

The current report under Regulation FSA no. 5/2018

Date of Report: April 25, 2024

BRD-Groupe Société Générale S.A.

Headquarter: Bld Ion Mihalache, nr 1-7, sector 1, Bucuresti

Tel/Fax: 021.301.61.00 /021. 301.66.36

Unique Registration Code with the Trade Register: 361579

Order Number in the Trade Register: J40/608/1991

Capital subscribed and paid: 696.901.518 lei

Regulated market on which the issued securities are traded: Bucharest Stock Exchange-Premium Category

### Important Events

#### **The Decisions of the General Shareholders' Meetings of BRD - Groupe Société Générale S.A.**

The General Shareholders Meeting of BRD (Ordinary General Shareholders' Meeting and Extraordinary General Shareholders' Meeting) took place at BRD Tower, 1-7 Bd. Ion Mihalache, 1st district, Bucharest (1st floor, Auditorium Room) on April 25, 2024. According to the calling of the meeting, only the shareholders registered on April 12, 2024 reference date, had the right to participate in, and to vote at the general meetings. **At the OGSM meeting participated the shareholders representing 89.3130 % of the share capital of the Bank, and at EGSM meeting participated the shareholders representing 89.3852 % of the share capital of the Bank.**

#### **The Ordinary General Shareholders' Meeting of BRD**

During the Ordinary General Shareholders' Meeting, the shareholders discussed and decided as follows:

##### **1. Electing of the secretary of the Ordinary General Shareholders' Meeting.**

The Ordinary General Shareholders' Meeting approved the election of Mrs. Camelia Daniela APETREI, shareholder of BRD - Groupe Societe Generale S.A., 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, 2023, accompanied by the Annual Board of Directors' Report at individual and consolidated level as well as by the financial auditor report.**

#### **Summary of the financial position**

RON million	Group			Bank		
	Dec-22	Dec-23	vs. Dec-22	Dec-22	Dec-23	vs. Dec-22
Cash and current accounts with Central Bank	7,625	11,778	54.5%	7,625	11,778	54.5%
Loans and advances to credit institutions	7,221	6,129	-15.1%	7,205	6,114	-15.1%
Net loans and advances to customers*	37,696	42,305	12.2%	35,542	40,202	13.1%
Other financial instruments	18,642	20,824	11.7%	18,646	20,838	11.8%
Tangible and intangible assets	1,537	1,645	7.0%	1,518	1,620	6.7%
Other assets	1,121	1,168	4.1%	987	829	-16.0%
<b>Total assets</b>	<b>73,842</b>	<b>83,849</b>	<b>13.6%</b>	<b>71,523</b>	<b>81,381</b>	<b>13.8%</b>
Amounts owed to credit institutions	7,501	9,396	25.3%	5,443	7,226	32.8%
Amounts owed to customers	56,661	62,406	10.1%	56,916	62,642	10.1%
Other liabilities	2,720	3,185	17.1%	2,587	3,048	18%
Shareholders equity	6,960	8,862	27.3%	6,577	8,465	28.7%
<b>Total liabilities and shareholders equity</b>	<b>73,842</b>	<b>83,849</b>	<b>13.6%</b>	<b>71,523</b>	<b>81,381</b>	<b>13.8%</b>

\* Loans at Group level include leasing

#### **Summary of profit or loss**

RON million	Group			Bank		
	2022	2023	vs. 2022	2022	2023	vs. 2022
Net banking income	3,459	3,834	10.8%	3,289	3,723	13.2%
Operating expenses	(1,745)	(1,895)	8.6%	(1,641)	(1,815)	10.6%
Gross operating income	1,715	1,939	13.1%	1,648	1,908	15.8%
Cost of risk	-95	57	n.a.	-93	48	n.a.
<b>Net result</b>	<b>1,337</b>	<b>1,656</b>	<b>23.8%</b>	<b>1,286</b>	<b>1,634</b>	<b>27.1%</b>

Turn BRD  
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<http://www.brd.ro>

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

The Ordinary General Shareholders' Meeting approved 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, 2023, 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 executive officers' and non-executive directors 'remuneration report for the financial year 2023.

The Ordinary General Shareholders' Meeting approved the executive officers' and non-executive directors 'remuneration report for the financial year 2023.

### 4. The Directors' discharge for the financial year 2023.

The Ordinary General Shareholders' Meeting approved the Directors' discharge for the financial year 2023.

### 5. Approval of the allocation of the 2023 profit and fixing of the dividend.

The two proposals made: **by the Board of Directors** (Approval of the distribution as dividends of the amount of LEI 980,540,436, representing 60% from the financial result of 2023 (the gross dividend proposed is of 1.4070 lei / share). The dividends will be paid on June 6, 2024 and the deferred payment date will be November 29, 2024.) **and by the shareholder Société Générale** (Approval of the distribution as dividends of the amount of LEI 817,117,030, representing 50% from the financial result of 2023 (the gross dividend proposed is of 1.17250 lei / share). The dividends will be paid on June 6, 2024 and the deferred payment date will be November 29, 2024.) were presented to the shareholders.

The Ordinary General Shareholders' Meeting approved the shareholder Société Générale' proposal - Approval of the distribution as dividends of the amount of LEI 817,117,030, representing 50% from the financial result of 2023 (the gross dividend is of 1.17250 lei / share). The dividends will be paid on June 6, 2024 and the deferred payment date will be November 29, 2024.

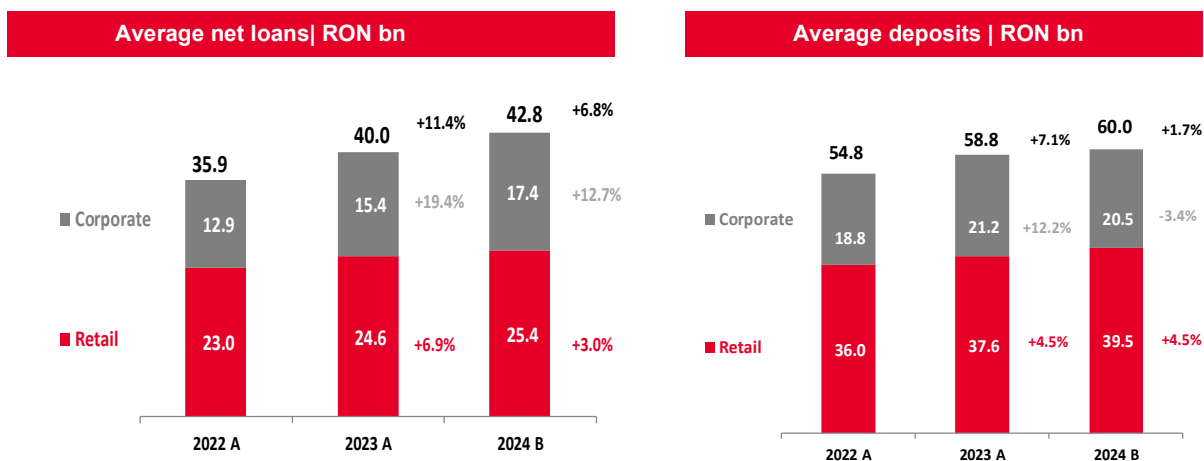
### 6. Approval of the income and expenditure budget for 2024 and of the Business Plan for the fiscal year 2024.

The Ordinary General Shareholders' Meeting approved the Income and Expenditure Budget for 2024 and of the Business Plan for the fiscal year 2024.

Evolution of the main financial indicators, as it was mentioned in the budget for 2024, is the follows:

#### 2024 BUDGET - KEY INDICATORS

based on assumptions prepared in September 2023



\* Variation at constant exchange rate

**2024 BUDGET - PROFITABILITY**
*based on assumptions prepared in September 2023*

	A 2022	A 2023	Evolution 23/22	Perspectives for 2024
RON m				
<b>FINANCIAL RESULTS</b>				
NET BANKING INCOME	3,459	3,834	+10.8%	<i>Moderate NBI increase driven by Net interest Income growth</i>
OPERATING EXPENSES	(1,745)	(1,895)	+8.6%	<i>OPEX to be influenced by new tax, still inflationary pressures, IT investments, and mitigated by efficiency gains</i>
GROSS OPERATING INCOME	1,715	1,939	13.1%	<i>Normalized assumption: Net cost of risk ≈ 20 bps</i>
NET COST OF RISK	(95)	57	na	
NET RESULT	1,337	1,656	+23.8%	
<b>RATIOS</b>				
COST/INCOME RATIO	50.4%	49.4%	-1.0 pts	<i>ROE impacted by new tax and normalized cost of risk</i>
ROE	15.6%	20.9%	+5.3 pts	

**7. Approval of the executive officers' and non-executive directors' remuneration policy.**

The Ordinary General Shareholders' Meeting approved the executive officers' and non-executive directors' remuneration policy.

**8. Approval of the remuneration due to the directors for the fiscal year 2024, as well as of the general limits for the directors' remunerations and the officers' remunerations.**

The Ordinary General Shareholders' Meeting approved the 2024 individual remuneration, for the non-independent non-executive directors amounting to EUR 1800/ month (gross amount) and for the independent non-executive directors amounting to EUR 3600 / month (gross amount) including 19.9% for the contributions transfer, as well as general limits for the directors' remunerations and the officers' remunerations, is amounting to RON 22 million (gross amount).

**9. Electing Mrs. Delphine Mireille GARCIN - MEUNIER as director, for a four-year mandate, and empowering Mrs. Liliana IONESCU – FELEAGĂ, independent member of the Bank's Board of Directors, to sign, on behalf of the Bank, the Management Contract with her. Mrs. Delphine Mireille GARCIN - MEUNIER was appointed as Interim Director through the Board of Directors decision no. 507/07.12.2023, following Mr. Giovanni Luca SOMA's renunciation to his mandate as Director and Chairman of the Board of Directors.**

The Ordinary General Shareholders' Meeting approved the election of Mrs. Delphine Mireille GARCIN - MEUNIER as director, for a four-year mandate, and empowering Mrs. Liliana IONESCU – FELEAGĂ, independent member of the Bank's Board of Directors, to sign, on behalf of the Bank, the Management Contract with her. Mrs. Delphine Mireille GARCIN - MEUNIER was appointed as Interim Director through the Board of Directors decision no. 507/07.12.2023, following Mr. Giovanni Luca SOMA's renunciation to his mandate as Director and Chairman of the Board of Directors.

The appointment of Mrs. Delphine Mireille GARCIN - MEUNIER as Director is subject to the National Bank of Romania's prior approval to start the fulfilment of her 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.

**10. Electing Mrs. Maria Koytcheva ROUSSEVA as director, for a four-year mandate, and empowering Mrs. Liliana IONESCU – FELEAGĂ, independent member of the Bank's Board of Directors, to sign, on behalf of the Bank, the Management Contract with her. Mrs. Maria Koytcheva ROUSSEVA was appointed as Interim Director through the Board of Directors decision no. 507/07.12.2023, following Mr. Francois BLOCH's renunciation to his mandate as Director.**

The Ordinary General Shareholders' Meeting approved the election of Mrs. Maria Koytcheva ROUSSEVA as director, for a four-year mandate, and empowering Mrs. Liliana IONESCU – FELEAGĂ, independent member

of the Bank's Board of Directors, to sign, on behalf of the Bank, the Management Contract with her. Mrs. Maria Koytcheva ROUSSEVA was appointed as Interim Director through the Board of Directors decision no. 507/07.12.2023, following Mr. Francois BLOCH's renunciation to his mandate as Director.

The appointment of Mr. Maria Koytcheva ROUSSEVA as Director is subject to the National Bank of Romania's prior approval to start the fulfilment of her 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.

**11. Electing Mr. Mathieu Jacques Paul Michel Mary VEDRENNE as director, for a four-year mandate, on the position which will become vacant in the Bank's Board of Directors starting to July 1st, 2024, following Mrs. Aurore Brigitte Micheline GASPARD's renunciation to her mandate as Director, and empowering Mrs. Liliana IONESCU – FELEAGĂ, independent member of the Bank's Board of Directors to sign, on behalf of the Bank, the Management Contract with him.**

The Ordinary General Shareholders' Meeting approved the election of Mr. Mathieu Jacques Paul Michel Mary VEDRENNE as director, for a four-year mandate, on the position which will become vacant in the Bank's Board of Directors starting to July 1st, 2024, following Mrs. Aurore Brigitte Micheline GASPARD's renunciation to her mandate as Director, and empowering Mrs. Liliana IONESCU – FELEAGĂ, independent member of the Bank's Board of Directors to sign, on behalf of the Bank, the Management Contract with him.

The appointment of Mr. Mathieu Jacques Paul Michel Mary VEDRENNE's as Director is subject to the National Bank of Romania's prior approval to start the fulfilment of her 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.

**12. Renewal Mrs. Valerie Marcelle Paule VILLAFRANCA's mandate as director, for a four-year period, starting to July 13, 2024 and empowering Mrs. Liliana IONESCU – FELEAGĂ, independent member of the Bank's Board of Directors, to sign, on behalf of the Bank, the Management Contract with her.**

The Ordinary General Shareholders' Meeting approved the renewal of Mrs. Valerie Marcelle Paule VILLAFRANCA's mandate as director, for a four-year period, starting to July 13, 2024 and empowering Mrs. Liliana IONESCU – FELEAGĂ, independent member of the Bank's Board of Directors, to sign, on behalf of the Bank, the Management Contract with her.

**13. Renewal Mr. Jean – Pierre Georges VIGROUX's mandate as director, for a four-year period, starting to May 30, 2024 and empowering Mrs. Liliana IONESCU – FELEAGĂ, independent member of the Bank's Board of Directors, to sign, on behalf of the Bank, the Management Contract with him. (The shareholder Societe Generale SA proposal)**

The Ordinary General Shareholders' Meeting approved the renewal of Mr. Jean – Pierre Georges VIGROUX's mandate as director, for a four-year period, starting to May 30, 2024 and empowering Mrs. Liliana IONESCU – FELEAGĂ, independent member of the Bank's Board of Directors, to sign, on behalf of the Bank, the Management Contract with him.

**14. Designation of Mr. Jean – Pierre Georges VIGROUX as independent director.**

The Ordinary General Shareholders' Meeting approved the designation of Mr. Jean – Pierre Georges VIGROUX as independent director.

**15. Appointment of PricewaterhouseCoopers 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.**

The Ordinary General Shareholders' Meeting approved the appointment of PricewaterhouseCoopers 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.

**16. Approval of the date of May 16, 2024 as ex date.**

The Ordinary General Shareholders' Meeting approved the date of May 16, 2024 as ex date.

**17. Approval of the date of May 17, 2024 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.**

The Ordinary General Shareholders' Meeting approved the date of May 17, 2024 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.

**The Extraordinary General Shareholders' Meeting of BRD**

The Extraordinary General Shareholders' meeting approved all the items on the agenda, as follows:

**1. Electing of the secretary of the Extraordinary General Shareholders' Meeting.**

The Extraordinary General Shareholders' Meeting approved the election of Mrs. Camelia Daniela APETREI, shareholder of BRD - Groupe Societe Generale S.A., to ensure the secretariat of the Extraordinary General Shareholders' Meeting.

**2. Maintaining the decisions approved by Decision no. 2 of the Extraordinary General Meeting of Shareholders no. 133 dated February 16th, 2023 and maintaining the decisions approved by Decision no. 3 of the Extraordinary General Meeting of Shareholders no. 133 dated February 16th, 2023**

The Extraordinary General Shareholders' Meeting Maintained the decisions approved by Decision no. 2 of the Extraordinary General Meeting of Shareholders no. 133 dated February 16th, 2023 on the issuance of Additional Tier 1 instruments and maintained the decisions approved by Decision no. 3 of the Extraordinary General Meeting of Shareholders no. 133 dated February 16th, 2023 on mandating the Board of Directors to determine the specific terms and conditions of the Loans and to carry out all operations and/or procedures relating to the implementation of the decisions adopted by Decision no. 2 mentioned above.

**3. The amendment of the Articles of Incorporation of the Bank.**

The Extraordinary General Shareholders' Meeting approved the amendment of the Articles of Incorporation of the Bank according to the Annex to the 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 and the updated form of the Articles of Incorporation.

**4. Approval of the date of May 16, 2024 as ex date.**

The Extraordinary General Shareholders' Meeting approved the date of May 16, 2024 as ex date.

**5. Approval of the date of May 17, 2024 as registration date.**

The Extraordinary General Shareholders' Meeting approved the date of May 17, 2024 as registration date, in order to identify the shareholders who are affected by the decisions of the extraordinary general meeting of shareholders.

**BRD-Groupe Société Générale SA****Maria ROUSSEVA****CEO****Flavia POPA****Corporate Secretary**