
THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

On April 22, 2021, at 11:00 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 12, 2021 (reference date)

Decision draft:

Extraordinary General Meeting of the Shareholders approves the amendment of the Articles of Incorporation of the Bank, according to the Annex, as well as the delegation of power to Mr. Francois BLOCH, CEO of the Bank, to sign the Addendum to the Articles of Incorporation and the updated form of the Articles of Incorporation.

The amendments of the Articles of Incorporation of BRD consist in:

- updating the Bank's shareholding structure as at January 31, 2021 (paragraph 4 of articles 8);
- 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 as follows:
 - Mr. Petre BUNESCU is radiated from point 2 due to his renunciation to his mandate;
 - Mr. Jean-Luc André Joseph PARER is radiated from point 6 due to his renunciation to his mandate;
 - the identification data of the members of the Board of Directors in case of which occurred the changes of name or address are updated;
 - according to the Decisions of the Ordinary General Shareholders Meeting, on April 22, 2021 and subject to obtain the National Bank of Romania prior approval, the Annex, is completed and updated with the new appointments.

Annex: The amendments of the Articles of Incorporation of BRD

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

1. *Paragraph 4 of article 8 is modified and rephrased and will read as follows:*

“The shareholding structure as at 31.01.2021 is the following:

1. **Société Générale S.A.**, headquartered at 29 Bd. Haussman, Paris, France, French juridical person, registered with the Register of Commerce and Companies in France under no. RCS Paris 55212022215342, holds 419,313,688 shares, i.e. 60.1683% of the share capital, namely RON 419,313,688;
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 36,990,849 shares, i.e. 5.3079 %, namely RON 36,990,849;
3. **Fondul de Pensii Administrat Privat AZT Viitorul Tau** headquartered in Emanoil Porumbaru Street No. 85-87, Bucharest, holds 30,617,419 shares, i.e. 4.3934 %, namely RON 30,617,419;
4. **Societatea de Investiții Financiare Oltenia S.A.**, Craiova, Str. Tufănele, Bl. 313, jud. Dolj, a Romanian juridical person, holds 28,652,269 shares, i.e. 4.1114 %, of the share capital, namely RON 28,652,269 ;
5. **Societatea de Investitii Financiare Transilvania S.A.**, headquartered in Brasov, str. Nicolae Iorga no. 2, jud. Brasov, a Romanian juridical person, holds 21,048,571 shares, i.e. 3.0203 %, of the share capital, namely RON 21,048,571;
6. **Fond de Pensii Administrat Privat Metropolitan Life** headquartered in Bld. Lascar Catargiu, No. 47-53, Floor 4, Bucharest, Sector 1, Romania, holds 20,614,149 shares, i.e. 2.9580 %, namely RON 20,614,149;
7. **Societatea de Investiții Financiare Banat - Crișana 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 Floresti , Jud Cluj, Str.Avram Iancu Nr. 506-508 Et.4, holds 9,098,823 shares, i.e. 1.3056 %, namely RON 9,098,823;
9. **Fondul de Pensii Administrat Privat ARIPI**, headquartered in Bucharest, Place Charles De Gaulle No.15, Floor 6, sector 1, holds 8,057,740 shares, i.e. 1.1562 %, namely RON 8,057,740 lei;
10. **Norges Bank**, headquartered in Oslo, Bankplassen 2, P.O. BOX 1179 Sentrum, 010, 7 Norway, holds 7,586,868 shares, i.e., 1.0887%, namely RON 7,586,868;
11. **Other shareholders juridical persons** own together a number of shares 70,946,226, i.e. 10.1802 %, of the share capital, namely RON 70,946,226;
12. **Other shareholders natural persons** own together a number of shares 30,359,419 i.e. 4.3563 %, of the share capital, namely RON 30,359,419.”

2. *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 as follows:*

- i. *Mr. Petre BUNESCU is radiated from point 2 due to his renunciation to his mandate;*
- ii. *Mr. Jean-Luc André Joseph PARER is radiated from point 6 due to his renunciation to his mandate;*
- iii. *the identification data of the members of the Board of Directors in case of which occurred the changes of name or address are updated;*
- iv. *according to the Decisions of the Ordinary General Shareholders Meeting, on April 22, 2021 and subject to obtain the National Bank of Romania prior approval, the Annex, is completed and updated with the new appointments.*