

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

which met on March 14, 2022, at 11.⁰⁰, calls

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

On April 28, 2022, 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 12, 2022 (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 individual 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, 2021, accompanied by the Annual Board of Directors' Report at individual and consolidated level as well as by the financial auditor report.
3. Approval of the remuneration report for the financial year 2021.
4. The Directors' discharge for the fiscal year 2021.
5. Approval of the profit distribution and setting of the dividend for 2021 (the gross dividend proposed is of 1.285 lei / share). The dividends will be paid on June 7, 2022 and the deferred payment date will be November 29, 2022.
6. Approval of the income and expenditure budget for 2022 and of the Business Plan for the fiscal year 2022.
7. Approval of the remuneration due to the non-executive directors for the fiscal year 2022, as well as of the general limits for the directors' additional remunerations and the officers' remunerations.
8. Renewal Mr. Francois BLOCH mandate as director, for a 4-years period, starting with June 29, 2022 and empowering Chairman of the Board of Directors of the Bank to sign, on behalf of the Bank, the Management Contract with him.
9. Renewal Mr. Giovanni Luca SOMA mandate as director, for a 4-years period, starting with October 24, 2022 and empowering Mr. Francois BLOCH as member of the Board of Directors and CEO of the Bank to sign, on behalf of the Bank, the Management Contract with him.
10. Appointment of Ernst & Young Assurance Services S.R.L., headquartered in Bucharest, Tower Center, 21nd floor, 15-17 bld Ion Mihalache, 1st district, postal code 011171, fiscal code RO11909783, as financial auditor of the Bank for the financial year 2022.

11. Approval of the date of May 13, 2022 as ex date.
12. Approval of the date of May 16, 2022 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 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 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.
3. Approval of the date of May 13, 2022 as ex date.
4. Approval of the date of May 16, 2022 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 March 16, 2022, the meeting 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 candidates proposed for the positions 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 31, 2022, 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 31, 2022, 5.00 P.M.;

The shareholders are entitled to make other propositions for the position of director until March 21, 2022, 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 31, 2022, 5.00 P.M.

If necessary, the revised agenda will be published on April 11, 2022, according to the legal provisions in force.

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. 168 § (1) b) of Law No. 297/2004 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 participants that are defined by art. 168 § (1) b) of Law No. 297/2004;

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 28, 2022– Proposals” or “For the General Meetings of the Shareholders of April 28, 2022– 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 28, 2022– Proposals” or “For the General Meetings of the Shareholders of April 28, 2022– Questions”.

Participation in the General Meetings of the Shareholders

The reference date is April 12, 2022. 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 28, 2022.

The shareholders may participate in the general meetings directly or they 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.

According to art. 208 paragraph 2 of FSA Regulation no. 5/2018 on issuers and operations with securities, the shareholders can vote including by correspondence. If the votes are cast electronically, BRD will send electronic confirmations of receipt of the votes.

Also, 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:

- a) clearly the name of the shareholder on behalf of which the credit institution participates and votes in the GMS;
- b) the credit institution provides custody services to that shareholder.

The declaration mentioned above must reach the Bank by April 26, 2022, 09:00 A.M., in original, signed and stamped, if necessary, 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 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:

- 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 March 16, 2022, 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 102 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 20 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 28, 2022 –Power of Attorney” or “For the General Meetings of the Shareholders of April 28, 2022– 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 28, 2022 – Power of Attorney” or “For the General Meetings of the Shareholders of April 28, 2022–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 11, 2022. 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 11, 2022. 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 11, 2022.

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 Meeting of Shareholders on 28 April 2022, 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 26, 2022, at 09:00 A.M., in case of participation in the Ordinary General Meeting of Shareholders, respectively until 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 26, 2022, 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 26, 2022, 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 26, 2022, 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 26, 2022, 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.

If on April 28, 2022, the quorum provided by the law is not met, the Ordinary General Meeting and/or, the Extraordinary General Meeting respectively, are called on April 29, 2022, 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.



Giovanni Luca SOMA
Chairman

**AMENDMENT OF THE ARTICLES OF INCORPORATION
OF BRD-GROUPE SOCIETE GENERALE 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 Investiții 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.Avrăm 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."

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.*