
THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

On April 24, 2025, at 10:00 A.M., at BRD Tower, 1-7 Bd. Ion Mihalache, 1st district, Bucharest (1st floor, Auditorium Room) for all the shareholders registered with the Shareholders' Register by the end of April 10, 2025 (reference date)

Decision draft:

The Ordinary General Meeting of the Shareholders approves the election of Mr. Didier Albert Yves HAUGUEL as director, for a four-year mandate, on the position which will become vacant in the Bank's Board of Directors starting to July 7, 2025, following the expiry of Mr. Benoit Jean Marie OTTENWAELETER's mandate as Independent Member of the Board Directors by reaching the term on the above-mentioned date, and empowers Mrs. Delphine Mireille GARCIN - MEUNIER, Chairman of the Bank's Board of Directors to sign, on behalf of the Bank, the Management Contract with him.

The appointment of Mr. Didier Albert Yves HAUGUEL's as Director is subject to the National Bank of Romania's prior approval to start the fulfilment of his tasks, as per the legal provisions in force.

The four-year mandate starts running beginning with the 3rd working day after the reception of the National Bank of Romania prior approval.

CONTEXT

- The cessation of Mr. Benoit Jean Marie OTTENWAELETER's mandate as BRD's Independent Member of the Board of Directors, starting to July 7, 2025, by reaching the term.
- Compliance with the eligibility criteria:
- ✓ He is a person with over 39 years' experience in banking field out of which over 25 years in top management positions such as: Independent Director of Riverbank Luxembourg (June 2020 - June 2023), Group Executive Director Société Générale (July 2000 - June 2019), Group Société Générale Chief Country Officer for Russia (May 2012 - June 2019), Co-Head of SG International Banking & Financial Services Division (September 2013 - August 2017), Member of the Board of Directors (June 2010 - June 2022) and Chairman of the Board of Directors of PJSC ROSBANK RUSSIE (May 2012 -December 2020), Chairman of the Supervisory Board of Gefa Bank GmbH Germany (June. 2009 -May 2021), Chairman of the Board of Directors Commercial Bank Deltacredit Joint Stock Company (June 2012 - June 2019), Vice-chairman of the Supervisory Board of La Banque Postale Financement (January 2012 – March 2019), Member and then Chairman of LLC Rusfinance Bank (September 2009– March 2020), Member of the Board of Directors of Banco Cacique S.A. (March 2010 – April 2016), Member of the Board of Directors of Banco Société Generale Brasil S.A. (April 2010 - April 2014), Member of Supervisory board of Euro Bank S.A. (April 2009 - December 2017) and Vice-chairman of Supervisory board (April 2009 – October 2017), Member of the Board of Directors of Capital Credit Comradeship Bank (June 2009 – April 2012), Chairman of Hanseatic Bank GmbH & Co KG (June 2009 – April 2012), Head of Specialized Financial Services & Insurance Division Société Générale (February 2009 - August 2013), Société Générale Group Chief Risk Officer (July 2000 -January 2009), Chief Operating Officer of Société Général Americas, New York (February 1998 - June 2000).

- ✓ Other functions occupied in banking field: Assistant General Manager of SG USA, New York (April 1995 - January 1998), Head of Central Risk Unit - Office of the Group CEO (October 1991 to March 1995), General Inspection Department (December 1984 - September 1991).
- ✓ During his career he exercised multiple board memberships or chairmanships such as Director of ALD Italy, current name Ayvens Italy (June 2020 - April 2021), Chairman of the Board of Directors Sogecap (June 2018 – June 2019), Chairman of the Board of Directors Ayvens France (March /2017 – May 2019; , November 2010 – May 2011), Chairman and then Vice-chairman of Association Française Des Sociétés Financières (July 2016- June 2019), Director of Compagnie Generale De Location D'equipements (December 2014 – March 2017), Chairman of the Supervisory Board of SG Equipment Finance Czech Republic S.R.O.(June 2011 – February 2016), Chairman of the Board of Directors of Family Credit Limited (December 2010 -Decembre 2012), Chairman of the Board of Directors of SG Consumer Finance (October 2010 – August 2017), Chairman ALD International Participations SAS (Noiembrie 2010 - September 2016), Member of Société D' Équipement Domestique Et Menager "Eqdom" (May 2010 – May 2017), Chairman SGEF SA (May 2009 – June 2019), Director Sogessur (June 2009 - May 2017), Member and then Chairman ALD AutoLeasing D GmbH (July 2009 - December 2017), Chairman ALD Automotive Russie SAS (June 2009 – September 2016), Director SG Equipment Finance USA CORP. (June 2009 – February 2015), RUSFINANCE SAS (June 2009 – November 2014), Chief executive officer of ALD International Participations SAS (June 2009 – November 2011), Director of ALD Automotive Group Limited (June 2009 – October 2010), Member of the Board of Directors Oradéa Vie (June 2009 – May 2010), Member of the Board of Directors of Sogecap (July 2009 -June 2019), Chairman of the Board of Directors Franfinance (June 2009 – October 2014) and Member (till October 2018), Director FIDITALIA S.p.A (July 2009 -December 2017), Director SG Consumer Finance (June 2009 - August 2017), Manager ALD International Group Holdings GMBH (June 2009 – November 2016), Chairman of the Supervisory Board of GEFA LEASING GMBH (June 2009 – January 2016), Director SG Financial Services Holding (April 2009 -June 2012), Director Europe Computer Systemes SA (October 2009 – October 2010), Member of Supervisory board ESSOX SRO (November 2009 -November 2012), Director of ALD Automotive Private Limited (June 2009 – December 2010), Member of the Board of Directors Newedge Group (January 2008 – January 2009). Member of the Board of Directors Generas SA (Septembrie 2000 - June 2003).
- ✓ Currently, he is Non - Voting Member of the Board of Directors of Ayvens SA, subsidiary of Société Générale, specialized in long term car renting (since May 2023) and Independent Non Executive Director of Société Centrale Prévoir, an Insurance Holding company (since June 2023).
- ✓ Also, he is Senior Advisor to Ares & Co (since February 2022) and offers mediation services.
- ✓ Through his previous positions, he acquired experience and expertise in different areas of banking activity such as risk management, transformation, reorganization, strategy, top management, as well as in specialized field such as insurance, consultancy and mediation activity.
- ✓ He graduated the Institut d'Etudes Politiques de Paris. He also studied Law at the Paris Assas University and has a mediator certificate from ESCP Business School / CMAP.
- ✓ He complies with the legal conditions regarding the sufficient time commitment, number of directorships in financial and non-financial companies held at the same time, independent and critical mind.
- ✓ Mr. Didier Albert Yves HAUGUEL has relevant theoretical and practical professional experience, fully aligned with the nature, dimension and complexity of the banking activity.

- ✓ He fulfils the criteria of honourability and integrity requested by BRD.
- ✓ His professional experience and acquired expertise in risk management, transformation, reorganization, strategy, in top management positions in banking, as well as in specialised field (insurance, consultancy and mediation activity), is an important contribution to the overall competence of the Board of Directors and his presence in the Board of Directors' structure will bring a proper balance between know-how, skills, diversity, local and international experience, a higher level of the collective competence of the Board of Directors. His nomination will maintain the gender diversity and an adequate number of independent members of the Board of Directors.
- ✓ The Board of Directors as a collective body meets the criteria for discharging its responsibilities in terms of functioning, the balance of knowledge, competence, number, diversity and experience.

Annex: Mr. Didier Albert Yves HAUGUEL CV's

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