ARTICLES OF INCORPORATION
OF BRD-GROUPE SOCIÉTÉ GÉNÉRALE S.A.

- RE-UPDATED -

Chapter I. NAME, HEADQUARTERS, DURATION AND LOGO

Art. 1 BRD – Groupe Société Générale SA is a joint-stock company admitted to trading on a regulated market, which operates as a Romanian legal entity, pursuant to the Companies' Act, to the regulations regarding the capital market and to the banking legislation, as well as to the provisions of these Articles of Incorporation and of the internal normative documents.

BRD – Groupe Société Générale SA is hereinafter referred to as the Bank.

Art. 2 The Bank has its registered office in Bucharest, Bd. Ion Mihalache, nr. 1–7, sector 1, and carries out its business through branches, agencies and outlets, established in the country and abroad.

Art. 3 The Bank is set up for an unlimited period.

Art. 4 The logo of BRD-Groupe Société Générale SA is made up of a square divided in two equal areas, a red upper part and a black lower part, separated by a white strip. The name of the company is written on two lines; on the first line to the right of the square, it is written "BRD" in gross capital letters in black; on the second row, under the group made up of the square and BRD, at a distance of 1/2 of the square height, it is written in smaller and thinner letters, still black, "GROUPE SOCIETE GENERALE.

BRD

GROUPE SOCIETE GENERALE

Chapter II. COMPANY OBJECT

Art. 5 The main activity of the Bank is: "OTHER MONETARY INTERMEDIATION ACTIVITIES (NACE Code 6419) and the main field is: "MONETARY INTERMEDIATION (NACE Code 641).

The object of the BANK consists of:

a. attraction of deposits and of other reimbursable funds (NACE Code 6419);
b. extension of loans, including *inter alia*: consumer loans, mortgage loans, factoring with or without recourse, funding of commercial transactions, including forfeiting (NACE Code 6419; 6492 - Other lending activities);
c. payment operations (NACE Code 6419);
d. issuance and management of payment means, such as: credit cards, travellers' cheques and the like, including issue of electronic currency (NACE Code 6612 – Security and commodity contracts brokerage);
e. issuance of guarantees and undertaking of commitments (NACE Code 6419);
f. proprietary trading and trading on behalf of the clients, pursuant to the law, with:
   - money market instruments, such as: cheques, exchange bills, promissory notes, deposit certificates) (NACE Code 6419);
   - foreign currency (NACE Code 6419);
   - financial *futures* and *options* agreements (NACE Code 6419);
   - instruments based on the exchange rate and the interest rate (NACE Code 6419);
   - securities and other transferable financial instruments (NACE Code 6419);

g. participation in the issuance of securities and other financial instruments, either by subscribing for and investing in such instruments, or by investing and providing related services (NACE Code 6612 – Security and commodity contracts brokerage, NACE Code 6630 - Fund management activities);

h. consulting services with respect to the capital structure, the business strategy and other aspects related to commercial businesses, M&A services and other consulting services (NACE Code 6612 – Security and commodity contracts brokerage, NACE Code 6619 - Other activities auxiliary to financial services, except insurance and pension funding; NACE Code 7020 – Business and other management consultancy activities);

i. portfolio management and related consulting services (NACE Code 6612 - Security and commodity contracts brokerage, NACE Code 6630 - Fund management activities);

j. safekeeping and management of financial instruments for the clients' account, including custody and related services, such as funds or guarantees management (NACE Code 6419; 6630 - Fund management activities);

k. brokerage on the inter-banking market (NACE Code 6419);

l. services regarding the provision of data and references in the loan extending business (NACE Code 6419);

m. rental of safe deposit boxes (NACE Code 6419);

n. operations with precious metals and stones and derived goods (NACE Code 6419);

o. acquisition of equity interests in other entities (NACE Code 6419);

p. any other activities or services, provided they are included in the financial field, in compliance with the special legal provisions regulating such activities, if necessary, as follows:

1. deposit of assets of investment funds and investment companies (NACE Code 6419);
2. deposit of assets of the private pension funds (NACE Code 6419);
3. distribution of equity interests in investment funds and of shares of investment companies (NACE Code 6419);
4. acting as an operator of the electronic archive for secured transactions (NACE Code 6419; NACE Code 6310 - Data processing, website administration and related activities);
5. services of data processing, data base management and other similar services for third parties (NACE Code 6203 – Computer facilities management activities; NACE Code 6310 - Data processing, website administration and related activities);
6. acting in the name and for the account of other companies in collecting the counter-value of the services provided by these companies, including issuing the related documents (NACE Code 6419);
7. acting in the name and for the account of other companies to promote their services to the bank's clients, secondary to the products and services provided by the bank (NACE Code 6419);
8. mandated financial operations:
   - negotiation and signing of insurance contracts in the name and for the account of the companies specialized in this field, and delivery of services in view of accomplishing these objectives (NACE Code 6622 – Activities of insurance agents and brokers; NACE Code 6629 – Other activities auxiliary to insurance and pension funding);
   - payment of the benefits due to the holders of equity interests of the open investment funds and, respectively, of the dividends due to the shareholders of the investment companies or of other companies in the name and on behalf thereof (NACE Code 6419);
   - the distribution to the public, in its capacity as member of a sales group, of the securities making the object of a public tender (NACE Code 6419; NACE Code 6612 - Security and commodity contracts brokerage);
   - acting as agent under the syndicated loan contracts, based on the mandate received from the other co-financing banks (NACE Code 6419);
   - making direct debit operations in the private and corporate clients' accounts, based on the mandate given by such clients (NACE Code 6419);
   - making side payments due to natural persons following the declared bankruptcy of some banks, based on the mandate agreement signed with the Bank Deposit Guarantee Fund (NACE Code 6419);

- acting in the name and for the account of other credit/financing institutions in various credit/financing operations or other related operations (NACE Code 6419; NACE Code 6612 - Security and commodity contracts brokerage; NACE Code 6619 Security and commodity contracts brokerage, except insurance and pension funding);
- acting in the name and on behalf of other entities for intermediation in providing, secondary to the products and services provided by the Bank, the digital certificates, including the validation of the identity of the persons to whom qualified digital certificates are provided (NACE Code 6419 - Other monetary intermediation activities, NACE Code 6310 -Data processing, hosting and related activities).

9. Consignment Accounts to Bailiff disposal (NACE Code 6419 - Other monetary intermediation activities).

The scope of the activities specified under §2, letters f to j, covers all the financial investment services under Section A and Section B of Annex No 1 to Law No 126/2018, as amended and supplemented, when they relate to the financial instruments referred to in Section C of Annex No 1 to the same Law.

The provisions of § 2 are construed and applied so as the activities enumerated under § 2 would cover any operations, transactions, products and services falling under this scope or assimilated, including the services auxiliary to such activities.

Art. 6 – The Bank may also perform other activities, as follows:

a) non-financial operations under mandate or against a fee, especially in the account of other entities in the group of which the bank is a member, namely:
   - performing debt collection operations, in the name and for the account of the bank's subsidiaries or of third parties (NACE Code 6419);
   - promoting to the Bank's clients the services provided by BRD's subsidiaries and the entities associated with the Bank from SG Group (NACE Code 7311 - Advertiser activities, NACE Code 8220 - Activities of call centers, NACE Code 8240 - Activities of intermediary services for support services for enterprises n.e.c., by bringing together, for a fee or commission, clients and service providers).

b) asset management operations, regarding movable and/or immovable assets in the Bank's property, but not assigned for the carrying out of financial activities, as follows:
   - rental of movable and immovable assets in the Bank's property, but not assigned to the carrying out of financial activities (NACE Code 6820 – Renting and operating of own or leased real estate; classes of the 77 division depending on the nature of the rented movable assets);
   - accommodation services for third parties in its own training centres, in the available facilities (NACE Code 5510 Hotels and similar accommodation);

c) provision of services to its own clients, which, although not related to its activity, represent an extension of the banking operations, namely:
   - transportation of valuables for the clients (NACE Code 8001 – private security activities);

The total level of the revenues from the activities specified under this article cannot exceed the level set by the legal provisions.

Art. 7 – Apart from the operations stipulated at art. 6 letter b, The Bank may undertake operations with movable and immovable assets only if:

a) the operations are necessary for the adequate execution of the activities for which the Bank was authorized and to the extent that the concerned assets are necessary for this purpose (NACE CODE 6811 – Buying and selling of own real estate; NACE Code 6820 – Renting and operating of own or leased real estate; classes of the 77 division depending on the nature of the rented movable assets; NACE Code 4712 - Retail sale conducted outside of stores, stalls, kiosks, and markets of a wide variety of products, with a predominant sale of non-food products);

b) the operations concern movable and immovable assets destined to perfecting the employees' professional training, to organising rest and recreation areas or to providing dwellings for the employees and their families (NACE Code 8559 – Other education n.e.c.; NACE Code 5510 – Hotels

and similar accommodation; NACE Code 6820 – Renting and operating of own or leased real estate);

c) the operations concern movable and immovable assets acquired following the execution of the bank's receivables, in compliance with the legal provisions regarding the rental of such assets (NACE Code 6811 - Buying and selling of own real estate; NACE Code 6820 – Renting and operating of own or leased real estate; classes of the 77 division depending on the nature of the rented movable assets, NACE Code 4712 - Retail sale conducted outside of stores, stalls, kiosks, and markets of a wide variety of products, with a predominant sale of non-food products).

Chapter III. SHARE CAPITAL

Art. 8 The subscribed share capital of the Bank is of RON 696.901.518, divided into 696.901.518 nominal shares, with a nominal value of RON 1 each.

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 4–8 Nicolae Titulescu Avenue, America House Building, East Wing, 1st Floor, Bucharest, District 1, Postal Code 011141, Romania.

The share capital has been paid as follows:

- **In cash: RON 694.147.955,7** of which:
  - RON 528.364.291,9
  - USD 82.204.662, at the exchange rate of RON 2.01 / USD 1.
- **In kind: RON 2.753.562,3**

The shareholding structure as at 31.01.2026 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 42,082,779 shares, i.e. 6.0386 %, namely RON 42,082,779;
3. **Fondul de Pensii Administrat Privat AZT Viitorul Tau,** headquartered in Str. Buzești no. 82-94, Bucharest, Sector 1, holds 33,422,652 shares, i.e. 4.7959 %, namely RON 33,422,652;
4. **Fond de Pensii Administrat Privat Metropolitan Life,** headquartered in Bld. Lascar Catargiu, No. 47-53, Floor 4, Bucharest, Sector 1, Romania, holds 30,477,540 shares, i.e. 4.3733%, namely RON 30,477,540;
5. **INFINITY CAPITAL INVESTMENTS S.A.,** headquartered in Str. Daniel Danielopolu, No. 2 Floor 4, Bucharest, Sector 1, holds 27,555,753 shares, i.e. 3.9540 %, namely RON 27,555,753;
6. **Fondul de Pensii Administrat Privat ARIPI,** headquartered in Bucharest, Place Charles De Gaulle No.15, Floor 6, sector 1, holds 15,294,330 shares, i.e. 2.1946 %, namely RON 15,294,330;
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 13,395,000 shares, i.e. 1.9221 %, namely RON 13,395,000;
9. **Transilvania Investments Alliance S.A.**, headquartered in Brasov, str. Nicolae Iorga no. 2, jud. Brasov, a Romanian juridical person, holds 9,482,891 shares, i.e. 1.3607 %, of the share capital, namely RON 9,482,891.
10. **Fondul de Pensii Administrat Privat BCR**, headquartered in Sos. Orhideelor, room E2.01, E2.02, E2.03, E2.04, E2.05, AS1D7 5D The Bridge, Bucharest, Sector 6, holds 8,620,302 shares, i.e., 1.2369 %, namely RON 8,620,302;
11. **Other shareholders juridical persons** own together a number of shares 53,277,038 i.e. 7.6450 % of the share capital, namely RON 53,277,038.
12. **Other shareholders natural persons** own together a number of shares 30,362,928 i.e. 4,3568 % of the share capital, namely RON 30,362,928.

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Art. 9 The shares of the Bank are not divisible.

The right of property over the shares is transmitted pursuant to the provisions regarding the transfer of securities of the companies admitted to trading on a regulated market.

Art. 10 Any share entitles to one vote in the General Meeting of the Shareholders.

Holding shares rightfully entails adhering to the Articles of Incorporation of the Bank and to the decisions of the General Meeting of the Shareholders, legally adopted.

Art. 11 The Bank may acquire its own shares only with the consent of the Extraordinary General Meeting of the Shareholders, in compliance with the law.

Art. 12 The increase of the share capital may be done by issuing new shares or by augmenting the nominal value of the existing shares in exchange for new contributions in cash or by using the sources stipulated by the Banking Law, pursuant to the legislation.

Art. 13 The share capital may be decreased as follows:

a. Decreasing the number of shares;
b. Reducing the nominal value per share;
c. Purchasing, then annulling its own shares;
d. Other means stipulated by law.

Chapter IV GENERAL MEETING OF THE SHAREHOLDERS

Art. 14 The General Meeting represents the entirety of the Bank's shareholders.

The General Meetings are ordinary and extraordinary. They shall be held at the Bank's headquarters or at the location indicated in the notice of meeting.

Art. 15 The Ordinary General Meeting shall be held at least once a year, within no more than 5 months after the end of the financial year.

Besides other issues on the agenda, the Ordinary General Meeting shall:

a. discuss, approve or modify the annual financial statements, based on the reports presented by the Board of Directors and by the financial auditor, and set the dividend;
b. elect and revoke the members of the Board of Directors;
c. appoint and revoke the financial auditor, as well as fix the minimum duration of the financial audit contract;
d. establish the remuneration due to the members of the Board of Directors for the current financial year;
e. evaluate the management of the Board of Directors;
f. establish the budget and the business plan for the following financial year.

Art. 16 For the discussions of the Ordinary General Meeting to be valid, the shareholders present at the meeting must represent at least half of the share capital, and the decisions made by the shareholders must represent the absolute majority of the share capital represented at the meeting.

If the Meeting cannot be held on account of the breach of the conditions stipulated under § 1, the Meeting that sits after a second notice of meeting may deliberate on the issues on the first agenda with the majority of the cast votes, regardless of the capital share represented by the present shareholders.

Art. 17 The Extraordinary General Meeting shall sit any time it is necessary to take a decision regarding the:

a. change of the operating time of the Bank;
b. increase of the share capital;
c. decrease of the share capital or its completion by issuance of new shares;

d. change of the headquarters;
e. merge or division;
f. early dissolution of the Bank;
g. issuance of bonds;
h. conversion of a category of bonds into another category or into shares;
i. any other modification of the Articles of Incorporation or any other decision requiring the approval of the Extraordinary General Meeting;
j. approval of the Bank executive officers' signing the legal papers regarding the acquisition, alienation, rental, change or transformation into collaterals of the assets in the Bank's patrimony, the value of which exceeds the limits set forth by the applicable laws;
k. designation of the capital markets on which the Bank's shares will be listed and traded;
l. change of the main company object and activity.

The Extraordinary General Meeting may delegate to the Board of Directors the exercise of its attributions as mentioned under letters b) and d), in compliance with the applicable legal provisions.

Art. 18 For the deliberations of the Extraordinary General Meeting to be valid, it is necessary that:
- after the first call, the present shareholders represent at least half of the share capital and that the decisions be made with the vote of a number of shareholders representing at least half of the share capital;
- after the following calls, the present shareholders represent half of the share capital and that the decisions be made with the vote of a number of shareholders representing at least one third of the share capital.

The decision to decrease or increase the share capital, to merge, divide or dissolve the company is made with a majority of at least two thirds of the voting rights held by the shareholders, whether present or represented.

Art. 19 The General Meetings shall be convened by the Board of Directors whenever necessary, indicating whether they are ordinary or extraordinary.

The meeting term shall be of at least 30 days since the publication of the notice of meeting in the Official Gazette.

The notice of meeting shall be published in the Official Gazette, Part IV, and in one of the well-known newspapers in the locality where the Bank is headquartered.

The notice of meeting shall specify the location and date of the meeting, the reference date, the proposition for the registration date, ex date, dividend payment date (where necessary), as well as the agenda, and it shall specify all the issues making the object of the Meeting's debates.

When the agenda contains propositions for the modification of the Articles of Incorporation, the notice of meeting shall include the full text of the propositions.

Art. 20 The shareholders may be represented in the General Meetings by persons other than shareholders, based on a power of attorney according to the legislation in force.

Art. 21 The works of the General Meeting shall be carried out in compliance with the legal provisions.

Art. 22 The decisions of the Meetings shall be taken by open vote. The secret vote is mandatory for the election of the members of the Board of Directors and for their revocation, for the designation, revocation or dismissal of the financial auditor, as well as for any other cases for which the secret vote is mandatory according to the law.

Art. 23 The decisions made by the General Meetings, pursuant to the law or to the Articles of Incorporation, are mandatory even for the shareholders that have not taken part in the Meeting or voted against such decisions.

The decisions of the General Meeting that run counter to the Articles of Incorporation or to the law may be challenged in court, in compliance with the legal provisions in force.

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Chapter V ADMINISTRATION AND MANAGEMENT OF THE BANK

Art. 24 The Board of Directors of the Bank is made up of 9 members, natural persons, elected by the General Meeting. The majority of the members of the Board of Directors shall be made up by non-executive directors.

The directors receive a four-year mandate and they may be re-elected.

The Board of Directors chooses from among its members the Chairman of the Board of Directors and establishes his competences.

The list of directors is presented in the annex.

Art. 25 For the appointment of a director to be legally valid, the appointed person must specifically accept it.

Art. 26 The person appointed as director must have a professional liability insurance.

Art. 27 For the decisions of the Board of Directors to be valid, the actual presence of at least 5 directors is required, unless otherwise provided by the law.

The directors attend the meeting personally or they may be represented by other directors, based on a special power of attorney. A present member may represent only one absent member.

The meetings of the Board of Directors may also be attended 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 Board of Directors may be made by the unanimous written vote of the members, without it being necessary to call a meeting of the respective body. This procedure cannot be applied in the case of the decisions of the Board of Directors regarding the annual financial statements or the authorised capital.

The decisions are made with the majority of the directors, present in person or represented. The Chairman of the Board of Directors shall have the casting vote in case of tie of votes. The decisions on the appointment or revocation of the Chairman of Board of Directors shall be passed by the vote of the majority of the members of the Board.

Art. 28 The Board of Directors has the following attributions:

a. calls the General Meeting of the Bank's Shareholders, establishes the agenda and submits to the approval of the General Meeting all the issues accruing to it;
b. implements the decisions of the General Meeting of the Shareholders;
c. sets the reference date for the shareholders entitled to participate and to vote in the General Meeting;
d. sets the main business and development directions of the Bank;
e. approves, supervises and responds for implementing of a governance arrangements in a way that promotes the effective and prudent management of the Bank, including the separation of duties within the Bank and in order to avoid conflicts of interest;
f. supervises the process of publication and communication of information;
g. organizes and is responsible for administration of the assets, determines the accounting and financial control system and approves the financial planning;
h. appoints the executive officers, suspends and revokes the mandate of the executive officers (members of the Management Board);
i. supervises the executive officers' activity;
j. approves the modification of the company object, other than the main business field and main activity;
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. 137^2 of the Companies Low nº. 31/1990 ;
l. approves the internal normative documents and the modifications thereto and any other documents in the Board of Directors specific power, as stipulated by the legal and regulatory framework;
m. approves the opening and closing of branches in the country and abroad, the change of location and name of such branches, the transformation from one type of unit into another if one of such units is a

branch;

n. appoints the members of the Committee set up to support the Board of Directors;
o. exercises any attributions in its specific power as stipulated by the Internal Regulations of the Bank, by the Directive "Management of credit authorities whiten BRD", by the Directive "Regulation of organization and functioning of the management body" and any other attributions as stipulated by law or delegated by the general meeting of the shareholders.

Art. 29 The directors' obligations and responsibilities are regulated by the provisions regarding the mandate and by those specially stipulated by law.

Art. 30 The Board of Directors meets whenever necessary, but at least every 3 months.

The Chairman of the Board shall convene the Board of Directors, establish the agenda, watch over that the proper information be delivered to the members of the Board in respect of the items on the agenda and preside over the meeting.

The Board of Directors is also convened upon the well-grounded request of at least 2 of its members. In this case, the agenda is established by the authors filing the request. The Chairman of the Board of Directors is compelled to settle such request.

The calling for the Board of Directors shall be send to the directors by email, reasonably before the date of meeting. The notices of meeting for the meetings of the Board of Directors shall specify the location of the meeting, the date and the draft agenda; no decision may be made on unexpected issues that are not included on the agenda, except for emergencies.

At each meeting, minutes shall be drafted, which shall comprise the participants' names, the order of the deliberations, the decisions made, the number of votes cast and the counter opinions.

Art. 31 The operational management and the coordination of the daily activity of the bank are ensured by the executive officers.[1]

The executive officers of the Bank are appointed by the Board of Directors among the directors or outside the Board of Directors and they make up together the Management Board. The Management Board is presided over by a Chief Executive Officer.

The executive officers are in charge of taking all the measures required in running the company, within the limits of the company object and in compliance with the exclusive competences reserved by the law or by the articles of incorporation to the Board of Directors and to the General Meeting of the Shareholders.

Each executive officer is invested with all the powers to act in the name of the bank and to represent it in the relationships with third parties, in any circumstance related to the activities they coordinate as per the flowchart of the Bank, in compliance with the legal provisions and with the provisions of the Articles of Incorporation.

In the relations with third parties, the Bank may also be represented and bound by the signature of other persons, authorized by the Decisions of the Management Board, by the Internal Regulations of the Bank or by the Directive "Management of credit authorities whiten BRD".

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..

Art. 32 To the extent of the powers and liabilities established by the Board of Directors, the executive officers act jointly organized in a Management Board, to:

1. approve, mainly the following:
   a) the internal normative documents of the Bank and the modifications thereto excepting the documents in the Board of Directors specific power, as stipulated by the legal and regulatory framework;
   b) Professional training plan;

[1] According to Law 441/2006, modifying and completing the Companies' Act no. 31/1990, the ***Executive Officer*** of the joint-stock company is that person to whom the Board of Directors delegated company management attributions. Any other person, irrespective of the technical denomination of their position in the company, is excluded from the application of the provisions of these articles of incorporation with respect to the executive officers of the joint-stock company.

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c) the private register that keeps track of the Bank's shares;
d) the participation of the Bank in the share capital of other entities, in compliance with the bank legislation[2];
e) the opening and closing of secondary offices in the country and abroad (except for branches), changing their location and name, transforming them from one type of unit into another, including opening and closing the Bank's professional training centres;
f) the appointment or delegation of appointment of the managers of the organisational structures in the Bank Headquarters, as well as of the network entities;

2. analyse and propose to the Board of Directors all the aspects accruing to it;
3. inform the Board of Director with accuracy, periodically, as soon as the members of the Management Board become aware of any relevant information which, may affect the management and the financial stability of the Bank;
4. exercise any attributions stipulated by the Internal Regulations of the Bank, by the Directive '' Management of credit authorities whiten BRD'', by the Directive "Regulation of organization and functioning of the management body'' and any other attributions stipulated by the law in its specific power.

Art. 33 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 members of the Management Board.

Art. 34 Between the Ordinary General Meetings of the Shareholders the shareholders have the right to enquire on the Bank's management.

To this effect, the Board of Directors shall deliver the following documents to the shareholders, for consulting purposes:

- the compulsory reports which the Bank drafts as company admitted for trading on a regulated market;
- the annual report of the Board of Directors;
- excepts of the registry of the meetings and deliberations of the General Meetings.

The shareholders may request, at their expense, legalised copies of such documents.

Chapter VI FINANCIAL STATEMENTS OF THE BANK

Art. 35 The financial year of the Bank starts on January 1st and ends on December 31st.

Art. 36 The Board of Directors shall be bound to file with the relevant authority of the Ministry of Public Finance with jurisdiction over the bank as a large taxpayer, in electronic form, accompanied by an extended electronic signature, the annual financial statements together with the Directors' Report, the Financial Auditors' Report, as well as the consolidated annual financial statements.

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[2] According to the provisions of the present Articles of Incorporation, ***the participation of the Bank in the share capital of other entities*** includes decisions regarding the incorporation of an entity, the acquisition of equity interests in an entity, the increase of its equity interests in an entity, the reduction of its equity interests in an entity or the disposal /sale of its equity interests held in an entity.

Likewise, the directors will ensure that the reporting and publicity conditions with respect to the annual financial statements, as specified in the bank legislation and the securities legislation, are met.

Art. 37 The net profit shall be allocated, on approval by the General Meeting of the Shareholders, among:

a) The dividends due to the Bank's shareholders proportionally to their quota in the share capital; such dividends shall be paid within maximum 6 months since the date of the General Shareholders Meeting establishing the dividends;
b) Other destinations established by the General Meeting in compliance with the legal provisions.

Art. 38 The Bank shall draft and keep at its registered office documents and archives in Romanian, as provided by the Banking Law.

Chapter VII FINAL AND TRANSITORY PROVISIONS

Art. 39 The dissolution and liquidation of the Bank shall be done in compliance with the procedure established by the Companies' Act and by the legislation in the field applicable to banks, as well as by the other legal provisions in force at the time.

Maria Koytcheva ROUSSEVA
CEO

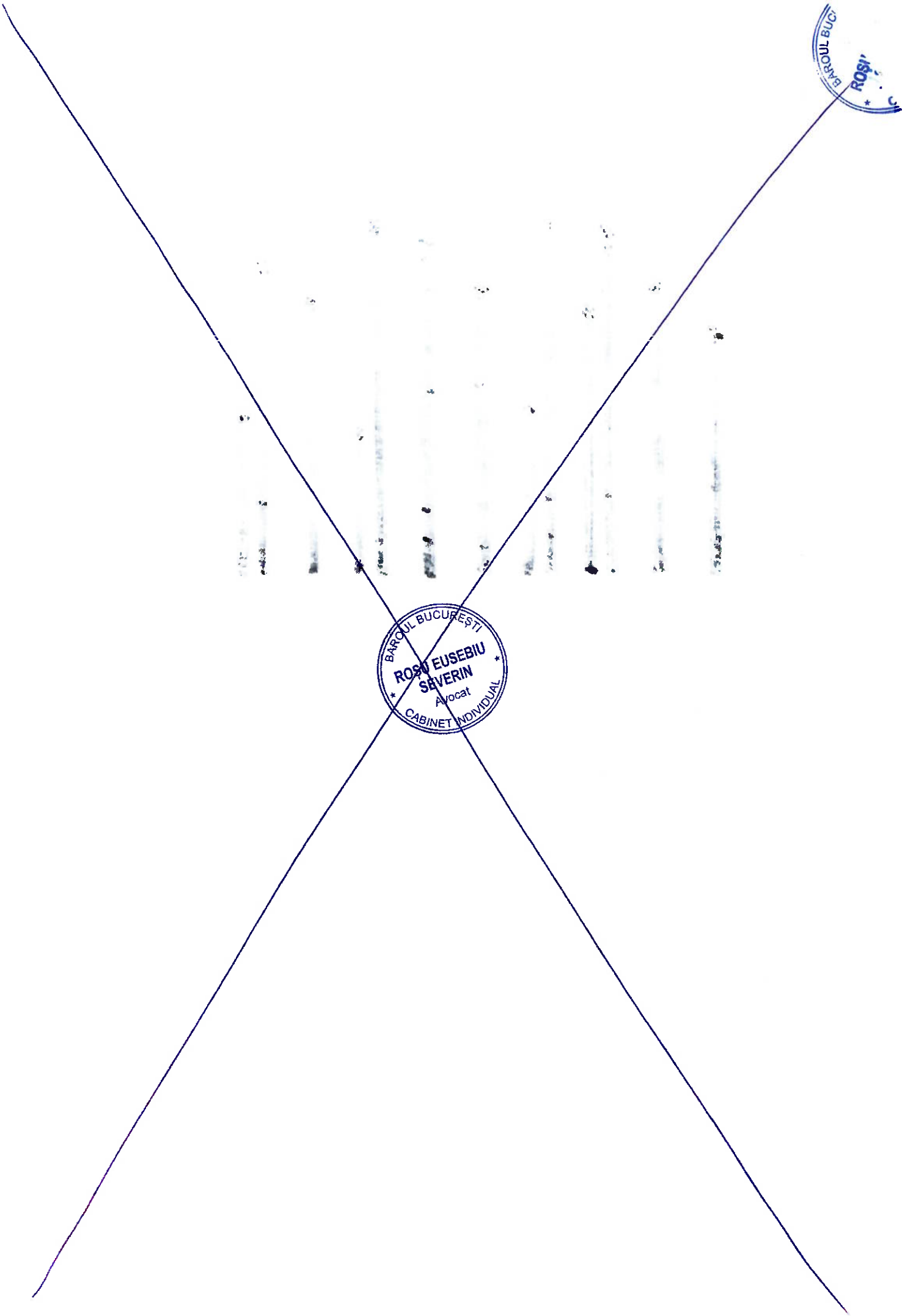


ANNEX

LIST OF MEMBERS OF THE BOARD OF DIRECTORS

No.	Last and first name	Place and date of birth	Directors' domicile/residence and citizenship	Special representation rights
1.	Cécile BARTENIEFF DANSAERT	Paris, France June 25, 1967	[redacted] French	Chairwoman
2.	Mathieu Jacques Paul Michel Mary VEDRENNE	Paris, France August 24, 1972	[redacted] French	Member
3.	Maria Koytcheva ROUSSEVA	Plovdiv, Bulgaria April 24,1972	[redacted] Bulgarian	Member
4.	Didier Albert Yves HAUGUEL	Déville-lès-Rouen, France December 14, 1959	[redacted] French	Independent Member
5.	Jean - Pierre Georges VIGROUX	Marsseille, France July 31,1953	[redacted] French	Independent Member
6.	Veronique SCHREIBER LOCTIN	Wissembourg, France August 10,1966	[redacted] French	Member
7.	Liliana IONESCU -FELEAGĂ	Ciocănești, Călărași County October 31,1969	[redacted] Romanian	Independent Member
8.	Michala MARCUSSEN	Copenhagen, Denmark January 18, 1966	[redacted] Danish	Interim Member[3]
9.	Bogdan-Alexandru DRĂGOI	Bucharest, Sector 1 May 27, 1980	[redacted] Romanian	Independent Member

[3] Effective from October 30, 2026, until the first Ordinary General Shareholders' Meeting.


BAROUL BUCUREȘTI
ROȘU EUSEBIU
SEVERIN
Avocat
CABINET INDIVIDUAL

Avocat
CABINET INDIVIDUAL

Cabinet de Avocat "Roşu Eusebiu Severin"
Bucuresti, B-dul Dacia nr. 31, ap. 1, Sector 1
CUI: RO 23539102

ATTESTATION REGARDING THE IDENTITY OF THE PARTIES, THE CONTENT AND DATE OF THE DOCUMENT
NO. *2 Year 2026 Month 11 Day 09*

Before me, ROŞU Eusebiu Severin, qualified lawyer with the Bucharest Bar, there appeared

Mrs. Maria Koytcheva ROUSSEVA, Bulgarian citizen, born on 24.04.1972 at Plovdiv, Bulgaria, identified with passport no. [redacted], **CEO of BRD – Groupe Société Générale S.A.,**

Who consented to the definite date set for this document and signed all of its two counterparts.

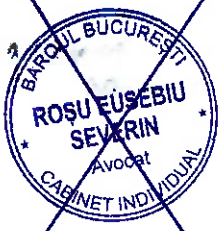
As per art. 3, paragraph 1, letter c) of Law no. 51/1995,

I ATTEST TO THE IDENTITY OF THE PARTIES, THE CONTENT AND DATE OF THIS DOCUMENT.

LAWYER,

Eusebiu Severin ROŞU

BAROUL BUCUREŞTI
ROŞU EUSEBIU SEVERIN
Avocat
CABINET INDIVIDUAL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