

According to the art. 117¹ of the Law no. 31/1990 on companies, republished, subsequently amended and supplemented, art. 92 alin (3) – (6) of the Law no. 24/2017 regarding the issuers of financial instruments and market operations, and also art. 189 of the FSA Regulation no. 5/2018 on issuers of financial instruments and market operations

And considering the request for inserting a new topic on the agenda of the Ordinary General Meeting of the Shareholders that will take place on April 23, 2020, at 10:00 A.M., submitted by the shareholder Société Générale S.A., holding 60.1683% of the share capital of the company on the date of the request, request below mentioned under point 4.2,

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

which met on April 08, 2020, at 16.00 PM completes the agenda of

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

On April 23, 2020, 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 14, 2020 (reference date),

as follows:

ORDINARY GENERAL MEETING OF THE SHAREHOLDERS, as it was completed:

1. Electing Mrs. Mariana DINU, shareholder of BRD - Groupe Societe Generale S.A., and, in her absence, Mrs. Camelia Daniela APETREI, 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, 2019, accompanied by the Annual Board of Directors' Report at individual and consolidated level as well as by the financial auditor report.
3. The Directors' discharge for the fiscal year 2019.
4. Approval of the profit distribution for 2019:
 - 4.1. *The Board of directors' proposal:* The gross dividend proposed is of 1.64 lei / share. The dividends will be paid within on June 3, 2020 and the deferred payment date will be November 27, 2020;
 - 4.2. *The shareholder Société Générale proposal:* Approval of the allocation of the 2019 profit of LEI 1 528 523 000 to retained earnings.
5. Approval of the income and expenditure budget for 2020 and of the Business Plan for the fiscal year 2020.
6. Approval of the remuneration due to the non-executive directors for the fiscal year 2020, as well as of the general limits for the directors' additional remunerations and the officers' remunerations.
7. Renewal Mr. Jean – Pierre Georges VIGROUX mandate as director, for a 4-years period, starting with May 30, 2020 and empowering Chairman of the Board of Directors of the Bank to sign, on behalf of the Bank, the Management Contract with him.

8. Designation of Mr. Jean – Pierre Georges VIGROUX as independent director.
9. Electing Mrs. Valerie Marcelle Paule VILLAFRANCA as director for a 4-years period, and empowering the Chairman of the Board of Directors of the Bank, to sign on behalf of the Bank, the Management Contract with her. Mrs. Valerie Marcelle Paule VILLAFRANCA was appointed as Interim Director through the Board of Directors decision no. 385 on November 5, 2019, following Mr. Philippe Laurent Charles HEIM's renunciation to his mandate as Director.

The appointment of Mrs. Valerie Marcelle Paule VILLAFRANCA as Director is subject to the prior approval to start the fulfilment of his tasks by the National Bank of Romania, as per the legal provisions in force.

The 4-years mandate starts running from the 3rd working day after receiving of the prior approval by the National Bank of Romania.

10. Appointment of Ernst & Young Assurance Services S.R.L., headquartered in Bucharest, 1st district, 15-17 bld Ion Mihalache, Tower Center, floor 21, fiscal code RO11909783, as financial auditor of the Bank for the financial year 2020.
11. Approval of the date of May 11, 2020 as ex date.
12. Approval of the date of May 12, 2020 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, remained unchanged:

1. Electing Mrs. Mariana DINU, shareholder of BRD - Groupe Societe Generale S.A. and in her absence, Mrs. Camelia Daniela APETREI, 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 11, 2020 as ex date.
4. Approval of the date of May 12, 2020 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, 2020, 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, 2020, 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, 2020, 5.00 P.M.;

The shareholders are entitled to make other propositions for the position of director until March 19, 2020, 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, 2020, 5.00 P.M.

If necessary, the revised agenda will be published on April 10, 2020, 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.

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 issued by the Central Depository or by the participants defined at art. 168 § (1) b) of Law No. 297/2004 which provide custody services 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 23, 2020 – Proposals” or “For the General Meetings of the Shareholders of April 23, 2020 – 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 23, 2020 – Proposals” or “For the General Meetings of the Shareholders of April 23, 2020 – Questions”.

Participation in the General Meetings of the Shareholders

The reference date is April 14, 2020. 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 23, 2020.

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.

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 21, 2020, 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 (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 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.

- 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 appointed as shareholder's legal representative must have the exercise capacity.

A shareholder may designate only one person to represent him/her in this 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 establish 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, 2020, 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 must contain the information mentioned at Article 102 of Regulation no. 5/2018 on issuers of financial instruments and market operations.

The general power of attorney given by the shareholder must be valid for a period of maximum 3 years, 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 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 23, 2020 –Power of Attorney” or “For the General Meetings of the Shareholders of April 23, 2020– 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 23, 2020 – Power of Attorney” or “For the General Meetings of the Shareholders of April 23, 2020–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 10, 2020. 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 10, 2020. 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 10, 2020.

The special or general powers of attorney / correspondence voting forms must reach the Bank by April 21, 2020, 09:00 A.M., in original, signed, and as the case may be, stamped, under sanction of loss of the voting right through representative / by correspondence in the general meetings, according to the law.

If on April 23, 2020, the quorum provided by the law is not met, the Ordinary General Meeting and/or, the Extraordinary General Meeting respectively, are called on April 24, 2020, 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. *Paragraph 2 of article 8 is modified and rephrased and will read as follows:*

“ The shares are issued in dematerialized form and they are registered in the Bank’s shareholders’ registry kept by Depozitarul Central S.A., a private independent register company, headquartered in 34-36 Bd. Carol I, 8th floor, Sector 2, Bucharest, Romania. ”

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

“The shareholding structure as at 31.01.2020 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.P.**, headquartered in Str. Costache Negri, no. 1-5, Bucharest, Sector 5 Romania, holds 33,621,108 shares, i.e. 4.8244 %, namely RON 33,621,108;
3. **Societatea de Investiții Financiare Oltenia S.A.**, Craiova, Str. Tufănele, Bl. 313, jud. Dolj, a Romanian juridical person, holds 28,472,044 shares, i.e. 4.0855 %, of the share capital, namely RON28,472,044 ;
4. **Societatea de Investitii Financiare Transilvania S.A.**, headquartered in Brasov, str. Nicolae Iorga no. 2, jud. Brasov, a Romanian juridical person, holds 22,703,889 shares, i.e. 3.2578 %, of the share capital, namely RON 22,703,889;
5. **FD de Pens Admin Priv AZT Viitorul Tau/ALLIANZ PP** headquartered in Emanoil Porumbaru Street No. 85-87, Bucharest, holds 20,669,958 shares, i.e. 2.9660 %, namely RON 20,669,958;
6. **Fond de Pensii Administrat Privat Metropolitan Life** headquartered in Bld. Lascar Catargiu, No. 47-53, Floor 4, Bucharest, Sector 1. Romania, holds 15,714,037 shares, i.e. 2.2548 %, namely RON 15,714,037;
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. **Norges Bank**, headquartered in Oslo, Bankplassen 2, P.O. BOX 1179 Sentrum, 010, 7 Norway, holds 10,221,451 shares, i.e., 1.4667%, %, namely RON 10,221,451;
9. **Fondul De Pensii Administrat Privat Vital/Aegon SAFPAP SA**, headquartered in Floresti , Jud Cluj, Str.Avram Iancu Nr. 506-508 Et.4, holds 7,724,897 shares, i.e. 1.1085 %, namely RON 7,724,897;

10. **DEDEMAN SRL**, headquartered in Bacau str.Alexei Tolstoi No.4 a Romanian juridical person, holds 5,969,577 shares, i.e. 0.8566 % of the share capital, namely RON 5,969,577;
 11. **Other shareholders juridical persons** own together a number of shares 88,371,647, i.e. 12.6807 %, of the share capital, namely RON 88,371,647;
 12. **Other shareholders natural persons** own together a number of shares 30,503,725 i.e. 4.3770%, of the share capital, namely RON 30,503,725.”
3. *In entire Articles of Incorporation, the references to Directive ‘Limits to approve loans and other commitments’ will be replaced with Directive ‘Management of credit authorities whiten BRD’.*
4. *Article 34 is modified and rephrased and will read as follows:*
- “The Management Board meets regularly, at least every two weeks.
- To validate the decisions of the Management Board, it is required the presence at least 5 members of the Management Board.
- The Executive Officers attend to the meeting personally. The representation of the Executive Officer to the meetings is forbidden.
- The members of the Management Board may also attend to the meeting by remote communication means (videoconference, conference call, etc.).
- In exceptional cases, justified by the emergency of the situation and by the interest of the Bank, the decisions of the Management Board may be made by the written vote of the members, under the conditions of paragraphs 2 and 6 of this article, without it being necessary to call a meeting of the respective body, after they have been completely informed on the issues on the agenda.
- The decisions of the Management Board shall be made with votes “FOR” of at least half of the members of the Management Board.
- The CEO shall have the casting vote in case of tie of votes. “
5. *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 23, 2020.*