

**CODE OF CORPORATE GOVERNANCE
OF BRD – GROUPE SOCIETE GENERALE S.A.**

March 2023

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I. INTRODUCTION

BRD-Groupe Société Générale has adopted the unitary system of administration in full harmony with the objectives of good corporate governance, of the transparency of relevant corporate information, of the protection of the interests of the various categories of participants and of an efficient operation on the banking market.

The internal governance of BRD-Groupe Société Générale S.A. is lined up with that of the parent company, Société Générale. BRD has adopted and applies, on a voluntarily basis, the provisions of Corporate Governance Code of the Bucharest Stock Exchange (BSE) and reports annually the compliance with its provisions.

The purpose of the Corporate Governance Code (hereinafter the “Code”) is to familiarize the investors with the corporate values of BRD - Groupe Société Générale and to promote the confidence of all the categories of participants in the management and administration of BRD - Groupe Société Générale.

Corporate Governance Model adopted by BRD ensures:

- Observance of the shareholders’ equal rights and treatment, by protecting and enforcing their prerogatives;
- Setting of the role and observance of the rights of the groups of interest, other than the shareholders;
- Setting the liability of the Board of Directors towards the credit institution and the shareholders, as well as its responsibility of supervising the activity of the Management committee;
- Transparency and access to information, by the periodical publication, in a correct and real manner, of the relevant financial and operational information;

II. CORPORATE GOVERNANCE STRUCTURES

1. SHAREHOLDERS – GENERAL MEETING OF THE SHAREHOLDERS

The shareholders shall exercise their rights within the **General Meeting of the Shareholders** (“GMS” or the “General Meeting”), which is the highest decision-making body in the bank. The bank’s shares are indivisible and confer equal rights to their holders, each share entitling to one vote in the General Meeting of the Shareholders.

General meetings are called by the Board of Directors at least 30 days before the date set for the meeting.

The general meetings are an occasion for the members of the Board of Directors and the senior management to present to the shareholders the results obtained during their office, based on the responsibilities entrusted to them.

General meetings are ordinary and extraordinary. The Ordinary General Meeting of the Shareholders meets at least once a year, within no more than 4 months as of the end of the financial year, and the Extraordinary General Meeting of the Shareholders meets whenever necessary.

In order to ensure the equal treatment and the full and equitable exercise of the shareholders’ rights, the Bank makes available to them all the relevant information related to the General Meeting of the Shareholders and to the adopted decisions, both by mass communication means and in the special section “shareholders and investors” on its own Internet page, which is easily identifiable and accessible.

The Bank makes the best efforts, in compliance with the legal provisions in the field, to facilitate the shareholders’ participation in the works of the General Meetings, as well as the full exercise of their rights. Shareholders may participate and vote in the General Meeting personally, but also by a representative or by correspondence.

General Meetings of the Shareholders are presided over by the Chairman of the Board of Directors or as the case may be, if the Chairman is in the temporary impossibility to exercise his/her duties, by the Chairman of the meeting elected by the Board of Directors to act as Chairman, thus enabling an open and efficient dialogue between the directors and the shareholders.

The rules regarding the works of the General Meeting of the Shareholders are established through the Procedure for organizing and running the general shareholders meetings, approved by the Board of Directors.

Within the General Meetings of the Shareholders, dialogue between the shareholders and the members of the Board of Directors and/or senior management is allowed and encouraged. Each shareholder can ask the directors questions regarding the matters on the agenda of the general meetings.

Each share of the bank, held by a shareholder at the registration date (set according to the specific regulations and approved by the General Meeting of the Shareholders), entitles the shareholder to dividends for the prior financial year, in the quantum and conditions established by the General Meeting of the Shareholders.

The powers of approval of the General Meeting of the Shareholders, the conditions of organisation and of validity of its meetings are established in the Articles of Incorporation of the Bank, in compliance with the applicable legal and regulatory framework.

2. THE BOARD OF DIRECTORS

The administration of the Bank is entrusted to the Board of Directors (the management body in its supervisory position), which represents the interface between the shareholders and the senior management and, at the same time, the liaison between the members of the senior management and the categories of participants in the bank activity.

The Board of Directors has 9 members, of whom 1 executive member and 3 are independent non-executive directors. The candidates for the director positions are proposed by the members of the Board of Directors or by the shareholders in the conditions stipulated by the legal provisions.

The proposals to appoint new directors, accompanied by detailed and relevant information about their personal profile and professional qualification, indicating, if necessary, the position of independent director, are communicated to all the shareholders at the same time with the invitation to the GMS, by the reports sent to the Bucharest Stock Exchange (BSE) and the Financial Supervisory Authority - Financial Instruments and Investments Sector (FSA-FIIS), by the publication on the webpage of the bank or, upon request, at the bank headquarters.

For electing the members of the Board of Directors, the cumulative voting method may be used.

The members of the Board of Directors are elected by the secret vote of the Ordinary General Meeting of the Shareholders for a 4-year term of office and they may be re-elected. The independent directors meet the independence criteria stipulated by Law 31/1990 on companies, the Bucharest Stock Exchange Code of Corporate Governance and NBR Regulation no. 5/2013 on prudential requirements for credit institutions.

If one or several director positions are vacant, the Board of Directors shall appoint new Interim directors until the first Ordinary General Shareholders Meeting is held.

The new members of the Board of Directors may perform their duties after they obtain the approval of the National Bank of Romania, starting with the date set by the competent statutory body in the appointment decision.

The evaluation of candidates proposed for the director positions is the responsibility of the Nomination Committee and is based on a rigorous and transparent review process detailed in the “The policy of suitability of the members of the Management Body and persons holding key functions and the policy of induction and training of the members of the Management Body”.

Meetings of the Board of Directors

The Board of Directors meets at least once every three months or whenever necessary.

The Chairman of the Board of Directors calls/presides over the meetings, coordinates the activity of the Board of Directors and reports it to the General Meeting of the Shareholders.

For the decisions of the Board of Directors to be valid, the actual presence of at least 5 members is required.

The decisions are made with the majority of the directors, present in person or represented. In case of tie of votes, Chairman of the Board of Directors shall have the casting vote.

The decisions on the appointment or revocation of the Chairman of Board of Directors shall be passed by the vote of the majority of the members of the Board.

The rules regarding the organization and functioning of the Board of Directors are set up in the Directive ‘Regulation of organization and functioning of the management body’.

Roles and responsibilities

The main roles of the Board of Directors, including those that cannot be delegated to the members of the senior management, are set by the applicable legal and regulatory framework, by the Articles of Incorporation and the internal regulations.

The Board of Directors decides on the bank values and strategy, on the risk management policy, supervises the activity of the bank and of the Senior management and, to this effect, approves mainly:

- The risk and business strategy, the policy regarding the outsourcing of activities, as well as the outsourcing of the material activities of the bank;
- The members, organisation and roles of subordinated committees;
- The risk profile, the material risk management policies and any operations that represent a material risk for the bank;
- The remuneration policy of the bank;

The Board of Directors has the final responsibility for the financial operations and soundness of the bank, and, to this effect:

- Establishes the accounting and financial control system and approves the financial planning;
- Examines and acknowledges the financial statements, makes proposals regarding the destination and allocation of profit, and drafts the income and expenditure budget for the next year;
- Is responsible for implementing a business management framework to ensure effective and prudent management of the bank and regularly evaluate the effectiveness of the bank's business management;
- Is responsible for establishing and maintaining an efficient internal control system, adequate to the nature, extent and complexity of the bank activity;
- Approves the interim financial statements (the preliminary quarterly, half-yearly, annual statements) before they are published within the Bank's reporting to the Financial Supervisory Authority Financial Instruments and Investments Sector (FSA FIIS) and the Bucharest Stock Exchange (BSE).

Committees set up in Support of the Board of Directors

In order to develop and maintain good practices of business administration, the Board of Directors set up four committees that assist the Board in exercising its prerogatives.

The delegation of powers by the Board of Directors to the committees set up to support its activity does not exempt the Board of Directors from fulfilling its tasks and responsibilities.

All committees set up to support the Board of Directors activity shall be chaired by a non-executive member of the Board of Directors who is able to exercise objective judgment and shall consist of at least three members.

The independent members of the Board of Directors have an active involvement in the committees.

- **Audit Committee**

It is a permanent committee, with consultative role, which assists the Board of Directors in exercising its prerogatives in the field of internal control, financial audit, internal audit, risk management and check the measures adopted by the Management committee in order to remedy the deficiencies relating to internal control, non-compliance with the legal framework.

The members of the Audit Committee have the experience required by the specific roles they have within the committee.

As at March 1st, 2023, the members of the Audit Committee are: Mr. Jean-Pierre Georges VIGROUX (Independent, Chairman), Mr. Giovanni-Luca SOMA (Member) and Mrs. Liliana IONESCU -FELEAGĂ (Independent Member).

The Audit Committee meets on a quarterly basis or whenever necessary, at the initiative of the Committee Chairman.

The rules regarding the organization and functioning of the Audit Committee are set up in internal regulations.

The main responsibilities of the Audit Committee are:

- To formulate recommendations to the Board of Directors regarding the risk and business strategy and the policy of the credit institution in the field of internal control, as well as for the appointment/dismissal of financial auditor of the bank and the related remuneration terms;
- To check the timely adoption by the Management committee of corrective actions to remedy the deficiencies relating to internal control, non-compliance with the legal framework;
- To monitor the financial reporting process, being informed by the external auditor on the significant deficiencies of the internal control in this field and sends recommendations to ensure the integrity of the financial reporting process;
- To examine, with the help of the financial auditors and independently from the bank management, the drafts of financial statements (half-yearly, annual and consolidated annual statements), as well as the conditions for their drafting by the bank (relevance of the accounting principles, methods and standards applied, as well as of the internal data collection procedures);
- To verify and monitor the independence and objectivity of the statutory financial auditor of the bank;
- To supervise the activity of the financial auditor of the Bank, to assess and to monitor its independence, informs the Board of Directors about the results of the financial audit and explains how it contributed to the integrity of the financial reporting and what was the role of the Audit Committee in this process;
- To present to the Board of Directors notes about the main aspects analysed in the Audit Committee;
- To evaluate the conflicts of interests in Bank's transactions and its subsidiaries with the related parties and to submit to the Board of Directors its opinion on the related party transactions stipulated in the Board of Directors specific power;
- To assess the quality of internal control, especially regarding the assessment of risk and of risk control and to propose, if necessary, the measures to be taken;

- Provides to Risk Management Committee information on the audit plan, the recommendations of the internal auditors or financial auditors and the stage of implementation of the measures taken by the Bank, after each meeting that had this topic on the agenda;
- At the request of the Nomination Committee contributes with relevant information for the purpose of the process of evaluation / re-evaluation of the adequacy, at individual and collective level, of the persons proposed as members of the management body / or who are members of the management body.

- **Remuneration Committee**

It is a permanent committee with advisory role, assisting the Board of Directors in fulfilling its responsibilities relating to the remuneration policy. It is responsible for preparing remuneration decisions, including decisions that have implications for risk and risk management in BRD and has to be taken by the Board of Directors.

The members of the Remuneration Committee have the experience required by the specific roles they have within the committee.

As at March 1st 2023, the members of the Remuneration Committee are: Mrs. Liliana IONESCU -FELEAGĂ (Independent (Chairman), Mr. Giovanni-Luca SOMA (Member) and Mr. Jean-Pierre Georges VIGROUX (Independent Member).

It meets annually or any time this is necessary.

The rules regarding the organization and functioning of the Remuneration Committee are set up in internal regulations.

The main roles of the Remuneration Committee are:

- Reviews the policy of remuneration of the bank which also includes the identification of personnel whose professional activities have a significant impact on the Bank's risk profile and submits to the Board of Directors for approval;
- Issues competent and independent opinions on the Bank's remuneration policies and practices and on the incentives created for risk, capital and liquidity management that it presents to the Board of Directors for approval;
- Makes proposals on the individual remuneration of non-executive members of the Board of Directors, as well as the additional individual remuneration of the directors entrusted with specific functions within the Board of Directors, and the individual remuneration of the officers;
- Directly oversees the remuneration of risk management and compliance managers;
- Supervises the application of the principles of the bank personnel remuneration and informs the Board of Directors regarding the results of the supervision.

- **Risks Management Committee**

It is a permanent committee, with the mission to provide advice and to support the Board of Directors on risk management in order to develop, implement and update a sound business management framework, in accordance with local regulations and the policies of the Societe Generale Group.

The Chairman of the Risk Management Committee is neither the Chairman of the Board of Directors nor the Chairman of any other committee.

The members of the risk committee have, individually and collectively, appropriate knowledge, skills and expertise concerning risk management and control practices in order to fully understand and monitor the risk management strategy and risk appetite of the Bank.

As at March 1st, 2023, the members of the Risk Management Committee are Mr. Benoit Jean Marie OTTENWAELTER (Chairman), and Mr. Bogdan-Alexandru DRĂGOI (Independent Member) and Aurore Brigitte Micheline GASPARD (Member).

The meetings of the committee take place on a quarterly basis or any time it is necessary.

The rules regarding the organization and functioning of the Risk Management Committee are set up in internal regulations.

In performing its duties, the Risk Management Committee:

- advises and supports the Board of Directors regarding the monitoring of the Bank's overall actual and future risk appetite and strategy, taking into account all types of risks, to ensure that they are in line with the business strategy, objectives, corporate culture and values of the Bank;
- assists the Board of Directors in overseeing the implementation (by the Management Committee) of the Bank's risk strategy and the corresponding limits set;
- oversees the implementation of the strategies for capital and liquidity management as well as for all other relevant risks of the Bank, such as market, credit, operational (including legal and TIC risks) and reputational risks, in order to assess their adequacy against the approved risk appetite and strategy;
- provides Board of Directors recommendations on necessary adjustments to the risk strategy resulting from, inter alia, changes in the business model of the Bank, market developments or recommendations made by the risk management function;
- provides advice on the appointment of external consultants that the supervisory function may decide to engage for advice or support;
- reviews a number of possible scenarios, including stressed scenarios, to assess how the Bank's risk profile would react to external and internal events;
- oversees the alignment between all material financial products and services offered to clients and the business model and risk strategy of the Bank and assesses the risks associated
- assesses the recommendations of internal or external auditors and follow up on the appropriate implementation of measures taken.
- checks (without prejudice to the duties of the remuneration committee) whether the incentives offered by the remuneration system take into account the risks, the capital, the liquidity and the likelihood and timing of obtaining the expected revenues of the Bank;
- it is involved (without prejudice to the tasks of the Remuneration Committee) in the process of identifying personnel whose professional activities have a significant impact on the Bank's risk profile in terms of responsibilities and related activities and submits its proposals to the Remuneration Committee;
- sets the risk management framework and ensures through adequate procedures, risk management standards and methods that the risks are managed within the limits set forth. The recommendations adopted within the RMC will be documented and approved by the Management Committee and the Board of Directors, as applicable;
- oversees the implementation of measures, standards and methods of enforcement of the risk management framework, ensures that the risk is prevented and proposes risk mitigation and control measures;
- submits to the Management Committee and the Board of Directors, at least annually, a synthesis regarding the aspects that could significantly impact the risk profile of the bank..
- collaborates with other specialized committees whose activities may have an impact on the risk management strategy and regularly communicates with the Bank's internal control functions, in particular with the risk management function, in accordance with internal procedures;
- at the request of the Nomination Committee, contributes with relevant information for the purpose of the process of evaluation / re-evaluation of the adequacy, at individual and collective level, of the persons proposed as members of the management body / or who are members of the management body.

- **Nomination Committee**

It is a permanent advisory committee assisting the Board of Directors in achieving its responsibilities regarding the suitability (selection, monitoring and succession), initiating and training of the members of the management body (Board of Directors and Management Committee) and the assessment of the policy of suitability, initiating and training of the members of the management body and the policy of suitability of persons holding key functions.

The members of the Nomination Committee have the experience required by the specific roles they have within the committee.

As at March 1st, 2023, the members of the Nomination Committee are: Mr. Bogdan-Alexandru Drăgoi (Independent Chairman), Mrs. Liliana IONESCU -FELEAGĂ (Independent Member) and Mrs. Valerie VILLAFRANCA (Member).

The Nomination Committee meets half-yearly or whenever necessary.

The rules regarding the organization and functioning of the Nomination Committee are set up in internal regulations.

In exercising its powers, the Nomination Committee:

- identifies, makes proposals and submits for approval by the Board of Directors or the General Meeting of Shareholders the nominees to fill positions within the management body;
- is involved in formulating the policy on the selection, monitoring and sequencing of the management body members of the bank and the policy on the assessment of key personnel which is submitted to the Board of Directors for approval;
- assesses the balance of knowledge, skills, diversity and experience within the management body, prepares a description of roles and skills required for nomination on a particular position, and assesses the fulfilment of the commitments undertaken by the members of the management body in terms of time allocated for the exercise of their responsibilities;
- assesses periodically and at least once a year, the knowledge, skills and experience of each member of the management body and of the management body as a whole and reports to the Board of Directors accordingly;
- periodically revises the selection, monitoring and succession policy of the members of the management body as regarding the selection and the nomination of the members of the Management Committee and makes recommendations to the Board of Directors;
- participates, on an ongoing basis, in the process of identifying personnel whose professional activities have a significant impact on the Bank's risk profile, by providing the Remuneration Committee with adequate information regarding the members of the management body, including by reporting their responsibilities;
- ensures the proper involvement of internal control functions and other relevant functions, such as those related to the legal, financial, human resources fields, in their areas of expertise.
- issues recommendations regarding the initiation and training programs necessary for the members of the management body.
- may request relevant information for the purpose of the process of assessing / re-evaluating the suitability, at individual and collective level, of the persons proposed as members of the management body / who are members of the management body from the specialized committees (such as : Risk Management Committee, Audit Committee).

3. SENIOR MANAGEMENT

The operational management, the effective implementation of the strategy and the coordination of the daily activity of the bank are delegated by the Board of Directors to the executive officers.

The executive officers of the bank are elected by the Board of Directors among the directors or from outside the Board, and together they represent the Management committee.

The Management committee is made up of 8 executive officers, of whom a Chief Executive Officer. The Management committee is run by the CEO.

Each executive officer is vested with all the powers to act on behalf of the Bank and to represent it in the relationships with third parties, in any circumstances related to the activities they coordinate, in compliance with the legal provisions and Articles of Incorporation.

In order to ensure a management that is as efficient as possible, and a good cover of the business fields of the bank, each executive officer has authority over certain activities of the bank and directly coordinates internal structures of the bank, set by the Board of Directors.

Meetings of the Management committee

The meetings of the Management committee take place at least once every two weeks, or any time the activity of the bank requires it.

For the validity of the decisions of the Management Committee, the presence of at least 5 members of the Management Committee is required. The decisions of the Management Committee are made with votes “FOR” of at least half of the members of the Management Committee. The CEO shall have the casting vote in case of tie of votes.

The Executive Officers attend to the meeting personally. Voting cannot be delegated within the meetings of the Management committee. The members of the Management Committee 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 Committee may be made by the written vote of the members, under the conditions of paragraphs 2 and 6 of the article 34 of the Bank’s Articles of Incorporation, 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 rules regarding the organization and functioning of the Management Committee are set up in internal regulations.

Roles and responsibilities

- The Management Board is in charge of the executive management of the bank, of the management and control of its activities and operations;
- Ensures the implementation of the strategic lines approved by the Board of Directors regarding the development of the bank, the management and control of the risks associated to its activity;
- Maintains an adequate organizational structure and information flow required in the bank and makes proposals for the amending thereof, which it submits to the Board of Directors for approval;
- Ensures adequate and effective monitoring of the functioning of the internal control system, with the responsibility to establish a detection system of internal control deficiencies and undertake measures for solving such deficiencies.

- Notifies the Board of Directors of the bank's activity on a permanent basis.

Committees set-up to support the Management committee

The committees set up to support the Management Committee assist it in performing its attributions on various business lines, particularly on the operational activity of the Bank. The members of these committees are: the members of the Management Committee and the management of the structures affected.

The most important committees are:

Internal Control Committee

It is a permanent consultative committee, which has as main task to analyse and to monitor the adequacy of the Internal Control activity, including the business continuity and the crisis management through the perspective of the organizing / functioning, the results obtained and the deficiencies found in the internal control activity. In order to fulfil its mission, the main themes submitted to the debate in the Committee Are: operational risks, the activity continuity and the crisis management, managerial supervision, managerial supervision of accounts, audit, risk of conformity and reputational, IT security, the deficiencies found through the supervision reports / minutes of the authorities, protection of personal data.

Assets and Liabilities Committee

It is a permanent consultative committee, which assists the Management Committee in performing its attributions related to the management of the assets and liabilities, of the liquidities and sources of financing, of the structural risk (interest rate risk and exchange rate risk outside the trading portfolio) and capital management, both at the Bank and at the BRD's group level.

New Products Committee

It is a permanent consultative committee that ensuring the identification, the analysis and the reliable measurement of the risks associated to the new products, offered to the Bank's clients, including the changes of the existent products.

Pricing Committee

It is a permanent consultative committee whose mission is to analyze and propose measures to the Bank's decisional bodies on policy and pricing strategy (commissions, interest) regarding the bank's products, taking into consideration the budgetary targets, the competitive environment, the commercial strategy and market developments.

Risk Retail Committee

It is a committee whose mission is to formalize the measures proposed by Bank's structure in order to improve the bank's retail lending activities.

Customer Board

It is a permanent consultative committee dedicated to customer experience, which aims to ensure at the level of the whole Bank the efficiency of the process of improving the quality of the experiences offered to the clients, from the perspective of the feedback received from the clients.

Compliance Committee

It is a permanent consultative committee whose main mission is to analyze the way in which the compliance risk is managed, including the presentation of the deficiencies found in the compliance control activity.

Climate, Environmental and Social Change Committee

It is a permanent consultative committee whose main mission is to carry out strategic CSR analyzes by reporting to the Bank's objectives, in order to present to the Management Committee the measures for implementing the CSR strategy in this area.

This mission includes making proposals for setting the Bank's objectives, adopting the relevant regulatory framework, monitoring the Bank's commitments, communication and any other topics related to environmental, climate and social issues.

Other committees: Crisis Committee, Safety and Occupational Health Committee, Tracking of the Projects Portfolio Committee, Follow-up Committee, Human Resources Committee, Communication Committee, Innovation Committee, Data Governance Committee and Benchmarks and Market Conduct Oversight Committee.

4. BOARD OF DIRECTORS AND MANAGEMENT COMMITTEE – A PERMANENT COLLABORATION

- The Board of Directors and the Management committee permanently analyse the status of the implementation of the General Strategy regarding Bank's development, identification and management of significant risks and Activity Programme of the bank.
- The senior management (Management committee) provides the Board of Directors with regular, comprehensive and detailed information about all the important aspects of the bank's activity, including with regard to risk management, potential risk assessment and compliance matters, measures taken and recommended, and irregularities found while performing their attributions. Any major event is communicated at once to the Board of Directors.
- Also, any member of the Board of Directors can ask the members of the senior management for information regarding the operational management of the bank.
- The management and the administration bodies are active, independent in making the decisions they think opportune, they understand their role and are at all times able to defend their decisions before the supervision authorities or other concerned parties entitled to obtain such information.

▪ Evaluation of the performance of the Board of Directors and of the Management Committee

The Nomination Committee assesses periodically at least once a year, the knowledge, skills and experience of each member of the management body and of the management body as a whole and reports to the Board of Directors accordingly.

The assessment of the members of the management body and of the management body as a whole focuses at least on the following aspects:

- assessing the actual contribution of each member of the Board of Directors and of the Management Committee, their constructive involvement in the discussions conducted and decisions made, as well as the attendance of members to the meetings and of the committees they are members of;

- assessing the activity of the members of the Board of Directors and of the Management Committee in terms of adequacy of their structure, considering the evolution of the bank's business and banking environment.
- assessing the balance of knowledge, skills , diversity and experience in the management body;
- checking the manner of preparing and discussing important issues for the Bank;
- the structure, size and composition of the management body.

Based on recommendations of the Nomination Committee, the Board of Directors decides on the necessary measures related to the adequacy of members of the management body and of the management body as a whole. Information on the participation of members of the Board of Directors in fulfilling the responsibilities related to the supervising position are presented in the Annual Board of Directors 'Report, on chapter Corporate Governance.

▪ **Remuneration of the members of the Board of Directors and of the Management Committee**

- Upon the recommendation of the Remuneration Committee, the Board of Directors proposes to the General Meeting of Shareholders the amount and granting requirements of benefits due to members of the Board of Directors, as well as the general limits of all remuneration granted to members of the Board of Directors and of the Management Committee, for the current year.
- The additional remuneration of the members of the Board of Directors, as well as the remuneration of the members of the Management Committee will be established by the Board of Directors, based on the recommendations of the Remuneration Committee and within the limits set by the General Meeting of Shareholders.
- The total remuneration granted to the members of the Board of Directors and of the Management Committee for the year ended is presented in the Directors' Report.

III. CONFLICTS OF INTEREST, FIGHT AGAINST CORRUPTION OPERATIONS WITH AFFILIATED PERSONS AND TRANSACTIONS OF PERSONS WITH ACCESS TO PRIVILEGED INFORMATION

Conflicts of interest

The main roles of the members of the Board of Directors/Management Committee are:

- Shall only act in the best interest of the Bank and shall make decisions without being influenced by any interests of their own that can occur while performing their duties;
- No member of the Board of Directors/Management Committee shall use in their own interest the business opportunities they become aware of in the normal course of their business;
- The member of the Board of Directors/Management Committee who, in a certain operation, whether directly or indirectly, has interests that are contrary to the interests of the bank shall notify the other members of the Board of Directors/Management Committee in this respect, by written statements as per the law and shall not take part in any deliberation regarding the said operation.
- To avoid the occurrence of conflicts of interests, the bank has established a set of rules of conduct to be complied with both by the members of the Board of Directors and by the Management Committee of the bank.

2. Fight against corruption

Société Générale Group performs its activity in an ethical manner, in accordance with all applicable laws, including anti-corruption, anti-bribery and influence peddling regulations, in all the countries where the Group operates.

As part of SG group, BRD joined Societe Generale's code, principles and regulations on Anti-Bribery and Corruption and mirrored them in BRD Principles https://www.brd.ro/files/pdf/Principii_si_reguli_aplicabile_in_lupta_impotriva_coruptiei.pdf

In the process of further aligning to the group anti-corruption standards (ABC), BRD has consolidated the governance framework on anti-corruption by organizing dedicated governance structures as well specific roles in this area. In concurrence with governance strengthen, several anti-corruption initiatives have been implemented and continued starting 2019 (internal regulations, controls, support applications, etc.)

Dedicated anti-corruption governance (ABC) structures and specific roles in this area continued their work in 2022, continuously strengthen the perimeter, including through dedicated reports to the bank's management.

BRD monitors the ABC risks via dedicated tools such as annual assessments and by periodic indicators. It also trains the employees on ABC learning, in order to fight corruption and requires its staff to be vigilant and enforce zero tolerance policy on corruption matters, including by prompt incident reporting, using the internal warning procedures and whistleblowing channels.

3. Transactions with affiliated persons

In order to avoid conflicts of interest and protect the interests of shareholders, the Board of Directors has adopted the Policy on related party transactions.

Under this policy, the related party transactions are concluded on fair terms that respect competition law are subject to the same pricing rules and competences applicable to the transactions with non-affiliated parties.

The transactions with related party whose value places them in the competence of the Board of Directors' approval are prior the approval reviewed by the Audit Committee from the conflict of interest perspective.

4. Trading of the persons with access to privileged information

In order to set a preventive and secured action framework for market operations and transactions with financial instruments performed by persons who, on account of their position within the Bank, have access to privileged information, the bank established a series of professional ethics rules which must be observed by the directors, officers and the other persons with access to privileged information, in order to avoid the breach of the legal framework applicable to trading with financial instruments issued by BRD.

This framework also includes , physical and functional separations of areas where such information may occur ("Chinese Walls"), setting periods during which it is forbidden to perform transactions using financial instruments issued by BRD before the periodical reports of the Bank are published or other events that impose such restrictions, as well as establishing the obligation to obtain the prior approval and to report those transactions with financial instruments.

IV. TRANSPARENCY, INFORMATION AND COMMUNICATION

In a strongly competitive environment, in which it is essential to ensure the confidentiality of the professional information and, particularly, of the professional secret in the banking field, the Bank has internal rules to ensure a balance between:

- The need to keep the confidentiality of the information; and
- The need to reveal the relevant corporate information in order to protect the interests of the shareholders and of the investors, as well as of the other categories of concerned parties.

With a view to ensuring the transparency and access to information of all the concerned parties, BRD ensures the dissemination of the relevant information regarding the bank, including the main aspects of its corporate governance policy, the financial statements and the performance of the bank, as well as any other important event regarding the bank. As for the internal circulation of the information and the disclosure of important information to the public, BRD has internal regulations that ensure both the observance of confidentiality and of the interdiction of using such information for one's own interest, and the dissemination in due time of the relevant corporate information. The bank has also elaborated policies regarding the information management in emergency cases, as well as the designation of the persons authorised to present the point of view of the bank on various subject matters.

The bank makes the information public in a way that grants the public equal and complete access to the information and enables them to make a correct evaluation, within an optimum time span, of such information. To this end, the Bank develops an adequate communication policy, based on the use of various forms of communication, with the simultaneous observance of the requirement of reporting to the capital market institutions.

The relevant information is published on the bank's Internet page, both in Romanian and in English.

For the information of the shareholders and investors, the bank sets at the beginning of the year a financial reporting calendar, which it sends to the Bucharest Stock Exchange and to the FSA-FIIS. Financial reporting is made according to the accounting regulations imposed through the NBR Order no. 27/2010 for the approval of the Accounting Regulations compliant with the International Financial Reporting Standards (IFRS) applicable to credit institution and in compliance with the regulations specific to the capital market.

In order to communicate on its financial results, BRD organises reunions and audio webcasts with financial analysts, investment consultants, brokers and investors. Relevant information on these events are communicated to the interested parties through the financial calendar of the Bank. The same transparency policy has been adopted with regard to the communication with the rating agencies and the capital market institutions.

V. SOCIAL RESPONSIBILITY AND RELATIONS WITH CONCERNED PARTIES

1. Relationship with Shareholders and Investors

BRD respects the rights of its shareholders and ensures equal treatment for them.

BRD makes sure its shareholders have access to relevant information, so that they may exercise all their rights in an equitable manner. The communication strategy of the bank relies on the following principles:

- Equal access to information for all the shareholders and immediate availability of the relevant information;
- Meeting the deadlines for the publication of the results;
- Transparency and coherence of the provided information.

BRD set up and maintains an adequate structure for its relation with the investors, in general, and with its own shareholders, in particular. The staff of this structure have the necessary knowledge to carry out this activity and

periodically attend professional training courses aimed at the development of their professional skills specific to this activity.

The shareholders / investors may send their requests to the bank through e-mail or over the telephone, at the contact data displayed on the institutional site. In addition to the dialogue with the shareholders within the general meetings, the bank uses various means of communication (its own publications, the internet, press releases and/or conferences, etc.) to correctly and promptly inform the shareholders and the investors.

The bank created a special section on its Internet page, which is easily identifiable and accessible, where relevant information is available regarding the General Meeting of the Shareholders, the structure of the management body, the financial calendar, the evolution of BRD shares, press releases, current reports, the procedure of payment of dividends and contact details of persons who can reply to the shareholders' queries.

2. Relation with the Employees and the Organisations Representing Their Interests

The relationship of the bank with its employees relies on dialogue, respect and professionalism.

The bank focuses its human resources policies on its concern for the development of the employees' professional and personal competences and for maintaining a favourable social climate that encourages the diversity and the manifestation of talents of all its employees, for reaching the common objectives of the bank.

The bank, through its representatives, maintains a permanent connection with the union that represents the rights of the bank employees both during the annual negotiations for the signing of the collective employment contract and by periodical meetings.

At the same time, the bank carries out periodical satisfaction surveys and organisational diagnosis studies, the results of which are transposed into action plans meant to increase the employees' satisfaction and to improve the organisational culture.

The employees are encouraged to communicate any concerns related to the bank's management framework being ensured the confidentiality of the information.

3. Client Relations

The general sustainable development strategy of the Societe Generale Group and of BRD focuses on the clients and the clients' needs. Present on the retail, SME and large corporate markets, BRD have an innovative and comprehensive offer of products and services.

The bank respects and protects the consumers' rights by high quality products and services that meet the market requirements.

To this effect, BRD offers its clients and the large public complete information about the products and services it provides and about the conditions under which such products and services can be contracted.

Within the bank, there operates a dedicated structure that coordinates the activity of ensuring the quality of the banking products and services. In order to facilitate the communication on the quality of the services, a free number (for complaints and suggestions regarding quality) is made available to the clients.

Likewise, particular attention is paid to the clients' complaints; there are internal procedures for taking over and analysing complaints, which permit, on the one hand, to follow up the clients' incomprehensibility and dissatisfaction, and on the other hand, to constantly improve the quality of the services based on the clients' feedback.

4. Relation with Supervision and Control Authorities

The relation of the bank with the authorities is governed by the following principles:

- Complying with the legal regulations and carrying out its business according to the permits granted by the authorities;
- Collaborating with the state authorities to improve the legal framework and the development of strategies and policies regarding the sectors in which the bank operates;
- Observing the ethical principles in the relation with the supervision and control authorities;
- Ensuring the framework necessary for the exchange of information between the bank and the authorities.

Within the bank, there are dedicated structures that ensure the bank's relation with the control and regulatory authorities, as well as the compliance of the internal framework of the bank with the legal regulations.

The compliance function identifies and reports the non-compliance risks and monitors the enforcement of adequate prevention systems.

5. Relation with Other Banks

BRD respects the interests of all the credit institutions and promotes professional solidarity and mutual respect within the banking community.

The Bank actively participates in defending the interests of the credit institutions, encourages cooperation between banks and the identification of joint solutions for the problems that the banking community are facing in different business sectors. The bank is an active member of the Romanian Banking Association, and is a member of various other associations and foundations.

At the same time, the bank promotes loyal competition in the business relations and acts for:

- Discouraging the monopolist or unfair competition in its own or other banks' business;
- Using the correct forms of advertisement and publicity and refraining from actions that could prejudice the image, interests or products of other banks;
- Respecting the intellectual property rights of other banks and taking measures to protect its own rights.

6. Corporate and social responsibility

Through the principles we have assumed in the area of the Corporate Social Responsibility (CSR), BRD reinforces its assumed role in society: a reliable partner for its employees, customers and suppliers that the Group support to achieve their goals and dreams with positive impact for the future, as well as a factor of progress for the economy, the environment and the future Romanian society. BRD supports development, innovation and sustainability for both the Bank and its internal and external stakeholders. In developing and implementing its CSR principles, BRD builds on seven values and principles and the mentioned UN SDGs.

In order to implement the CSR principles and ensure a follow-up of its performance within BRD, the structures of the Bank directly involved in the interaction with stakeholders fulfill their respective responsibilities. In this sense, each structure has the freedom and responsibility to detail the stated principles as well as how to inform the partners of these principles according to the specifics of its own activity in the normative documents that regulate its activity.

In order to ensure transparency regarding its actions in the area of CSR, BRD includes relevant information in the Annual Board of Directors' Report and Sustainability report.

VI. FINAL PROVISIONS

1. The code shall be revised on an annual basis-
2. The revision shall be done based on the evolutions of the legislative framework in the field and, if necessary, the Code shall be adapted to include the legislative changes and to comply with the most recent international standards and the best practices in the field of corporate governance.