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## THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

On April 29, 2026, at 12:30 P.M., at BRD Tower, 1-7 Bd. Ion Mihalache, 1<sup>st</sup> district, Bucharest (1st floor, Auditorium Room) for all the shareholders registered with the Shareholders' Register by the end of April 14, 2026 (reference date)

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### 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:

1. **Updating the information regarding the Central Depository (Art. 8 para. (2))**
  - The address of Depozitarul Central S.A., the entity that keeps the BRD shareholders' register, has been updated.
2. **Updating the Bank's shareholding structure as at January 31, 2026 (paragraph 4 of articles 8);**
3. **Alignment of the deadline for convening the Ordinary General Meeting of Shareholders (Art. 15 para. (1))**
  - The deadline for organizing the Ordinary General Meeting of Shareholders has been **modified from 4 months to 5 months after the end of the financial year**, in accordance with the updated provisions of Law no. 31/1990.
4. **Updating the provisions regarding the method of submitting financial statements (Art. 36 para. (1))**
  - The reference to submitting financial statements both in hard copy and electronically has been removed. This update is necessary to align the provisions of the Constitutive Act with the requirements of Order of the Ministry of Finance no. 2036/2025, according to which, starting with the 2025 financial year, annual financial statements and accounting reports **must be submitted exclusively in electronic format**.
5. **Amendment to the Annex to the Articles of Incorporation of BRD – Groupe Société Générale S.A., containing the list of the members of the Board of Directors.**
  - The list will be updated in accordance with the resolutions to be adopted at the Ordinary General Meeting of April 29, 2026.

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

- I. *Article 8 Paragraph (2) is modified and rephrased and will read as follows:*  
“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.**”
- II. *Article 8 Paragraph (4) is modified and rephrased and will read as follows:*  
“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 %, respectiv 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 lei;
  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.”
- III. *Article 15 Paragraph (1) is modified and rephrased and will read as follows:*  
“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.”
- IV. *Article 36 Paragraph (1) is modified and rephrased and will read as follows:*  
“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.”
- V. *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 29, 2026.*