meetings of the Bank.
- persons who have ceased to be shareholders, for other purposes, according to the regulations in force, such as to ensure an adequate record to allow the history of transfers of ownership of BRD shares, to maintain the necessary records regarding meetings including the validity of its resolutions, for the fulfilment by BRD of its obligations regarding the payment of dividends or any other amounts to be paid to former shareholders, taking into account, where appropriate, the limitation periods stipulated by the legislation in force.

The right to submit questions and the Company's obligation to respond shall be subject to the protection of confidentiality and business interests of the Company.



To identify themselves and prove their capacity of shareholders, the persons who make proposals or ask questions will enclose the following documents issued by the Central Depository or by the participants defined at art. 2 paragraph (1) point 19 of Regulation (EU) No 909/2014 of the European Parliament and of the Council of 23 July 2014 on improving securities settlement in the European Union and on central securities depositories and amending Directives 98/26/EC and 2014/65/EU and Regulation (EU) No 236/2012, which provide custody services:

- A statement of account from the shareholders registry certifying the quality of shareholder and the number of shares;
- Documents certifying that the legal representative was registered to the Central Depository /the respective participants;

If the juridical person shareholders/entity without legal personality did not inform the Central Depository of his legal representative (so that the shareholders' registry at the reference date reflects that), the shareholder must provide also: a confirmation of company details issued by the Trade Register / any other document issued by a relevant authority in the state where the shareholder is legally incorporated, attesting the capacity of legal representative of the signatory of such proposal / questions, and sent in original or as certified true copy.

The documents attesting the capacity of legal representative drafted in a foreign language other than English will be accompanied by a translation into Romanian or English made by a certified translator. The notarisation or apostil is not required for the documents drafted in a foreign language.

The shareholders' proposals and questions, as well as the documents attesting that the conditions for exercising these rights have been met will be transmitted:

- Either as an original document signed by hand, sent by mail or courier services, to the BRD Tower (Bd. Ion Mihalache nr. 1-7, cod 011171, sector 1, Bucharest – General Secretariat), in a closed envelope, bearing the mention written in capital letters: “For the General Meetings of the Shareholders of April 25, 2024– Proposals” or “For the General Meetings of the Shareholders of April 25, 2024– Questions”;
- Or as a document signed electronically, with an extended electronic signature, as per Law no. 455/2001 regarding the electronic signature - by e-mail - at the address [investor@brd.ro](mailto:investor@brd.ro), indicating as the email title: “For the General Meetings of the Shareholders of April 25, 2024– Proposals” or “For the General Meetings of the Shareholders of April 25, 2024 – Questions”.

**Participation in the General Meetings of the Shareholders**

The reference date is April 12, 2024. Only the shareholders registered on such date in the Shareholders' Register held by the Central Depository may participate in, and vote at the General Meetings of the Shareholders on April 25, 2024.

The shareholders (natural and juridical persons) may participate in the General Meetings as follows:

- in person, if the shareholder is a natural person or represented by the legal represent, if the shareholder is a juridical person;
- may be represented by other persons (including by other persons than the other shareholders), based on a special power of attorney or, as the case may be, general power of attorney or by a credit institution providing custody services if it submits to BRD a declaration on its own risk, signed by the legal representative of the credit institution

The shareholders may be represented by a credit institution that provides custody services, which may vote in the general meeting of the shareholders based on the voting instructions received by means of electronic communication, without being necessary the drafting of a special or general proxy. The custodian votes in the general meeting of shareholders exclusively according to and within the limits of the instructions received from their clients that are shareholders on the reference date.

The credit institution may participate and vote at the GMS, provided that it submits to BRD a declaration on its own risk, signed by the legal representative of the credit institution, stating:

- clearly the name of the shareholder on behalf of which the credit institution participates and votes in the GMS;
- the credit institution provides custody services to that shareholder.

The declaration mentioned above must reach the Bank in original signed and stamped, if necessary, by April 23, 2024, 09:00 A.M. for the Ordinary General Shareholders Meeting, respectively by April 23, 2024, 10:00 A.M. for the Extraordinary General Shareholders Meeting, without further formalities in relation to its form. In this particular case the Bank accepts the declaration without requesting any other documents relating to the identification of the shareholder.

The shareholders, personal or represented, may vote on the Ordinary and Extraordinary General Shareholders Meetings:

- by correspondence, according to art. 208 paragraph 2 of FSA Regulation no. 5/2018 on issuers and operations with securities. If the votes are cast electronically, BRD will send electronic confirmations of receipt of the votes.
- by electronic means using the platform [AGABRD.VOTING.ro](http://AGABRD.VOTING.ro)

The shareholders and the legal representatives of juridical person shareholders/entity without legal personality will prove their capacity based on the list provided by the Central Depository to the Bank for the reference date.

a) Natural persons participation

The documents necessary for natural persons to participate in the general meeting of the shareholders are:

- if the shareholder comes in person: the identity papers in the period of validity (*the identity card -old or new format- for Romanian citizens; passport / identity card for EU citizens; passport for non-EU citizens*);
- if the shareholder is represented by another person: the special power of attorney or as the case may be, general power of attorney and the representative's identity papers.

b) Participation by juridical persons

The representatives of the juridical person shareholders will prove their capacity as follows:

- i. the legal representative – if the shareholder did not inform the Central Depository of his legal representative, will prove his capacity based on a confirmation of company details issued by the Trade Register / any other document issued by a relevant authority in the state where the shareholder is legally incorporated, attesting their capacity of legal representative, sent in original or as certified true copy.

The documents attesting the capacity of legal representative drafted in a foreign language other than English will be accompanied by a translation into Romanian or English made by a certified translator. The notarisation or apostil is not required for the documents drafted in a foreign language.

- ii. the person to whom the power of representation was delegated – if the shareholder did not inform the Central Depository on the person to whom the power of representation was delegated, will present the special power of attorney or, as the case may be, general power of attorney signed by the legal representative of the respective juridical person and the document above-mentioned under point (i).

The natural person who attends the General Meeting of the Shareholders as representative of a juridical person shareholder will be identified based on their identity papers.

c) Other provisions

The person appoint as shareholder's legal representative must have the exercise capacity.

A shareholder may designate only one person to represent him/her in the general meeting. However, if a shareholder holds BRD shares in several securities accounts, this restriction will not prevent him/her to appoint one representative for each securities account for the general meeting.



A shareholder may designate by special power of attorney one or more suppliants for the person designated as him/her representative, and will established the order in which they will exercise their mandate.

A person may be designated as representative for one or more shareholders. The legislation did not limit the number of shareholders so represented.

d) Form of power of attorney and the forms of vote by correspondence

Starting to March 18, 2024, the forms of special power of attorney and the forms of vote by correspondence, both in Romanian and in English, can be obtained on the website of the Bank, under the Shareholders and Investors section, or at the General Secretariat of the Bank, located at the address specified above under the chapter “Documents related to the General Meeting of the Shareholders”.

**The general power of attorney** must contain the information mentioned at Article 202 of Regulation no. 5/2018 on issuers of financial instruments and market operations.

A shareholder may grant a general power of attorney, valid for a period of maximum 3 years, if the parties have not expressly stipulated for a longer period, allowing his/her representative to vote on all issues on the agenda of the general meetings of shareholders, including disposal acts.

The general power of attorney shall be given by the shareholder acting as customer, to an intermediary defined according to the provisions of art. 2 para. (1) point 19 of Law no. 24/2017 on issuers of financial instruments and market operations or to a lawyer who is not in a conflict of interests which may in particular arise where such person:

- a. is a majority shareholder of the Bank, or is another entity controlled by such shareholder;
- b. is a member of the administrative, management or supervisory body of the Bank, or of a controlling shareholder or controlled entity referred to in letter a);
- c. is an employee or an auditor of the Bank, or of a controlling shareholder or controlled entity referred to in letter a);
- d. is the spouse, relative or affine up to the fourth degree of any of the natural persons referred to in letters a) –c).

The general power of attorney will be valid without any other additional documents related to the shareholder, if is signed by hand by the shareholder and is accompanied by an affidavit, in original, signed and, as the case may be, stamped, by the legal representative of the intermediary or the lawyer, certifying that:

- i. The general power of attorney is given by the shareholder, acting as customer, to an intermediary or as the case may be, to the lawyer;

- ii. The general power of attorney is signed by the shareholder, including signed electronically, with an extended electronic signature, if the case may be;

The special or general powers of attorney / the forms of vote by correspondence shall be sent in Romanian or in English as follows:

- Either as an original document signed by hand, sent by mail or courier services, to the BRD Tower (Bd. Ion Mihalache nr. 1-7, cod 011171, sector 1, Bucharest – General Secretariat), in a closed envelope, bearing the mention written in capital letters: “For the General Meetings of the Shareholders of April 25, 2024 –Power of Attorney” or “For the General Meetings of the Shareholders of April 25, 2024 – Vote by correspondence”;
- Or as a document signed electronically, with an extended electronic signature, as per Law no. 455/2001 regarding the electronic signature - by e-mail - at the address [investor@brd.ro](mailto:investor@brd.ro), indicating as the email title: “For the General Meetings of the Shareholders of April 25, 2024 – Power of Attorney” or “For the General Meetings of the Shareholders of April 25, 2024 –Vote by correspondence”.

**Special powers of attorney / the forms of vote by correspondence** shall include the information specified in the form of special power of attorney / the forms of vote by correspondence made available by BRD and shall indicate the vote for each matter on the agenda.

For the items on the agenda, for which secret vote will be applied, shall be used the forms of special power of attorney/ vote by correspondence dedicated to these items, made available also by the Company in order to fulfil the legal provisions on the moment of revealing the secret vote.

The shareholders are asked to take into account that new matters can be added to the agenda of the general meetings, in which case the updated agenda will be published on April 11, 2024. In this case, the forms of special powers of attorney / the forms of vote by correspondence will be updated and made available to the shareholders on April 11, 2024. In addition, if there are propositions for the application of the cumulative voting method, the forms of special powers of attorney / the forms of vote by correspondence will be updated and made available to the shareholders on April 11, 2024.

In case of physical participation in the room of the person to whom the power of representation has been delegated, the general power of attorney may be submitted before its first use, in copy, with the mention of conformity with the original under the signature of the representative and at the General Meetings of Shareholders on April 25, 2024, the person to whom the power of representation has been delegated will present the original for verification. The general power of attorney must reach the Bank as follows: until April 23, 2024, at 09:00 A.M., in case of participation in the Ordinary General Meeting of Shareholders,

respectively until April 23, 2024, at 10.00 A.M. for participation in the Extraordinary General Meeting of Shareholders.

In case of participation by correspondence, to the General Meetings of the Shareholders, and if it is the first use of the general power of attorney, it must reach the Bank, in original, signed, and as the case may be, stamped, as follows: by April 23, 2024, 09:00 A.M. for the Ordinary General Meeting of Shareholders, respectively until 10.00 A.M. for participation in the Extraordinary General Meeting of Shareholders under sanction of loss of the voting right through representative / by correspondence in the general meetings, according to the law.

In case of participation by correspondence to the General Meetings of the Shareholders, and if it is not the first use of the general power of attorney, it must reach the bank in copy, with the mention of conformity with the original under the signature of the representative until April 23, 2024, 09:00 A.M., for the Ordinary General Meeting of Shareholders, respectively until 10.00 A.M. for the Extraordinary General Meeting of Shareholders.

In case of participation by correspondence to the General Meetings of the Shareholders, the Special Power of Attorney and the Correspondence Voting Form for the Ordinary General Meeting of Shareholders must reach the bank in original, signed and, as the case may be, stamped, until April 23, 2024, at 09:00 A.M., respectively the special power of attorney and the voting form by correspondence for the Extraordinary General Meeting of the Shareholders must reach the bank in original, signed and, as the case may be, stamped, until April 23, 2024, at 10:00 A.M., under sanction of loss of the voting right through representative / by correspondence in the general meetings, according to the law.

e) Electronic vote using AGABRD.VOTING.ro platform, so on called "The Plarform"

Voting by electronic means in General Meetings of Shareholders will be possible only under the conditions of proper compliance with the provisions of Law no. 31/1990 on companies, republished, as amended and supplemented, as well as with the special provisions of Law no. 24/2017 and Regulation 5/2018, including those relating to the application of the cumulative voting method.

Shareholders registered in the Register of Shareholders of BRD kept by the Central Depository S.A. on the reference date, may participate and vote at the General Meetings of Shareholders by using electronic means of voting, both in circumstances where shareholders are not physically present at the meeting and in circumstances where shareholders are physically present at General Meetings of Shareholders. Voting shall be carried out through an online web platform subject to the requirements and constraints necessary to ensure the identification of shareholders and the security of electronic communication and only to the extent that they are proportionated to the achievement of those objectives.

Online voting involves:

- a. The existence of a voting system, both before and during the GSM, that does not require the appointment of a representative to be physically present at the meeting;
- b. Real-time broadcasting of General Meetings of shareholders in audio/video format, bilingual Romanian-English;
- c. The existence of real-time two-way communication, allowing shareholders to address the general meetings remotely and to formulate in writing, in the dedicated section, questions/questions on each of the items on the agenda;
- d. View the agenda and supporting documents;
- e. Exercise any type of vote (secret, open, simple, cumulative);
- f. Ensuring subsequent verification of the way in which was voted in the meeting and the possibility for each shareholder present at the meeting to verify the vote cast;
- g. Allowing the calculation of the quorum and the voting results.

In order to exercise their voting rights electronically, the BRD's shareholders have at their disposal The Platform, which is accessible by clicking the following link registration: [AGABRD.VOTING.ro](http://AGABRD.VOTING.ro).

- h. Access to the web platform (hereinafter referred to as the "Platform") can be done through available electronic means (computer, laptop, smartphone, tablet) with an internet browser installed.

Access to electronic voting of shareholders, individuals and legal entities (through their legal representative), is based on the access elements specific to each shareholder, namely registering an account, entering a valid e-mail address and creating a password, as well as completing the dedicated identification fields. In order to participate and submit votes via the platform, the shareholder must create a user account (user and password).

For authentication, shareholders will fill in the fields with the following information:

- **In the case of individuals:** Name and surname, email address, personal numerical code and telephone number. For validation of the account by the technical secretariat, the shareholder will attach to the platform a copy of his/her identity document (identity card, identity card, passport, residence permit) and documents proving that the requirements for participation by proxy, as set out above, have been met.

- **In the case of legal entities:** name of the legal entity, unique registration code (CUI), name and surname of the legal representative, personal number code of the legal representative, e-mail address, telephone number. For the validation of the account by the technical secretariat, the shareholder shall attach a copy of the identity document of the legal representative (identity card, identity card, passport, residence permit) to the platform.

Turn BRD  
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<http://www.brd.ro>

BRD-Groupe Société Générale S.A.  
CAPITAL SOCIAL ÎN RON: 696.901.518 lei;  
R.C. J40/608/19.02.1991; RB - PJR - 40 - 007 /18.02.1999;  
C.U.I./C.I.F. RO361579  
Atestat CNVM nr. 255/06.08.2008, înregistrată în  
Registrul Public al CNVM cu nr. PJR01INCR/400008

If the shareholder has not provided the Central Depository with the information on the legal representative, the shareholder shall also submit a certificate issued by the Trade Register / any other document issued by a competent authority in the country where the shareholder is legally registered, attesting his status as legal representative.

Documents submitted in a language other than English must be accompanied by a certified translation into Romanian or English.

The above-mentioned documents will be uploaded in the Platform, in the dedicated fields. The up loadable files can have one of the following extensions: .jpg, .pdf, .png.

Accounts can be created starting to April 17, 2024. At the time of account creation, the user will receive an email confirming registration on the Platform and account activation.

After receiving the shareholders' registry from the Central Depository, the Technical Secretariat will verify the concordance of the data of the shareholders who have created accounts on the Platform with the data registered in the shareholders' registry. If data are consistent, an email confirming the acceptance of participation in the GSM will be automatically sent via the Platform.

After receiving the message accepting participation in the GSM, shareholders can log in to the Platform and vote on the items on the agenda online before the date of the GSM and also participate and vote live during the GSM (via the Platform, remotely or even if present in the room).

Within 48 hours of the General Meetings of Shareholders, all user accounts created through the platform will be deleted.

By accessing the Platform and completing the vote in the application, the shareholder declares that they have decided to vote electronically. However, if the shareholder votes electronically and after this communicates the ballot to the technical secretariat, the vote cast by ballot will be taken into account.

BRD - Groupe Société Générale S.A. is not and cannot be held responsible for the impossibility of participation and voting by shareholders by electronic means, if the shareholder does not have the appropriate technical means (internet connection and one of the following electronic devices: computer, laptop, smartphone, tablet).

BRD - Groupe Société Générale S.A. does not provide its shareholders with the aforementioned necessary electronic devices.

"The procedure on organizing and running the General Shareholders Meetings" it is available on the website of the Bank ([www.brd.ro](http://www.brd.ro), section Shareholders and Investors) both Romanian and English or can be obtained by the shareholders from the General Secretariat of the Bank (BRD Tower, 1-7 Bd. Ion





GRUPE SOCIETE GENERALE

Mihalache, code 011171, 1st district, Bucharest, tel. 021.301.61.31, 021.301.61.54, e-mail: investor@brd.ro), starting to the date of publishing of this Convening Notice.

If on April 25, 2024, the quorum provided by the law is not met, the Ordinary General Meeting and/or, the Extraordinary General Meeting respectively, are called on April 26, 2024, at the same place and time and with the same reference date and the same agenda.

**The Board of Directors of BRD-Groupe Societe Generale S.A.**

**Jean - Pierre Georges VIGROUX**

**Independent Chairman**

A handwritten signature in blue ink, consisting of a large, stylized 'J' and 'P' followed by a horizontal line.

Turn BRD  
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BRD-Groupe Société Générale S.A.  
CAPITAL SOCIAL ÎN RON: 696.901.518 lei;  
R.C. J40/608/19.02.1991; RB - PJR - 40 - 007 /18.02.1999;  
C.U.I./C.I.F. RO361579  
Atestat CNVM nr. 255/06.08.2008, înregistrată în  
Registrul Public al CNVM cu nr. PJR01INCR/400008

**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.Avrăm 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, room E2.01,E2.02,E2.03,E2.04,E2.05,AS1D7 15D The Bridge, Bucharest, 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 29 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. 137<sup>2</sup> 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.*

