BRD

GROUPE SOCIETE GENERALE

The Board of Directors of BRD-GROUPE SOCIETE GENERALE S.A.

which met on October 28, 2026, at 09:30 A.M., calls

THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

On December 10, 2026, at 10:00 A.M.,

at BRD Tower, 1-7 Bd. Ion Mihalache, 1st district, Bucharest (10 floor, 213-215 Room)

for all the shareholders registered with the Shareholders' Register

by the end of November 24, 2026 (reference date), with the following agenda:

1. Electing Mrs. Doina Valeria NICOLAE, shareholder of BRD - Groupe Societe Generale S.A. (the **"Bank"**) and in her absence, Mr. Octavian TICA, to ensure the secretariat of the Extraordinary General Shareholders' Meeting.
2. Approval of a Medium Term Note Programme for a maximum aggregate amount of EUR 1,500,000,000 or equivalent for the issuance of senior notes and/or, if the case, green notes, denominated in RON, EUR and/or other currencies, as the case may be, with a maximum maturity of 10 years, with fix rate, floating rate or any other type of interest rate depending on market conditions, with the coupon frequency in accordance with market conditions (the **"Notes"**), on the basis of a flexible structure through multiple separate issuances of Notes (the "**Programme**"), together with the approval of each and any issuance of Notes made under the Programme from time to time (each, an "**Issuance**"), with the delegation of powers to the Board of Directors to determine the other conditions of the Programme and of each such issuance in accordance with item 5 of the agenda. Société Générale will act as arranger under the Programme and BRD - Groupe Société Générale S.A. will act as local manager under the Programme.
3. Approval of the first issuance under the Programme of up to the equivalent of EUR 350,000,000 in EUR or RON equivalent, (a) addressed (i) to a legal entity that is a "qualified investor" as defined in Regulation (EU) 2017/1129 of 14 June 2017, regarding the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, as amended (the **"Prospectus Regulation"**), or (ii) to fewer than 150 natural or legal

persons other than to qualified investors as defined in Article 2(e) of the Prospectus Regulation; or (b) in any other circumstances falling within Article 1(4) of the Prospectus Regulation (the "**Offering**"), with delegation of authority to the Board of Directors to decide the terms of the issuance.

4. Approval of the Bank undertaking all actions and formalities necessary, useful and/or appropriate for the purpose of admission of the Notes to trading on the regulated market operated by the Luxembourg Stock Exchange and/or on the regulated market operated by the Bucharest Stock Exchange, and/or on other regulated markets or trading venues in other jurisdictions, following an issuance under the Programme (the "**Listing**").

5. To authorise the Board of Directors, with the possibility of sub-delegation, as the case may be, without any fixed term or expiry date for the exercise of the powers delegated under this resolution:

(a) to issue any decision and to fulfil any necessary, useful and/or appropriate legal acts and facts for the fulfilment of this resolution, including, without limitation, negotiating, establishing and approving the type of Notes (including, to determine, in respect of each series of Notes, whether such series qualifies and is issued as green notes, having regard to market conditions and the Bank's funding and sustainability strategy at the relevant time), aggregate amount, tranches, currency, maturity, interest rate, and other final terms and conditions of the Notes, the contractual terms, drawing terms, early repayment terms, taxes and charges, guarantees, and ensuring the drafting and publication of the base prospectus and final terms, as well as negotiating, approving and signing any acts related to the Programme, the Offering, the Listing and each Issuance;

(b) to select and appoint any other financial institutions and other service providers involved in the Programme and in each issuance made thereunder, including, without limitation, other arrangers, dealers, the fiscal agent, paying agents, listing agents, process agents, auditors, legal counsels and other advisers;

(c) to negotiate, approve and sign the programme documents, including, but without being limited to, the fiscal agency agreement, any dealer agreements, subscription agreements and any other contracts and/or arrangements relating to the Programme, the Notes, the Offering, the Listing and/or each Issuance, including with dealers, the fiscal agent, auditors, legal counsel and other advisers, and any

prospectuses, certificates, declarations, registers, notifications, addenda and any other necessary documents;

(d) to represent the Bank before any relevant third parties and authorities, including the Trade Registry, the National Bank of Romania, the Financial Supervisory Authority, the Luxembourg Stock Exchange, the Bucharest Stock Exchange, the Commission de Surveillance du Secteur Financier, Euroclear Bank SA/NV, Clearstream Banking S.A., the fiscal agent, notaries public and/or other relevant third parties, in connection with the Programme, the Offering, the Listing and each Issuance;

(e) to carry out or determine the completion of any actions and operations that the Board of Directors, in its discretion, considers necessary or desirable to implement and give full effect to the Programme, the Offering, the Listing and each Issuance, and the rights of the Bank thereunder and/or any related aspects;

and

(f) to sign any documents, in the name and on behalf of the Bank, with full power and authority, to submit and request the publication of this resolution in the Official Gazette of Romania, Part IV, to collect any documents, and to perform any necessary formalities before the Trade Registry Office and any other authority, public institution, or legal or natural person, and to carry out any operations necessary to implement and ensure the enforceability of this resolution.

6. Approval of the date of December 29, 2026 as ex date.
7. Approval of the date of December 30, 2026 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 Extraordinary General Meeting of the Shareholders

Starting to October 29, 2026, 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 Extraordinary General Meeting of the shareholders, the decision drafts for each point on the agenda are available on the website of the Bank (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, 1st district, Bucharest, tel. +40752029315 , e-mail: 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 Extraordinary General Meeting of the Shareholders

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

i) To introduce new matters on the agenda of the Extraordinary General Meeting, 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 November 14, 2026, 5.00 P.M.;

ii) To present decision drafts for the matters included or proposed to be included on the agenda of the Extraordinary General Meeting, no later than November 14, 5.00 P.M.;

Proposals of the Board of Directors regarding the Extraordinary General Meeting of Shareholders

The Board of Directors may also supplement the agenda of the Extraordinary General Meeting, no later than November 14, 2026, at 5.00 P.M., if such supplementation is required due to acts or events occurring after the publication of the Convening notice.

If necessary, the revised agenda will be published on November 23, 2026, according to the legal provisions in force.

Questions related to the Extraordinary General Meeting of the Shareholders

Each shareholder is entitled to ask questions regarding the matters on the agenda of the Extraordinary General Meeting. 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 Extraordinary General Meeting.

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- 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 Depositary 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 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 Depositary/ the respective participants;

If the juridical person shareholders/entity without legal personality did not inform the Central Depositary 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 Extraordinary General Meeting of the Shareholders of December 10, 2026 – Proposals" or "For the Extraordinary General Meeting of the Shareholders of December 10, 2026– 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, indicating as the email title: "For the Extraordinary General Meeting of the Shareholders of December 10, 2026– Proposals" or "For the Extraordinary General Meeting of the Shareholders of December 10, 2026– Questions".

Participation in the Extraordinary General Meeting of the Shareholders

The reference date is November 24, 2026. Only the shareholders registered on such date in the Shareholders' Register held by the Central Depositary may participate and vote at the Extraordinary General Meeting of the Shareholders on December 10, 2026.

The shareholders (natural and juridical persons) may participate in the Extraordinary General Meeting 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 Extraordinary 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 Extraordinary 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 EGSM, 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 EGSM;
- 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 December 8, 2026, 09:00 A.M., 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 Extraordinary General Shareholders Meeting:

- directly, by physically attending the meeting
- 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

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 Depositary to the Bank for the reference date.

A. Natural persons participation

The documents necessary for natural persons to participate in the Extraordinary 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.

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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 Depositary 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 Depositary 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 Extraordinary 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 Extraordinary General Meeting. However, if a shareholder holds BRD shares in several securities accounts, this restriction will not prevent him/her from appointing one representative for each securities account for the Extraordinary 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 establish 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 October 29, 2026, 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 Extraordinary 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 Extraordinary General Meeting of shareholders, including disposal acts.

The general power of attorney shell 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 Extraordinary General Meeting of the Shareholders of December 10, 2026 –Power of Attorney" or "For the Extraordinary General Meeting of the Shareholders of December 10, 2026 – 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, indicating as the email title: "For the Extraordinary General Meeting of the Shareholders of December 10, 2026 – Power of Attorney" or "For the Extraordinary General Meeting of the Shareholders of December 10, 2026 –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 to fulfil the legal provisions on the moment of revealing the secret vote.

The shareholders are asked to consider that new matters can be added to the agenda of the Extraordinary General Meeting, in which case the updated agenda will be published on November 23, 2026. 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 November 23, 2026.

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 Extraordinary General Meeting of Shareholders on December 10, 2026, 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 December 8, 2026, at 09:00 A.M..

In case of participation by correspondence, to the Extraordinary General Meeting 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 December 8, 2026, 09:00 A.M.

under sanction of loss of the voting right through representative / by correspondence in the Extraordinary General Meeting, according to the law.

In case of participation by correspondence to the Extraordinary General Meeting 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 December 8, 2026, 09:00 A.M.

In case of participation by correspondence to the Extraordinary General Meeting of the Shareholders, the Special Power of Attorney and the Correspondence Voting Form for the Extraordinary General Meeting of Shareholders must reach the bank in original, signed and, as the case may be, stamped, until December 8, 2026, at 09:00 A.M., under sanction of loss of the voting right through representative / by correspondence in the Extraordinary General Meeting, according to the law.

E. Electronic vote using AGABRD.VOTING.ro platform, so on called "The Platform"

Voting by electronic means in Extraordinary General Meeting 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.

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 Extraordinary General Meeting 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 Extraordinary General Meeting 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:

- The existence of a voting system, both before and during the Extraordinary General Meeting of shareholders, that does not require the appointment of a representative to be physically present at the meeting;

- Real-time broadcasting of Extraordinary General Meeting of shareholders in audio/video format, bilingual Romanian-English;
- 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;
- View the agenda and supporting documents;
- Exercise the vote;
- 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;
- 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. The 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.

The 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. 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.

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 December 4, 2026. 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 EGSM will be automatically sent via the Platform.

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

Within 48 hours of the Extraordinary General Meeting 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 considered.

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 Extraordinary General Meeting of shareholders" it is available on the website of the Bank (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, 1st district, Bucharest, tel.+40752029315, e-mail: investor@brd.ro), starting to the date of publishing of this Convening Notice.

If on December 10, 2026, the quorum provided by the law is not met, the Extraordinary General Meeting respectively, is called on December 11, 2026, at the same place and time and with the same reference date and the same agenda.

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

represented by

Cécile BARTENIEFF DANSAERT

Chairwoman

