

---

**THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS**

On April 28, 2022, at 11:00 A.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 12, 2022 (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:*

- In entire Articles of Incorporation, the references to “trading companies” will be replaced with “companies”;
- updating the Bank’s shareholding structure as at January 31, 2022 (paragraph 4 of articles 8);
- Article 32 is modified by adding a new paragraph, paragraph 6, as follows: “The executive officer receive a four-year mandate and they may be re-elected.” in order to be alined with the dispositions applicable to the mandate of the members of the Board of Directors.
- 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 called on April 28, 2022.

Annex: *The amendments of the Articles of Incorporation of BRD*

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

1. *In entire Articles of Incorporation, the references to “trading companies” will be replaced with “companies”.*

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

“The shareholding structure as at 31.01.2022 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. **Societatea de Investiții Financiare Oltenia S.A.**, Craiova, Str. Tufănele, no.1, Bl. 313, jud. Dolj, a Romanian juridical person, holds 27,533,076 shares, i.e. 3.9508 %, of the share capital, namely RON 27,533,076;
4. **Fondul de Pensii Administrat Privat AZT Viitorul Tau** headquartered in Emanoil Porumbaru Street No. 85-87, Bucharest, holds 26, 989,382 shares, i.e. 3.8728 %, namely RON 26, 989,382;
5. **Fond de Pensii Administrat Privat Metropolitan Life** headquartered in Bld. Lascar Catargiu, No. 47-53, Floor 4, Bucharest, Sector 1, Romania, holds 22,091,577 shares, i.e. 3.1700 %, namely RON 22,091,577;
6. **Societatea de Investitii Financiare Transilvania S.A.**, headquartered in Brasov, str. Nicolae Iorga no. 2, jud. Brasov, a Romanian juridical person, holds 17,333,876 shares, i.e. 2.4873%, of the share capital, namely RON 17,333,876;
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 Village Floresti , Commune Floresti, Jud Cluj, Str.Avram Iancu No. 506-508 Et.4, holds 10,521,884 shares, i.e. 1.5098%, namely RON 10,521,884;
9. **Fondul de Pensii Administrat Privat ARIPI**, headquartered in Bucharest, Place Charles De Gaulle No.15, Floor 6, sector 1, holds 8,744,054 shares, i.e. 1.2547 %, namely RON 8,744,054 lei;
10. **Paval Holding SRL**, headquartered in Bacau, str. Alexei Tolstoi no. 8, jud. Bacau, holds 6,469,577 shares, i.e., 0.9283%, namely RON 6,469,577;
11. **Other shareholders juridical persons** own together a number of shares 75,149,057, i.e. 10.7833 %, of the share capital, namely RON 75,149,057;
12. **Other shareholders natural persons** own together a number of shares 32,149,001 i.e. 4.6131 %, of the share capital, namely RON 32,149,001.”



GRUPE SOCIETE GENERALE

3. *Article 32 is modified by adding a new paragraph, paragraph 6, as follows:*  
“The executive officer receive a four-year mandate and they may be re-elected.”

4. *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 28, 2022.*