

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

which met on March 12, 2025, at 3:00 P.M., calls

**THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS AND
THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS**

On April 24, 2025, at 10:00 A.M. and 11:00 A.M., respectively,

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), with the following agenda:

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 separate 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, 2024, accompanied by the Annual Board of Directors' Report at separate and consolidated level as well as by the financial auditor report. The Annual Board of Directors' Report includes also the Sustainability Statement prepared in accordance with European Sustainability Reporting Standards complemented by the limited assurance report issued by the external auditor.
3. Approval of the executive officers' and non-executive directors 'remuneration report for the financial year 2024.
4. The Directors' discharge for the fiscal year 2024.
5. Approval of the distribution as dividends of the amount of LEI 737,391,496 representing 50 % from the financial result of 2024 (the gross dividend proposed is of 1.0581 lei / share). The dividends will be paid on May 22, 2025 and the deferred payment date will be November 28, 2025.
6. Approval of the income and expenditure budget for 2025 and of the Business Plan for the fiscal year 2025.
7. Approval of the remuneration due to the nonexecutive directors for the fiscal year 2025, as well as of the general limits for the directors' remunerations and the officers' remunerations.

8. Electing 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 empowering 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.

9. Designation of Mr. Didier Albert Yves HAUGUEL as independent director.

10. Confirmation and ratification of the resolution approved by Decision no. 15 of the Ordinary General Meeting of Shareholders no. 137 dated April 25, 2024 on appointment of PricewaterhouseCoopers Audit 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, both for carrying out the statutory audit and for the purpose of assurance for sustainability reporting for the period concerned by the above-mentioned Decision.

11. Approval of the date of May 12, 2025 as ex date.

12. Approval of the date of May 13, 2025 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. Approval of the renewal of the envelope for the issuance of eligible additional tier 1 instruments in accordance with EU Regulation no 575/2013 on prudential requirements for credit institutions and investment firms and amending Regulation (EU) No 648/2012 up to a maximum ceiling of 300

million EUR or RON equivalent, in the form of one or several loans (the Loans). The envelope will have a validity of 2 years until 31/12/2026.

The Loans shall be perpetual (including call options for the issuer), denominated in EURO or RON, having a fixed or variable interest rate, an annually or semi-annually frequency, through one or several issuances, until the maximum ceiling is reached.

3. Mandating the Board of Directors to establish the terms and conditions specific to the issuances of the Loans, and to perform all the operations and/or procedures regarding the implementation of the resolutions adopted under point 2 above, including but not limited to:

i) decide upon:

- a. the value of the issuance of additional tier 1 instruments, in the form of one or several loans
- b. the legislation governing the Loans and the jurisdiction of the issuances;
- c. the type and rate or calculation method of the interest in relation to the Loans
- d. all other terms and conditions of the issuance of additional tier 1 instruments that are not specifically mentioned above

ii) adopting all resolutions, approval of all documents and issuance of all statements which are necessary or recommendable for preparing and implementing the Loans, including the Loans agreements which will be drawn up in accordance with the applicable legislation and best practices and, submitted for approval, as the case may be, to relevant competent authorities

iii) approval of any updates/supplements/amendments in relation to the Loans agreements, if necessary, and submission for the approval if applicable to relevant competent authorities

iv) empowering one or several persons to fulfil the legally required formalities including the negotiation and the sign-off of the documents needed in relation to the Loans agreements.

4. 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, the updated form of the Articles of Incorporation and any subsequent rephrasing expressly requested by the Trade Register Office of Bucharest Tribunal as part of the updating/recodification formalities of the Bank's object of activity in accordance with the new version of the Classification of Activities in the National Economy (CAEN Rev.3), necessary for the fulfilment of the resolution herein.

5. Approval of the date of May 12, 2025 as ex date.

6. Approval of the date of May 13, 2025 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 14, 2025, 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 candidate proposed for the position of director 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. 021.301.61.31, 021.301.61.54, 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 General Meetings 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 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 March 29, 2025, 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 March 29, 2025, 5.00 P.M.;

The shareholders are entitled to make other propositions for the position of director until March 19, 2025, 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 March 29, 2025, 5.00 P.M.

If necessary, the revised agenda will be published on April 9, 2025, according to the legal provisions in force.

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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

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 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 24, 2025 – Proposals” or “For the General Meetings of the Shareholders of April 24, 2025– 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 General Meetings of the Shareholders of April 24, 2025– Proposals” or “For the General Meetings of the Shareholders of April 24, 2025 – Questions”.

Participation in the General Meetings of the Shareholders

The reference date is April 10, 2025. 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 24, 2025.

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 22, 2025, 09:00 A.M. for the Ordinary General Shareholders Meeting, respectively by April 22, 2025, 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:

- 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 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:

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Registrul Public al CNVM cu nr. PJR01INCR/400008

- 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 14, 2025, 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 24, 2025 –Power of Attorney” or “For the General Meetings of the Shareholders of April 24, 2025 – 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 General Meetings of the Shareholders of April 24, 2025 – Power of Attorney” or “For the General Meetings of the Shareholders of April 24, 2025 –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 9, 2025. 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 9, 2025. 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 9, 2025.

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 24, 2025, 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 22, 2025, at 09:00 A.M., in case of participation in the Ordinary General Meeting of Shareholders, respectively until April 22, 2025, 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 22, 2025, 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 22, 2025, 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 22, 2025, 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 22, 2025, 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 Platform"

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:

- 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;

- Real-time broadcasting of General Meetings 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 any type of vote (secret, open, simple, cumulative);
- 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. 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.

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 uploadable files can have one of the following extensions: .jpg, .pdf, .png.

Accounts can be created starting to April 16, 2025. 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, 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. 021.301.61.31, 021.301.61.54, e-mail: investor@brd.ro), starting to the date of publishing of this Convening Notice.

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If on April 24, 2025, the quorum provided by the law is not met, the Ordinary General Meeting and/or, the Extraordinary General Meeting respectively, are called on April 25, 2025, 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

Delphine Mireille GARCIN - MEUNIER

Chairman



**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 31.01.2025 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, Bucharest, Sector 1, holds 30,488,939 shares, i.e. 4.3749 %, namely RON 30,488,939;
4. **Fond de Pensii Administrat Privat Metropolitan Life**, headquartered in Bld. Lascar Catargiu, No. 47-53, Floor 4, Bucharest, Sector 1, Romania, holds 28,168,847 shares, i.e. 4.0420%, namely RON 28,168,847;
5. **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;
6. **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;
7. **Fondul de Pensii Administrat Privat ARIPI**, headquartered in Bucharest, Place Charles De Gaulle No.15, Floor 6, sector 1, holds 13,445,622 shares, i.e. 1.9293 %, namely RON 13,445,622 lei;
8. **Fondul de Pensii Administrat Privat Vital/Aegon SAFPP**, headquartered in Village Floresti, Commune Floresti, Jud Cluj, Str.Avrám Iancu No. 506-508 Et.4, holds 13,225,475 shares, i.e. 1.8978 %, namely RON 13,225,475;
9. **Transilvania Investments Alliance S.A.**, headquartered in Brasov, str. Nicolae Iorga no. 2, jud. Brasov, a Romanian juridical person, holds 12,606,815 shares, i.e. 1.8090 %, of the share capital, namely RON 12,606,815.

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 8.489.949 shares, i.e., 1.2182 %, namely RON 8,489,949;
11. **Other shareholders juridical persons** own together a number of shares 57,137,193 i.e. 8.1989 % of the share capital, namely RON 57,137,193.
12. **Other shareholders natural persons** own together a number of shares 34,100,760 i.e. 4.8932% of the share capital, namely RON 34,100,760.”

II. *The object of activity is updated/recodified in accordance with the new version of the Classification of Activities in National Economy, approved by Order of the President of the National Institute of Statistics no. 377/17.04.2024 (CAEN Rev.3), as follows:*

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 7022 – 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 (7311 - Advertiser activities, 8220 - Activities of call centers, 8299 - Other activities of support services for enterprises n.c.a).
- 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 6810 – 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 4799 – Other retail sale not in stores, stalls or markets);
- 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 4783 – Other retail sale not in stores, stalls or markets).

III. 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 24, 2025.