

The current report under Regulation FSA no. 5/2018

Date of Report: February 16, 2023

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 Extraordinary General Shareholders' Meeting of BRD - Groupe Société Générale S.A.

The Extraordinary General Shareholders' Meeting of BRD took place at BRD Tower, 1-7 Bd. Ion Mihalache, 1st district, Bucharest (1st floor, Auditorium Room) on February 16, 2023. According to the calling of the meeting, only the shareholders registered on February 03, 2023 reference date, had the right to participate in, and to vote at the Extraordinary General Shareholders' Meeting.

At the Extraordinary General Shareholders' Meeting participated the shareholders representing 87.11 % of the share capital of the Bank.

The Extraordinary General Shareholders' Meeting of BRD

During the Extraordinary General Shareholders' Meeting, the shareholders discussed and decided 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. Approval of the issuance of eligible additional tier 1 instruments, in accordance with EU Regulation no 575/2013 on prudential requirements for credit institutions and investment firms and amending Regulation (EU) No 648/2012 up to a maximum ceiling of 300 million EUR or RON equivalent, in the form of one or several loans (the Loans).

The Loans shall be perpetual (including call options for the issuer), denominated in EURO or RON, having a fixed or variable interest rate, an annually or semi-annually frequency, through one or several issuances, until the maximum ceiling is reached.

The Extraordinary General Shareholders' Meeting approved the issuance of eligible additional tier 1 instruments, in accordance with EU Regulation no 575/2013 on prudential requirements for credit institutions and investment firms and amending Regulation (EU) No 648/2012 up to a maximum ceiling of 300 million EUR or RON equivalent, in the form of one or several loans (the Loans).

The Loans shall be perpetual (including call options for the issuer), denominated in EURO or RON, having a fixed or variable interest rate, an annually or semi-annually frequency, through one or several issuances, until the maximum ceiling is reached.

3. Mandating the Board of Directors to establish the terms and conditions specific to the issuances of the Loans, and to perform all the operations and/or procedures regarding the implementation of the resolutions adopted under point 2 above, including but not limited to:

- i. decide upon:**
 - a. the value of the issuance of additional tier 1 instruments, in the form of one or several loans**
 - b. the legislation governing the Loans and the jurisdiction of the issuances;**
 - c. the type and rate or calculation method of the interest in relation to the Loans**
 - d. all other terms and conditions of the issuance of additional tier 1 instruments that are not specifically mentioned above**
- ii. adopting all resolutions, approval of all documents and issuance of all statements which are necessary or recommendable for preparing and implementing the Loans, including the Loans agreements which will be drawn up in accordance with the applicable legislation and best practices and, submitted for approval, as the case may be, to relevant competent authorities**
- iii. approval of any updates/supplements/amendments in relation to the Loans agreements, if necessary, and submission for the approval if applicable to relevant competent authorities**
- iv. empowering one or several persons to fulfil the legally required formalities including the negotiation and the sign-off of the documents needed in relation to the Loans agreements.**

The Extraordinary General Shareholders' Meeting approved mandating the Board of Directors to establish the terms and conditions specific to the issuances of the Loans, and to perform all the operations and/or procedures regarding the implementation of the resolutions adopted under point 2 above, including but not limited to:

- i. decide upon:**
 - e. the value of the issuance of additional tier 1 instruments, in the form of one or several loans**
 - f. the legislation governing the Loans and the jurisdiction of the issuances;**
 - g. the type and rate or calculation method of the interest in relation to the Loans**
 - h. all other terms and conditions of the issuance of additional tier 1 instruments that are not specifically mentioned above**
- ii. adopting all resolutions, approval of all documents and issuance of all statements which are necessary or recommendable for preparing and implementing the Loans, including the Loans agreements which will be drawn up in accordance with the applicable legislation and best practices and, submitted for approval, as the case may be, to relevant competent authorities;**
- iii. approval of any updates/supplements/amendments in relation to the Loans agreements, if necessary, and submission for the approval if applicable to relevant competent authorities;**
- iv. empowering one or several persons to fulfil the legally required formalities including the negotiation and the sign-off of the documents needed in relation to the Loans agreements.**

4. The empowerment of the Board of Directors to fulfil all formalities imposed for the implementation of the resolutions adopted by the present Extraordinary General Shareholders' Meeting, including but not limited to fulfilling publicity formalities and registration of resolutions at the Trade Registry and at any other competent authority.

The Extraordinary General Shareholders' Meeting approved the empowerment of the Board of Directors to fulfil all formalities imposed for the implementation of the resolutions adopted by the present Extraordinary General Shareholders' Meeting, including but not limited to fulfilling publicity formalities and registration of resolutions at the Trade Registry and at any other competent authority.

5. Approval of the date of March 6, 2023 as ex date

The Extraordinary General Shareholders' Meeting approved the date of March 6, 2023 as ex date.

6. Approval of the date of March 7, 2023 as registration date

The Extraordinary General Shareholders' Meeting approved the date of March 7, 2023 as registration date, in order to identify the shareholders who will be affected by the decisions of the Extraordinary General Shareholders' Meeting.

BRD-Groupe Société Générale SA
François Bloch
CEO

Flavia POPA
Corporate Secretary