

The current report under Regulation FSA no. 5/2018

Date of Report : April 29, 2026

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: J1991000608402

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 29, 2026. According to the calling of the meeting, only the shareholders registered on April 14, 2026 reference date, had the right to participate in, and to vote at the general meetings.

At the OGSM meeting participated the shareholders representing 89.30 % of the share capital of the Bank, and at EGSM meeting participated the shareholders representing 89.30 % 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 separate 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, 2025, accompanied by the Annual Board of Directors' Report at separate and consolidated level as well as by the financial auditor report. The Annual Board of Directors' Report includes also the Sustainability Statement prepared in accordance with European Sustainability Reporting Standards complemented by the limited assurance report issued by the external auditor.

Summary of the financial position

RON million	Group			Bank		
	Dec-24	Dec-25	vs. Dec-24	Dec-24	Dec-25	vs. Dec-24
Cash and cash equivalents	8,658	12,080	39.5%	8,658	12,080	39.5%
Due from banks	6,313	6,497	2.9%	6,313	6,497	2.9%
Loans and advances to customers*	49,729	56,130	12.9%	47,352	53,635	13.3%
Other financial instruments	21,198	20,923	-1.3%	21,178	20,874	-1.4%
Tangible and intangible assets	1,781	1,806	1.4%	1,768	1,795	1.5%
Other assets	801	607	-24.2%	675	536	-20.5%
Total assets	88,480	98,044	10.8%	85,945	95,417	11.0%
Due to credit institutions	9,278	9,957	7.3%	6,957	7,365	5.9%
Due to customers	67,935	75,045	10.5%	68,215	75,505	10.7%
Other liabilities	1,815	2,465	35.8%	1,749	2,396	37%
Total equity	9,451	10,576	11.9%	9,024	10,152	12.5%
Total liabilities and shareholders equity	88,480	98,044	10.8%	85,945	95,417	11.0%

* Loans at Group level include leasing

Summary of profit or loss

RON million	Group			Bank		
	2024	2025	vs. 2024	2024	2025	vs. 2024
Net banking income	4,032	4,350	7.9%	3,895	4,219	8.3%
Operating expenses	(2,023)	(2,223)	9.9%	(1,965)	(2,161)	10.0%
Gross operating income	2,009	2,126	5.9%	1,930	2,059	6.7%
Cost of risk	(145)	(225)	54.9%	(128)	(219)	71.5%
Net result	1,524	1,546	1.4%	1,475	1,499	1.6%

The Ordinary General Shareholders' Meeting approved the separate 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, 2025, accompanied by the Annual Board of Directors' Report at separate and consolidated level as well as by the financial auditor report. The Annual Board of Directors' Report includes also the Sustainability Statement prepared in accordance with European Sustainability Reporting Standards complemented by the limited assurance report issued by the external auditor.

3. Approval of the executive officers' and non-executive directors 'remuneration report for the financial year 2025.

The Ordinary General Shareholders' Meeting approved the executive officers' and non-executive directors 'remuneration report for the financial year 2025.

4. The Directors' discharge for the financial year 2025.

The Ordinary General Shareholders' Meeting approved the Directors' discharge for the financial year 2025.

5. Approval of the allocation of the 2025 profit and fixing of the dividend.

The Ordinary General Shareholders' Meeting approved the distribution as dividends of the amount of LEI 749,308,512 representing 50% from the financial result of 2025 (the gross dividend proposed is of 1.0752 lei / share). The dividends will be paid on June 5, 2026 and the deferred payment date will be November 27, 2026.

6. Approval of the income and expenditure budget for 2026 and of the Business Plan for the fiscal year 2025.

The Ordinary General Shareholders' Meeting approved the Income and Expenditure Budget for 2026 and of the Business Plan for the fiscal year 2026.

Evolution of the profitability, as it was mentioned in the budget for 2026, is the follows:

2026 BUDGET - PROFITABILITY

based on assumptions prepared in September 2025

	A 2024	A 2025	Evolution 25/24	Perspectives for 2026	
RON m					
FINANCIAL RESULTS	NET BANKING INCOME	4,032	4,350	+7.9%	Mid single digit increase of NBI driven by Net Interest Income growth
	OPERATING EXPENSES	(2,024)	(2,223)	+9.9%	OPEX to be influenced by tax on turnover, still high inflationary pressure, IT investments, and mitigated by efficiency gains Slightly positive jaws
	GROSS OPERATING INCOME	2,009	2,127	+5.9%	
	NET COST OF RISK	(145)	(225)	+55.1%	Normalizing NCR
	NET RESULT	1,524	1,546	+1.4%	Low single digit growth of Net result
RATIOS	COST/INCOME RATIO	50.2%	51.1%	+0.9 pts	Slightly improving Cost/Income
	ROE	16.6%	15.4%	-1.2 pts	ROE slightly decreasing, impacted by tax on turnover and normalized cost of risk

PROFITABILITY EVOLUTION*based on assumptions prepared in September 2025***Net banking income****Net Interest Income growth on:**

- > positive volume effect, driven by both average loans and average deposits growth
- > negative interest rate effect, with decreasing interest rates and continuously high competitive pressure on margins

Fee and commission income expected to slightly soften reflecting continued pressure on pricing and product mix, despite the solid transactional momentum.

Operating expenses**Costs to be influenced by:**

- > 4% tax on gross revenues (doubled starting July 2025).
- > still high inflationary pressure
- > necessity to continue important investments in IT in order to expand bank's transformation
- > further structural optimizations (automation, continuation of network resizing) to deliver efficiency gains

Cost of Risk

- > Normalizing NCR

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 2026, as well as of the general limits for the directors' remunerations and the officers' remunerations.

The Ordinary General Shareholders' Meeting approved the 2026 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 at the same level as for 2025, amounting to RON 22 million (gross amount).

9. Electing Mrs. Cécile BARTENIEFF DANSAERT as director, for a four-year mandate.

Mrs. Cécile BARTENIEFF DANSAERT was appointed as Interim Director through the Board of Directors decision no. 575 on September 18, 2025, her mandate entered into force on March 2, 2026 and it will cease on April 29, 2026, the date of the Ordinary General Shareholders' Meeting.

The appointment of Mrs. Cécile BARTENIEFF DANSAERT 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.

Mrs. Liliana IONESCU - FELEAGĂ, independent member of the Bank's Board of Directors, is empowered to sign, on behalf of the Bank, the Management Contract with her.

The Ordinary General Shareholders' Meeting approved the election of Mrs. Cécile BARTENIEFF DANSAERT as director, for a four-year mandate.

Mrs. Cécile BARTENIEFF DANSAERT was appointed as Interim Director through the Board of Directors decision no. 575 on September 18, 2025, her mandate entered into force on March 2, 2026 and it will cease on April 29, 2026, the date of the Ordinary General Shareholders' Meeting.

The appointment of Mrs. Cécile BARTENIEFF DANSAERT 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.

Mrs. Liliana IONESCU - FELEAGĂ, independent member of the Bank's Board of Directors, is empowered to sign, on behalf of the Bank, the Management Contract with her.

10. Approval of the date of May 18, 2026 as ex date.

The Ordinary General Shareholders' Meeting approved the date of May 18, 2026 as ex date.

11. Approval of the date of May 19, 2026 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 19, 2026 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. Maintains the decisions approved by Decision no. 2 of the Extraordinary General Meeting of Shareholders no. 140 dated April 24th, 2025 on the issuance of Additional Tier 1 instruments and maintains the decisions approved by Decision no. 3 of the Extraordinary General Meeting of Shareholders no. 140 dated April 24th, 2025 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.

The Extraordinary General Shareholders' Meeting maintained the decisions approved by Decision no. 2 of the Extraordinary General Meeting of Shareholders no. 140 dated April 24th, 2025 on the issuance of Additional Tier 1 instruments and maintains the decisions approved by Decision no. 3 of the Extraordinary General Meeting of Shareholders no. 140 dated April 24th, 2025 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 present meeting notice, as well as the delegation of power to Mrs. Maria 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 18, 2026 as ex date.

The Extraordinary General Shareholders' Meeting approved the date of May 18, 2026 as ex date.

5. Approval of the date of May 19, 2026 as registration date.

The Extraordinary General Shareholders' Meeting approved the date of May 19, 2026 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